



Consiglio di  
Amministrazione

Seduta del

18 LUG. 2017

Nell'anno **duemiladiciassette**, addì **18 luglio** alle ore **15.54**, presso il **Salone di rappresentanza** sito al primo piano del Rettorato, si è riunito il Consiglio di Amministrazione, convocato con nota rettoriale prot. n. 0056828 del 13.07.2017 e integrato con nota rettoriale prot. n. 0057739 del 18.07.2017 (**Allegato 1**), per l'esame e la discussione degli argomenti iscritti al seguente ordine del giorno:

..... **O M I S S I S** .....

**Sono presenti:** il **rettore** prof. Eugenio Gaudio, Presidente; il **prorettore vicario** prof. Renato Masiani; i consiglieri: prof.ssa Antonella Polimeni, prof. Vincenzo Francesco Nocifora, prof. Bartolomeo Azzaro, dott. Francesco Colotta, prof. Michel Gras, sig. Beniamino Altezza, dott.ssa Angelina Chiaranza, sig. Angelo Marzano, sig. Antonio Lodise e il **direttore generale** Carlo Musto