

AMERICAN COLLEGE  
*of* RHEUMATOLOGY  
*Empowering Rheumatology Professionals*

**AMERICAN COLLEGE OF RHEUMATOLOGY**  
SPECIALISTS IN ARTHRITIS CARE & RESEARCH

**ACR BYLAWS**

**AMERICAN COLLEGE**  
**of RHEUMATOLOGY**  
*Empowering Rheumatology Professionals*

**BYLAWS OF**  
**AMERICAN COLLEGE OF RHEUMATOLOGY**

**Revised: May 2023**

**PREAMBLE**

The American College of Rheumatology is an organization of and for physicians, health professionals, and scientists that advances rheumatology through programs of education, research, advocacy and practice support that foster excellence in the care of people with or at risk for arthritis and rheumatic and musculoskeletal diseases.

**ARTICLE I**

**NAME**

The Corporation shall be known as the AMERICAN COLLEGE OF RHEUMATOLOGY (hereinafter the “ACR”).

**ARTICLE II**

**OFFICES**

The ACR shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

## ARTICLE III

### MEMBERSHIP

#### Section 1. General.

Membership in any category of the ACR shall not be denied or abridged because of sex, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, gender identity, age, or for any reason unrelated to character, competence, ethics, professional status, or professional activities.

#### Section 2. Categories of Membership.

Membership in the ACR shall be at the invitation of the ACR in the following categories:

- (a) Fellows;
- (b) Masters;
- (c) Members (Clinical or Research);
- (d) Emeritus Members;
- (e) Honorary Members;
- (f) International Fellows;
- (g) International Members;
- (h) Fellow-in-Training Members;
- (i) International Fellow-in-Training Members;
- (j) Residents & Medical Student Members;
- (k) Rheumatology Professional Masters;
- (l) Rheumatology Professional Members;
- (m) Rheumatology Professional International Members;
- (n) Rheumatology Professional Emeritus Members.
- (o) Corporate Members;

- (p) Sustaining Members; and
- (q) Such other categories as the Board of Directors may establish from time to time.

**Section 3. Fellows.**

- (a) **Qualifications.** To qualify for Fellowship, an applicant shall be a citizen of or reside in the United States, Canada, or Mexico; shall be fully licensed to practice medicine in a state of competent jurisdiction; shall be of high moral, ethical, and professional standing; shall be trained in internal medicine or pediatrics and provide either primary or consultative care to patients with arthritis and other rheumatic diseases; and shall satisfy one or more of the following requirements or an equivalent requirement as determined by the ACR Board of Directors:
  - (i) Certification in the subspecialty of Rheumatology by the American Board of Internal Medicine, the American Board of Pediatrics, or the American Osteopathic Board of Internal Medicine;
  - (ii) Written confirmation of successful completion of two (2) years of rheumatology training in a residency training program approved by the Accreditation Committee for Graduate Medical Education (ACGME) which confirmation shall be received from the individual program director within one (1) year of completion of such training;
  - (iii) Completion of a rheumatology training program leading to board eligibility.

- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, a Fellow shall have all the rights and privileges of membership, including the right to vote, hold office, and serve on any Committee of the ACR.
- (c) **Application Procedure.** To be considered for Fellowship, an applicant must be sponsored by two (2) voting members familiar with the applicant's professional competence, ethics, and moral standing. The sponsors shall propose the applicant to the Committee on Membership and Awards, which shall evaluate the applicant's credentials and recommend or not recommend the applicant to the Board of Directors. Any applicant not recommended to the Board of Directors may appeal the Committee's decision to the Membership Appeals Board of the ACR, which shall consist of three (3) individuals appointed by the Board of Directors from among the living past Presidents or other senior members of the ACR. Upon a recommendation for approval by the Membership Appeals Board, the Board of Directors shall make a final decision on the applicant. Election to membership shall be by an affirmative vote of the Board of Directors. If an applicant is not approved by the Membership Appeals Board or does not receive the necessary affirmative vote of the Board of Directors, the applicant may reapply for Fellowship three (3) years after the date of the adverse decision.

#### **Section 4. Masters.**

- (a) **Qualifications.** The Board of Directors, in its discretion, may confer the category of Master on a voting member, on an Emeritus Member, or on an

Honorary Member of high professional competence, ethics, and moral standing who has significantly furthered the art and science of rheumatology. The Board of Directors shall establish specific requirements for determining eligibility under this category.

- (b) **Rights and Privileges.** A Master shall not be required to pay annual fees, dues, or assessments and shall have the privilege of attending the ACR annual meeting without payment of registration fees and other activities at reduced rates. A Master shall have all the rights and privileges of membership, including the right to vote, hold office, and serve on any Committee of the ACR.
- (c) **Nominations.** Nominations for Masters shall be made in writing to the Secretary of the ACR by two (2) voting members. The Committee on Membership and Awards shall evaluate all candidates and make recommendations to the Board of Directors. Election of candidates recommended by the Committee on Membership and Awards shall be by a vote of two-thirds (2/3) of the Board of Directors present at a duly called and convened meeting of the Board.

**Section 5. Members.**

- (a) **Qualifications.** To qualify as a Member, an applicant shall be of high moral, ethical, and professional standing and (a) shall be fully licensed as a Doctor of Medicine or a Doctor of Osteopathy and actively engaged in a medical specialty directly related to rheumatology, or (b) shall be fully qualified as a Doctor of Medicine, a Doctor of Osteopathy, a Doctor of Veterinary Medicine, a Doctor of Medical Dentistry, a Doctor of Dental

Surgery, a Doctor of Public Health, a Doctor of Education, a Doctor of Philosophy, or a Doctor of Pharmacology and actively engaged in scientific research in the field of rheumatology or immunology.

- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, a Member shall have all the rights and privileges of membership, including the right to vote, and to serve on any Committee of the ACR.
- (c) **Application Procedure.** To be considered for Membership, an applicant must be sponsored by two (2) voting members of the ACR familiar with the applicant's contribution to rheumatology and professional competence, ethics, and moral standing. The sponsors shall propose the applicant to the Committee on Membership and Awards, which shall evaluate the applicant's credentials and recommend or not recommend the applicant to the Board of Directors. Any applicant not recommended to the Board of Directors may appeal the Committee's decision to the Membership Appeals Board of the ACR, which shall consist of three (3) individuals appointed by the Board of Directors from among the living past Presidents or other senior members of the ACR. Upon a recommendation for approval by the Membership Appeals Board, the Board of Directors shall make a final decision on the applicant. Election to membership shall be by an affirmative vote of the Board of Directors. If an applicant is not approved by the Membership Appeals Board or does not receive the necessary affirmative vote of the Board of Directors, the applicant may

reapply for membership three (3) years after the date of the adverse decision.

- (d) ACR members have a responsibility to the public not to make false, deceptive or misleading communications or claims. To that end, ACR members shall not in their written and oral communications to the public make inaccurate or inappropriate claims concerning their membership in the ACR or what ACR membership signifies as to their qualifications and training.

**Section 6. Emeritus Members.**

- (a) **Qualifications.** A Fellow or Member who has retired from active practice and who has attained the age of 70 years or older, or who is permanently disabled, may be elected as an Emeritus Member by the Board of Directors.
- (b) **Rights and Privileges.** An Emeritus Member shall be required to pay reduced dues and reduced rates for other activities, but shall not be required to pay assessments. An Emeritus Member shall have all the rights and privileges of membership, except the right to vote, hold office, or serve on any Committee of the ACR.

**Section 7. Honorary Members.**

- (a) **Qualifications.** Honorary Membership may be conferred upon a distinguished individual who is not a member of the College and who would not routinely be eligible for membership in the College, but whose professional performance warrants recognition by the College.



- (b) **Rights and Privileges.** An Honorary Member shall not be required to pay entrance fees, dues, or assessments and shall have the privilege of attending ACR meetings without payment of registration fees. An Honorary Member shall have all the rights and privileges of membership, except the right to vote, hold office, or serve on any Committee of the ACR.
- (c) **Nominations.** For Honorary Membership shall be made in writing to the Secretary/ of the ACR by two (2) voting members. The Committee on Membership and Awards shall evaluate all candidates for Honorary Membership and make recommendations to the Board of Directors. Election of candidates recommended by the Committee on Membership and Awards shall be by a vote of two-thirds (2/3) of the Board of Directors present at a duly called and convened meeting of the Board.

**Section 8. International Fellows.**

- (a) **Qualifications.** An International Fellow shall reside outside the United States, Canada, and Mexico; shall be fully licensed to practice medicine in a state of competent jurisdiction; shall be of high moral, ethical, and professional standing; shall be trained in internal medicine or pediatrics and provide either primary or consultative care to patients with arthritis and other rheumatic diseases; and shall satisfy one or more of the following requirements or an equivalent requirement as determined by the ACR Board of Directors:

- (i) Certification in the subspecialty of Rheumatology by the American Board of Internal Medicine or the American Board of Pediatrics (or a similar acceptable certification);
  - (ii) Written confirmation of successful completion of two (2) years of rheumatology training in a residency training program approved by the Accreditation Committee on Graduate Medical Education (ACGME) which confirmation shall be received from the individual program director within one (1) year of completion of such training;
  - (iii) Written confirmation by three (3) Fellows of the ACR (one of whom should reside in the same country as the applicant) attesting to the applicant's specialized interest and skill in rheumatology and five (5) or more years' experience in an academic or community practice setting.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, an International Fellow shall have all the rights and privileges of membership, including the right to vote, hold office, and serve on any Committee of the ACR.
- (c) **Application Procedure.** To be considered for International Fellowship, an applicant must be sponsored by two (2) voting members familiar with the applicant's professional competence, ethics, and moral standing, one of whom should reside in the same country as the applicant. The sponsors shall propose the applicant to the Committee on Membership and Awards, which shall evaluate the applicant's credentials and recommend or not

recommend the applicant to the Board of Directors. Any applicant not recommended to the Board of Directors may appeal the Committee's decision to the Membership Appeals Board of the ACR, which shall consist of three (3) individuals appointed by the Board of Directors from among the living past Presidents or other senior members of the ACR. Upon a recommendation for approval by the Membership Appeals Board, the Board of Directors shall make a final decision on the applicant. Election to membership shall be by an affirmative vote of the Board of Directors. If an applicant is not approved by the Membership Appeals Board or does not receive the necessary affirmative vote of the Board of Directors, the applicant may reapply for International Fellowship three (3) years after the date of the adverse decision.

**Section 9. International Members.**

- (a) **Qualifications.** An International Member shall be a physician or scientist residing outside the United States, Canada, and Mexico who is not eligible for Fellowship, but is recognized by the Committee on Membership and Awards to be eligible for membership by requirements appropriate for his or her background and discipline.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, an International Member shall have all the rights and privileges of membership, including the right to vote, or serve on any Committee of the ACR.
- (c) **Nominations.** Nominations for International Membership shall be made in writing to the Secretary of the ACR by two (2) members, one of whom

should reside in the same country as the candidate. The Committee on Membership and Awards shall review all candidates for International Membership and make recommendations to the Board of Directors. Election of candidates recommended by the Committee on Membership and Awards shall be by a vote of two-thirds (2/3) of the Board of Directors present at a duly called and convened meeting of the Board.

**Section 10. Fellow-in-Training Members.**

- (a) **Qualifications.** A Fellow-in-Training Member shall be a physician of high moral, ethical, and professional standing, who shall be certified or eligible for certification by the American Board of Internal Medicine, the American Board of Pediatrics, or the American Osteopathic Board of Internal Medicine and shall either be currently enrolled or have completed a training program in rheumatology or a related field within the past year.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, a Fellow-in-Training Member shall have all the rights and privileges of membership, except the right to vote or hold office.
- (c) **Application Procedure.** To be considered for Fellow-in-Training Membership, an applicant must be sponsored by two (2) voting members of the ACR familiar with the applicant's professional competence, ethics, and moral standing or by the director of the program where the applicant is enrolled. The sponsor(s) shall propose the applicant to the Committee on Membership and Awards, which shall evaluate the applicant's

credentials and recommend or not recommend the applicant to the Board of Directors. Any applicant not recommended to the Board of Directors shall not be precluded from applying for membership as a Fellow, if and when he or she meets the requirements set forth in Section 2.

**Section 11. International Fellow-in-Training Members.**

- (a) **Qualifications.** An International Fellow-in-Training Member shall be a physician of high moral, ethical and professional standing who shall be either currently enrolled or have completed a qualified training program, according to the regulations of his or her country, in rheumatology or a related field within the past year.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, an International Fellow-in-Training Member shall have all the rights and privileges of membership, except the right to vote or hold office and serve on any Committee of the ACR.
- (c) **Application Procedure.** To be considered for International Fellow-in-Training Membership, an applicant must be sponsored by two (2) voting members of the ACR (at least one of whom should reside in the same country as the applicant) familiar with the applicant's credentials and recommend or not recommend the applicant to the Board of Directors. Any applicant not recommended to the Board of Directors shall not be precluded from applying for membership as an International Fellow, if and when he/she meets the requirements as set forth in Section 7.

**Section 12. Resident & Medical Student Members.**

- (a) **Qualifications.** A Member of the Resident & Medical Student category shall be an individual of high moral, ethical, and professional standing, who is enrolled in a residency program and who is interested in rheumatology as a specialty or field of research; or a student enrolled in a graduate-level educational program in medicine or a related field.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, a Resident & Medical Student Member shall have all the rights and privileges of membership, except the right to vote, hold office, and serve on any Committee of the ACR.
- (c) **Application Procedure.** To be considered for Resident & Medical Student Membership, an applicant must be sponsored by two (2) voting members of the ACR familiar with the applicant's professional or academic competence, ethics, and moral standing. The sponsors shall propose the applicant to the Committee on Membership and Awards, which shall evaluate the applicant's credentials and recommend or not recommend the applicant to the Board of Directors. Any applicant not recommended to the Board of Directors may not appeal the Committee's decision to the Membership Appeals Board of the ACR. Such applicant shall not be precluded, however, from applying for membership as a Fellow-in-Training or Fellow, if and when he or she meets the requirements set forth in Section 3 or Section 10.

**Section 13.** Rheumatology Professional Masters

- (a) **Qualifications.** The ARP, in its discretion, may confer the category of ARP Master on a voting member of high professional competencies, ethics, and moral standing who has significantly furthered the art and science of rheumatology. The ACR shall establish specific requirements for determining eligibility under this category.
- (b) **Rights and Privileges,** An ARP Master shall not be required to pay annual fees, dues, assessments and shall have the privilege of attending the ACR/ARP annual meeting without payment of registration fees and other activities at reduced rates. An ARP Master shall have all the rights and privileges of membership, including the right to vote and serve on any Committee of the ACR but shall not have the right to hold office.

**Section 14.** **Rheumatology Professional Members.**

- (a) **Qualifications.** To qualify as a Rheumatology Professional Member, and as a member of the Association of Rheumatology Professionals (ARP) division of ACR, an applicant must be a practitioner (excluding North American licensed physicians) or other professional – who currently works or has an interest in Rheumatology, shall be a citizen of or reside in the United States, Canada or Mexico; shall be eligible for membership in his or her professional discipline’s national association where applicable; shall have demonstrated an interest in rheumatology practice, research or education; and shall be a degreed professional, where applicable.
- Examples include: Behavioral Science; Clinical, Health Services, Public Health and Translational Research; Laboratory Science; Nursing; Nurse

Practitioner; Office Administration and Support Team; Pharmacy;  
Physician Assistant; Occupational Therapy; Physical Therapy; Radiology.

- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues and assessments, a Rheumatology Professional Member shall have the right to vote, to serve on any Committee of the ACR and may be eligible to serve on the ACR Board of Directors as a Member-At-Large Director.
- (c) **Application Procedure.** To be considered for membership as a Rheumatology Professional Member, applicants are required to complete a membership application agreeing to terms and conditions through the attestation process. Upon approval by the ACR Board of Directors, applicants will receive full rights and privileges as an Association of Rheumatology Professional Member. Any applicant not approved by the Board of Directors may appeal the Board's decision to the Membership Appeals Board of the ACR. Upon a recommendation for approval by the Membership Appeals Board, the Board of Directors shall make a final decision on the applicant. Election to membership shall be by an affirmative vote of the Board of Directors. If an applicant is not approved by the Membership Appeals Board or does not receive the necessary affirmative vote of the Board of Directors, the applicant may reapply as a Rheumatology Professional three (3) years after the date of the adverse decision.



**Section 15. Rheumatology Professional International Members.**

- (a) **Qualifications.** To qualify as a Rheumatology Professional International Member, and as a member of the ARP division of ACR, an applicant shall reside outside the United States, Canada or Mexico; shall have demonstrated an interest in rheumatology practice, research or education; and shall be a degreed professional.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues and assessments, a Rheumatology Professional International Member shall have the right to vote and to serve on any Committee of the ACR but shall not have the right to hold office.
- (c) **Application Procedure.** To be considered for membership as a Rheumatology Professional International Member, applicants are required to complete a membership application agreeing to terms and conditions through the attestation process. Upon approval by the ACR Board of Directors, applicants will receive full rights and privileges as a Rheumatology Professional Member. Any applicant not approved by the Board of Directors may appeal the Board's decision to the Membership Appeals Board of the ACR. Upon a recommendation for approval by the Membership Appeals Board, the Board of Directors shall make a final decision on the applicant. Election to membership shall be by an affirmative vote of the Board of Directors. If an applicant is not approved by the Membership Appeals Board or does not receive the necessary affirmative vote of the Board of Directors, the applicant may reapply as an

International Professional three (3) years after the date of the adverse decision.

**Section 16. Rheumatology Professional Emeritus Members.**

- (a) **Qualifications.** To qualify as a Rheumatology Professional Emeritus Member, an applicant must be a Rheumatology Professional Member or a Rheumatology Professional International Member (excluding physicians) who has retired from active practice, who is permanently disabled, or is a charter member. Such member may be elected an Association of Rheumatology Professional Emeritus Member by the ARP Executive Committee. Charter members shall consist of those forty (40) individuals initially invited by the Medical Administrative Committee of the Arthritis Foundation to participate in the organization of the Paramedical Section on October 5, 1965, who indicated, in writing, before June 1 1967, that they wished to continue their association with the Arthritis Health Professions Association.
- (b) **Rights and Privilege.** A Rheumatology Professional Emeritus Member shall have rights and privileges of membership as determined by the ARP Executive Committee, shall pay such entrance fees, dues, or assessments as shall be determined by the American College of Rheumatology Board of Directors and shall not have the right to vote, hold office, or serve on any committee of the Division. Charter members who are elected as Association of Rheumatology Emeritus Members shall not be required to pay entrance fees, dues, or assessments.

**Section 17. Corporate Members.**

- (a) **Qualifications.** A Corporate Member shall be an individual employed in an industry concerned or affiliated with the science and/or practice of rheumatology.
- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, a Corporate Member shall have all the rights and privileges of membership, except the right to vote, hold office, or serve on any Committee of the ACR. A Corporate Member shall terminate his or her membership on the date he or she terminates employment with the corporation that has sponsored him.
- (c) **Nominations.** Nominations for Corporate Membership shall be made in writing to the Secretary of the ACR by the Chief Executive Officer of the corporation which employs the candidate for membership, or by his or her representative, agent, or assign. The Committee on Membership and Awards shall review all candidates for Corporate Membership and make recommendations to the Board of Directors. Election of candidates who are recommended by the Committee on Membership and Awards shall be by a vote of two-thirds (2/3) of the Board of Directors present at a duly called and convened meeting of the Board.

**Section 18. Sustaining Members.**

- (a) **Qualifications.** A Sustaining Member shall be a corporation or other organization that supports the purposes of the ACR according to requirements to be established by the Board of Directors.

- (b) **Rights and Privileges.** After election to membership and payment of any entrance fees, dues, or assessments, a Sustaining Member shall have all the rights and privileges of membership, except the right to vote, hold office, or serve on any Committee of the ACR.
- (c) **Nominations.** Nominations for Sustaining Membership shall be made in writing to the Secretary of the ACR by the Chief Executive Officer of the organization applying for membership, or by his or her representative, agent, or assign. The Committee on Membership and Awards shall review all candidates for Sustaining Membership and make recommendations to the Board of Directors. Election of organizations which are recommended by the Committee on Membership and Awards shall be by a vote of two-thirds (2/3) of the Board of Directors present at a duly called and convened meeting of the Board.

## **ARTICLE IV**

### **TERMINATION OF MEMBERSHIP**

#### **Section 1. Administrative.**

- (a) **Voluntary.** A member may resign at any time by filing written notification with the Secretary. Such resignation shall not exempt said member from the payment of any fees, dues, or assessments incurred up to and including the fiscal year of resignation.
- (b) **Involuntary.** A member whose fees, dues, or assessments are delinquent for ninety (90) days shall be dropped from membership in the ACR thirty (30) days following written notification unless such fees, dues and assessments are paid before the end of that thirty (30) day

period. Reinstatement may be granted by vote of the Board of Directors if all arrears are paid within one hundred and eighty (180) days of the date of termination of membership. Thereafter any such member may be reinstated only by applying as a new member.

**Section 2. Misconduct.**

The Board of Directors shall establish, maintain, implement and enforce a Code of Ethics which shall contain such ethical guidelines, including, without limitation, conflict of interest, disciplinary and membership expulsion policies and procedures, as the Board of Directors may from time to time determine in its discretion are necessary or appropriate in order to carry out the purpose and mission of the organization.

The Board of Directors shall have the power to amend and restate such Code of Ethics, as to both form and substance, at any time and from time to time as circumstances warrant in its sole discretion.

**ARTICLE V**

**MEETINGS**

**Section 1. Annual Business Meeting.**

The annual business meeting of the ACR shall be held at such time and place as the Board of Directors may determine.

**Section 2. Special Meetings.**

Special meetings may be called by the President, the Board of Directors, or upon the written request of not less than ten (10) percent of the voting members of the ACR. The business to be transacted at a special meeting shall be stated by the President, the Board of Directors, or in the written request; no business other than that stated in the notice may be transacted at such special meeting.

**Section 3.     Notice of Meetings.**

- (a)     **Annual Business Meeting.** A written or printed notice stating the place, date, and time of the annual business meeting shall be delivered by mail, postage prepaid, to each member at his or her address including electronic mail address as shown on the records of the ACR at least thirty (30) days prior to the date of the meeting.
  
- (b)     **Special Meeting.** A written or printed notice stating the place, date, time, and purpose of a special meeting shall be delivered by mail, postage prepaid, to each member at his or her address including electronic mail address as shown on the records of the ACR at least fifteen (15) days prior to the date of the special meeting.

**Section 4.     Quorum.**

The presence in person of twenty (20) voting members shall constitute a quorum for the transaction of business at any Annual or Special meeting of the ACR.

**Section 5.     Voting.**

At all meetings of the ACR, only Fellows, Masters, Members (Clinical or Research), International Fellows, International Members, Association of Rheumatology Professionals Masters, Association of Rheumatology Professional Members, and Association of Rheumatology Professionals International Members shall have the right to vote. Any reference to “voting members” in these Bylaws shall mean these categories of members. Each voting member shall have one (1) vote. Voting must be in person, not by proxy. Except as otherwise provided by law or these Bylaws, the act of the majority of voting members at a meeting, where a quorum is present, shall be the act of the members.

Voting may be by voice, by show of hands, or by rising except that voting shall be by secret ballot when a secret ballot is requested by majority vote.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

#### **Section 1. Authority and Responsibility.**

The governing body of the ACR shall be the Board of Directors. The Board shall supervise, control and direct the business and affairs of the ACR, its Committees, and its publications; shall actively promote its purposes; and shall supervise the disbursement of its funds.

#### **Section 2. Composition.**

The Board of Directors shall consist of nineteen (19) voting members:

- (a) Six (6) ex-officio members: the ACR President, who shall serve as Chair of the Board, the ACR President-Elect, the ACR Secretary, the ACR Treasurer, the President of the American College of Rheumatology Research Foundation (the “Foundation”) and the President of the ARP.
- (b) Fourteen (14) Members-at-Large, nominated by the Committee on Nominations and Appointments and confirmed by a majority vote of the members of the ACR present and voting at the annual business meeting. Nominations from the floor will not be accepted during the meeting.

#### **Section 3. Terms of Office.**

- (a) The ACR Officers, the Foundation President and the ARP President shall serve for the term of their respective office, election, or appointment.
- (b) The fourteen (14) Members-at-Large shall hold staggered three (3) year terms.

**Section 4.     Removal.**

A Director may be removed from the Board by the affirmative vote of two-thirds (2/3) of the membership present and voting at a meeting at which a quorum is present and the notice of which states that a purpose of the meeting is to remove the director whenever in their judgment the best interests of the ACR would be served thereby.

**Section 5.     Regular Meetings.**

Regular meetings of the Board of Directors shall be held at least twice in each year, including an annual meeting immediately preceding or following the annual business meeting of the ACR at the place of the annual business meeting and at such time as the Board shall determine. The Board may provide, by resolution, the time and place of additional regular meetings.

**Section 6.     Special Meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons calling any special meeting of the Board of Directors may fix the time and place of such special meeting.

**Section 7.     Notice.**

Written or printed notice stating the place, date, and time of meetings, and, in the case of special meetings, the purpose shall be delivered to each Director (which delivery may include via electronic mail) not less than three (3) days prior to the date of the meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special



meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise specified by these Bylaws.

**Section 8. Quorum.**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

**Section 9. Manner of Acting.**

The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

**Section 10. Vacancies.**

Any vacancy occurring among the members of the Board of Directors shall be filled by action of the remaining Directors upon nomination by the Committee on Nominations and Appointments.

**Section 11. Informal Action.**

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be approved in writing by all of the Directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary to be filed with the corporate records. Any such action taken pursuant to the foregoing shall have the same force and effect as a unanimous vote at a duly called and convened meeting of the Board of Directors, and

shall be effective when all of the Directors have approved the consent unless the consent specifies a different effective date.

**Section 12. Meeting by Conference Call or Interactive Technology.**

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board of Directors may be taken through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**ARTICLE VII**

**EXECUTIVE COMMITTEE**

**Section 1. Authority and Responsibility.**

The Executive Committee shall have the authority to exercise the powers of the Board of Directors, during the intervals between meetings of the Board, in the management and direction of the operations, business, and affairs of the ACR, except as may otherwise be provided by law or these Bylaws. The Executive Committee will also carry out such activities as may be specifically requested from time to time by the Board and will be responsible for evaluating annually the performance and expectations of the Executive Vice-President and all ACR staff members, including salaries and fringe benefits.

Actions of the Executive Committee shall be reported to the full Board of Directors at the next meeting thereof.

**Section 2.    Composition.**

The Board of Directors shall appoint an Executive Committee which shall consist of the ACR President, who shall serve as Chair, the ACR President-Elect, the ACR Treasurer, the ACR Secretary, the President of the Foundation, and the ARP President.

**ARTICLE VIII**

**OFFICERS**

**Section 1.    Officers.**

The officers of the ACR shall be a President, a President-Elect, a Treasurer and a Secretary. The President-Elect shall automatically assume the office of President at the end of the term of the incumbent President. The Secretary or Treasurer will, in alternating years as their respective terms expire, automatically ascend to the office of President-Elect at the end of the term of the incumbent President-Elect. No individual may hold more than one (1) office at the same time.

**Section 2.    Qualifications.**

Fellows and Masters in good standing shall be eligible for nomination and election to office in the ACR. However, Fellows and Masters whose primary employment is in the insurance, pharmaceutical or biotechnical industries shall not be eligible for election to office.

**Section 3.    Elections.**

The Secretary and the Treasurer shall be nominated by the Committee on Nominations and Appointments and confirmed by a majority vote of the members of the ACR present and voting at the annual business meeting. Nominations from the floor will not be accepted during the meeting.

**Section 4.    Term of Office.**

The President and President-Elect shall serve one (1) year terms. The Secretary and Treasurer shall hold staggered two (2) year terms; provided, however, that for the 2023-2024 governance year, the Treasurer then-elected shall serve a one (1) year term solely for purposes of implementing the staggered terms thereafter. Each officer shall hold office until the adjournment of the annual meeting of the members and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in the manner hereinafter provided.

**Section 5.    Re-election.**

The President and President-Elect shall serve a single one (1) year term. The Secretary and the Treasurer shall serve single, staggered two (2) year terms.

**Section 6.    Removal.**

Any officer may be removed from office by a vote of two-thirds (2/3) of the Directors, or two-thirds (2/3) of the members, whenever in their judgment the best interests of the ACR would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 7.    Vacancies.**

In the event the office of President becomes vacant for any reason before the expiration of the President's term, such vacancy shall be filled by the President-Elect. A vacancy in the office of President-Elect shall be filled by the Secretary or the Treasurer, depending upon which officer is next scheduled to assume the office of President-Elect as provided for in this Bylaws. In the event the office of President becomes vacant less than one hundred eighty (180) days prior to the expiration of the term, the individual succeeding to the office shall serve for the remainder of the unexpired term and for another full term. Any other vacancies shall be filled by

action of the Board of Directors upon a nomination by the Committee on Nominations and Appointments. Vacancies created by virtue of expanding the Board of Directors outside of the annual election cycle may be filled for a portion of a term in order to ensure all directorships terms run consistent with the ACR governance year.

**Section 8.     President.**

The President shall serve as Chair of the Board of Directors and Chair of the Executive Committee. The President shall be the principal officer of the ACR and shall in general supervise and direct the business and affairs of the ACR, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the membership and, except as may otherwise be provided by these Bylaws, shall make all necessary appointments, including special Committees of the Board. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

**Section 9.     President-Elect.**

The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors.

The President-Elect shall succeed to the Presidency upon the expiration of the President's term. In the event the office of President becomes vacant for any reason before the expiration of the President's term, the President-Elect shall succeed to the office of President. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. A vacancy in the office of President-

Elect shall be filled by the Secretary or the Treasurer, depending upon which officer is next scheduled to assume the office of President-Elect as provided for in this Bylaws.

**Section 10. Secretary**

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall be custodian of the corporate records and of the seal of the ACR; shall keep a record of the mailing addresses of the Directors, officers and members of the ACR; the Secretary shall perform such other duties as may be assigned from time to time by the President, the President-Elect, or the Board of Directors; and, the Secretary shall serve on the Committee on Corporate Relations.

**Section 11. Treasurer.**

The Treasurer shall be the principal accounting and financial officer of the ACR and shall have charge of and be responsible for the maintenance of adequate books of account for the ACR; shall have charge and custody of all funds and securities of the ACR; shall report on the ACR's financial condition at the annual meeting of the ACR; shall deposit all funds and securities of the ACR in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XIII of these Bylaws; shall collect all dues, assessments, fees, and charges and, in general shall perform all duties customarily incident to the office of Treasurer and such other duties as may be assigned from time to time by the President, President-Elect or the Board of Directors; and the Treasurer shall serve on the Committee on Finance.

## **ARTICLE IX**

### **EXECUTIVE VICE-PRESIDENT**

The Board of Directors may employ a salaried staff head who shall have the title of Executive Vice-President and whose terms and conditions of employment shall be specified by the Board of Directors.

The Executive Vice-President shall be the principal executive of the ACR responsible for the performance of such management functions and duties as shall be prescribed or delegated to him or her by the President or the Board of Directors or which may be incident to the position of Executive Vice-President.

## **ARTICLE X**

### **COMMITTEES**

#### **Section 1. Governance Committees.**

The Governance Committees of the ACR shall include a Committee on Finance, a Committee on Ethics and Conflict of Interest, a Committee on Nominations and Appointments and a Committee on Membership and Awards. The terms of the Chair and Committee Members shall be as outlined in the description of each Governance Committee. Committee Members, with the exception of the Chair and with the exception of the Members of the Committee on Nominations and Appointments, shall be eligible to serve two (2) consecutive three (3) year terms on any one Governance Committee.

#### **Section 2. Committee on Finance.**

- (a) **Authority and Responsibility.** Subject to the direction and control of the Board of Directors, the Committee on Finance shall have authority to monitor the financial policies, investments, and expenditures of the ACR, to develop the financial resources needed to carry out the programs of the

ACR and shall organize and establish subcommittees and task forces as the Committee deems necessary or appropriate to carry out its objectives, subject to the approval of the Board of Directors or the Executive Committee and Executive Vice President.

- (b) **Composition.** The Board of Directors shall appoint a Committee on Finance which shall consist of the Treasurer, who shall serve as Co-Chair, a Chair, two (2) members of the ARP, six (6) Members of the ACR, and one (1) Fellow-in-Training Member. All members shall be nominated by the Committee on Nominations and Appointments for approval by the Board of Directors.

Commencing with the 2023-2024 governance year, the Committee on Finance shall consist of the Treasurer, who shall serve as Chair, two (2) members of the ARP, six (6) Members of the ACR, and one (1) Fellow-in-Training Member. All members except for the Treasurer shall be nominated by the Committee on Nominations and Appointments for approval by the Board of Directors.

- (c) **Term.** The Treasurer shall serve coterminous with such individual's term as Treasurer. All other members shall be appointed to serve for a term of three (3) years, except that the Fellow-in-Training Member shall only serve a term of one (1) year.

**Section 3. Committee on Ethics and Conflict of Interest.**

- (a) **Authority and Responsibility.** The Committee on Ethics and Conflict of Interest shall concern itself with reviewing and making recommendations regarding the ethics and professionalism of the College, its officers,



directors, and members; shall address and respond to questions of conflict of interest; shall be responsible for reviewing and, from time to time, proposing modifications to the Code of Ethics and Disclosure Policy and Statement; shall review charges alleging professional misconduct by members; shall respond to requests from the Board of Directors for guidance and recommendations on matters involving ethics and conflict of interest; shall, from time to time, develop information to educate the membership concerning the Code of Ethics and conflict of interest issues and shall organize and establish subcommittees and task forces as the Committee deems necessary or appropriate to carry out its objectives, subject to the approval of the Board of Directors or the Executive Committee and the Executive Vice President.

- (b) **Composition.** The Board of Directors shall appoint a Committee on Ethics and Conflict of Interest, which shall consist of the Chair, two (2) members of the ARP, six (6) Members of the ACR, and one (1) Fellow-in-Training Member. All members shall be nominated by the Committee on Nominations and Appointments for approval by the Board of Directors.
- (c) **Term.** The Chair and all Committee members shall be appointed for a term of three (3) years, except that the Fellow-in-Training Member shall serve a term of one (1) year.

**Section 4. Committee on Nominations and Appointments.**

- (a) **Authority and Responsibility.** The Committee on Nominations and Appointments shall make nominations for the following positions:

- (i) Secretary, who will become President-Elect at the end of their term, then President in the following year;
- (ii) Treasurer, who will become President-Elect at the end of their term, then President in the following year;
- (iii) The Members-at-Large of the Board of Directors
- (iv) Chairs of Committees (other than those where an Officer serves a Chair);
- (v) Members of Committees, with the exception of the Committee on Nominations and Appointments;
- (vi) Members of the Musculoskeletal Certification Program Oversight Committee and Musculoskeletal Certification Program Appeals Committee.

The Committee shall also make nominations for appointment by the Board of Directors of the members of the Abstract Oversight Committee, a subcommittee of the Committee on Education, and the Chair of the Affiliate Society Council, and such other appointments as the Board of Directors may request nomination for from the Nominations and Appointments Committee from time to time. In making nominations to the Board of Directors for representatives from the ARP for Committees of ACR, the Committee shall take into account the recommendations of the ARP Membership and Nominations Committee. All nominations by the Committee should take into account the goal of representing all interests of the organization in leadership positions.

- (b) **Composition.** The Board of Directors shall appoint a Committee on Nominations and Appointments which shall consist of the immediate past president of the ACR, who shall serve as Chair, the immediate past

president of the ARP, a Member-at-Large from the ACR Board of Directors, a Member with research experience, two (2) Members in community practice, a Member involved in ACR educational activities, a Member specializing in pediatrics, a Member with an early career voice, a Member representing experience in diversity initiatives, and a Fellow-in-Training Member. The ACR President may participate in meetings of the Committee on Nominations and Appointments as an invited guest.

- (c) **Term.** The Chair, the immediate past president of the ARP, the Member-at-Large from the ACR Board of Directors, and the Fellow-in-Training Member shall serve a one (1) year term. All other members will serve two (2) year terms.
- (d) **Restrictions.** During their term, members of the Committee will not be eligible for nomination or election as an officer, Board member or Committee Chair.

**Section 5. Committee on Membership and Awards.**

- (a) Authority and Responsibility.
- (i) The Committee on Membership and Awards shall oversee membership, including evaluating candidates and making recommendations to the Board of Directors with respect to:
- Fellows;
  - Masters;
  - Members (Clinical or Research);
  - Honorary Membership;
  - International Fellows;

- International Members;
  - Fellows-in-Training;
  - Resident & Medical Student Members;
  - Corporate Members;
  - Sustaining Members, and
  - Such other categories of membership as may be assigned by the Board of Directors from time to time.
- (ii) Promote the annual awards program; and
- (iii) Make nominations for the ACR Awards of Distinction and other awards.

- (b) **Composition.** The ACR President-Elect will serve as Chair. In addition to the ACR President-Elect, there shall be seven (7) ACR Members and up to two (2) other members meeting such qualification as determined by the Board of Directors. All committee members, other than the Chair, shall be nominated by the Committee on Nominations and Appointments and approved by the Board of Directors.
- (c) **Term.** The Chair shall serve coterminous with their term as President-Elect. All other members will serve staggered, multi-year terms.
- (d) **Restrictions.** During their term, members of the Committee on Membership and Awards will not be eligible for nomination for an ACR award for which the Committee is responsible for making nominations.

**Section 6. Committees.**

The Board of Directors of the ACR may establish Committees as are necessary and appropriate to carry out the purposes of the ACR. The composition, size, method of

nomination/appointment, duration, purposes, and powers of any Committee shall be as determined by the Board of Directors.

**Section 7. Meetings.**

Meetings of any Committee established under this Article shall be called at the discretion of the Chair. Written or printed notice of such meetings shall be delivered to each member not less than ten (10) days prior to the date of the meeting. Unless otherwise provided in the resolution of the Board of Directors establishing a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the Committee.

**Section 8. Vacancies.**

Vacancies in the membership of any Committee shall be filled by appointments made in the same manner as the original appointments to that Committee.

**ARTICLE XI**

**SECTIONS**

**Section 1. Organization.**

The Board of Directors may recognize as a Section of the ACR any organized group of fifty (50) or more members of the ACR, with formal training in other disciplines, whose specialties or sub-specialties are directly concerned with rheumatic diseases, or who work with rheumatologists in the care of patients with rheumatic diseases. Each Section shall have a Chair, elected by the Section members, and shall develop an appropriate organizational structure consistent with its purposes. Such structure shall be subject to approval by the Board of Directors.

Each Section shall prepare an annual and rolling five (5) year plan for submission to the Board of Directors. Each Section may establish an annual budget, which shall be reviewed by

the Committee on Finance and approved by the Board of Directors, but all funds so derived must be received, managed, and dispersed by the ACR. With approval of the ACR Board of Directors, each Section having an approved budget may receive staff support. Sections may charge registration fees for meetings and symposia but shall neither engage in independent fundraising activities of any type nor establish a separate dues structure. The Secretary of each Section shall report to the Secretary of the ACR.

**Section 2.    Purposes.**

Sections of the ACR shall promote participation of, and provide an organized focus for, medical specialists and sub-specialists with formal training in other disciplines who are concerned with rheumatic diseases or who work with rheumatologist in the care of patients with rheumatic diseases.

**ARTICLE XII**

**THE ASSOCIATION OF RHEUMATOLOGY PROFESSIONALS DIVISION**

The Association of Rheumatology Professionals Division (“ARP”) shall be comprised of those individuals elected as Rheumatology Professional Master Members; Rheumatology Professional Members, Rheumatology Professional International Members, and Rheumatology Professional Emeritus Members of the ACR. The purpose of the Division is to advance the knowledge and skills of health professionals in the area of rheumatology through leadership and vision in using programs of education, practice, research and advocacy. The Division shall develop an appropriate organizational structure consistent with its purposes, which structure shall be subject to approval by the ACR Board of Directors. The President of the Division’s Executive Committee shall serve as a member of the ACR Board of Directors and the ACR Executive Committee.

The Division shall prepare an annual report for submission to the ACR Board of Directors. The Division will establish an annual budget, which shall be reviewed by the ACR Committee on Finance and approved by the ACR Board of Directors, but all funds so derived must be received, managed, and disbursed by the ACR. With approval of the ACR Board of Directors, the Division may receive staff support consistent with its budget. The Division may charge registration fees for meetings and symposia but shall neither engage in independent fundraising activities of any type nor establish a separate dues structure.

### **ARTICLE XIII**

#### **MUSCULOSKELETAL ULTRASOUND CERTIFICATION PROGRAM**

##### **Section 1. Musculoskeletal Certification Program Oversight Committee.**

- (a) **Composition.** The Musculoskeletal Certification Program Oversight Committee shall be composed of five (5) members nominated by the Committee on Nominations and Appointments and appointed by the Board of Directors. One of the members shall be appointed by the Board to serve as Chair of the Committee; one member shall also serve as Chair of the Examination Groups; two of the members shall be at large appointees and the fifth member shall serve as a representative of the public.
- (b) **Authority and Responsibility.** The Committee shall have overall responsibility for the organization and implementation of the ACR Musculoskeletal Certification Program. More specifically, the Committee shall:
- Develop, implement and monitor program eligibility requirements.

- Develop and implement certification policies and procedures.
- Review and approve all examinations items.
- Develop and implement standards for recertification.
- Review domains and tasks annually to ensure relevance/currency.
- Review testing data and make recommendations for research studies.

The Committee shall also select and appoint members of the Examination-Item Development Group; Examination Assembly and Review Group; the Examination-Criterion Group; the Job Analysis Group and such other Groups and sub-committees as the Committee deems necessary or appropriate to carry out its objectives. All such appointments shall be subject to the approval of the Board of Directors or the Executive Committee and Executive Vice President.

- (c) **Term.** The Chair and all Committee members shall be appointed to a term of four (4) years with the initial appointments appropriately staggered to ensure continuity.

**Section 2. Musculoskeletal Certification Program Appeals Committee.**

- (a) **Composition.** The Musculoskeletal Certification Program Appeals Committee shall be composed of three (3) members nominated by the Committee on Nominations and Appointments and appointed by the Board of Directors.



- (b) **Authority and Responsibility.** The Committee shall consider appeals from adverse determinations that an applicant does not meet the examination eligibility requirements, appeals alleging that the examination was administered in an unfair, arbitrary or inaccurate manner and appeals alleging failure to comply with the Program’s accreditation standards and procedures. Such appeals shall be conducted according to procedures developed by the Program Oversight Committee and approved by the Board of Directors.
- (c) **Term.** The Committee members shall be appointed to a term of four (4) years with the initial appointments appropriately staggered to ensure continuity.

## **ARTICLE XIV**

### **FINANCE**

#### **Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents of the ACR in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ACR, and such authority may be general or confined to specific instances.

#### **Section 2. Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ACR shall be signed by such officer or officers, agent or agents of the ACR and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such

instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the ACR.

**Section 3. Deposits.**

All funds of the ACR shall be deposited from time to time to the credit of the ACR in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts.**

The Board of Directors may accept on behalf of the ACR any contribution, gift, bequest or devise for the general purposes or for any special purpose of the ACR.

**Section 5. Books and Records.**

The ACR shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The books and accounts of the ACR shall be audited annually by independent certified public accountants selected by the Board of Directors.

**Section 6. Fiscal Year.**

The fiscal year of the ACR shall be the twelve (12) month period ending June 30 of each year or such other period as may be established from time to time by the Board of Directors.

**Section 7. Dues, Fees, Assessments, and Other Charges.**

Annually, the Board of Directors shall establish all dues, assessments, entrance fees, registration fees and other charges for membership. All dues, assessments, and other charges shall be payable annually by the first day of January.

**ARTICLE XV**

**WAIVER OF NOTICE**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, waiver thereof in writing signed by the person or persons entitled

to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XVI**

### **INDEMNIFICATION**

The ACR shall indemnify, to the full extent permitted by applicable law, every officer, director, and Committee/Sub-Committee member of the ACR and that of ARP, including the Executive Vice-President, and every former director, officer, or Committee/Sub-Committee member, and any persons who may have served at the request or by the election or appointment of the ACR or ARP as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties or a party by reason of being or having been directors or a director, officer, or Committee/Sub-Committee member of the ACR or ARP or director or officer of such other corporation, except in relation to matters as to which any such director, officer, or Committee/Sub-Committee member or former director, officer, or Committee/Sub-Committee member, or persons shall be adjudged in such action, suit or proceedings to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. The term “expenses” shall include attorneys’ fees, court costs, the expenses of investigation in preparation for and attendance at trial, and amounts of judgments, fines and penalties, amounts paid at settlement (unless paid to the ACR) and other expenses necessarily and reasonably incurred in connection with the defense or settlement of any action, suit or proceeding.

The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, director, or Committee/Sub-Committee member may be entitled and this

indemnification shall be in addition to and not in limitation of any other privilege or power of the ACR to indemnify its officers, directors, Committee/Sub-Committee members.

The ACR may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the ACR would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

## **ARTICLE XVII**

### **AMENDMENTS**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Board of Directors. An affirmative vote of two-thirds (2/3) of the Directors present at a duly called and convened regular or special meeting shall be necessary to adopt the proposed change or changes. Written notice of the proposed Bylaw change or changes shall be sent to all members of the Board not less than five (5) days prior to such meeting.

## **ARTICLE XVIII**

### **PARLIAMENTARY AUTHORITY**

The proceedings of the ACR, unless otherwise stated in these Bylaws, shall be conducted in accordance with the Sturgis Code of Parliamentary Procedure.

## **ARTICLE XIX**

### **ELECTRONIC AND FACSIMILE TRANSMISSIONS**

For purposes of determining when any notice required under these bylaws is effective, a notice shall be considered delivered when it is transmitted by electronic means or by facsimile to the address of the member appearing in the records of the ACR. Actions provided for in these Bylaws that are required to be “in writing,” to be “written,” or to have “written consent,” and

actions providing for “written notice”, “printed notice”, “mailed notice”, “written ballots”, “written petitions” and similar actions, shall include any communication transmitted or received by electronic means and any communication transmitted or received by facsimile. Electronic signatures on the part of either the ACR or the member shall be effective for any such notices, communications or actions.

## **ARTICLE XX**

### **DISSOLUTION**

In the event of the dissolution of the ACR, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the ACR, dispose of all of the remaining assets of the ACR (except any assets held by the ACR upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the ACR in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Statute, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the country in which the principal office of the ACR is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.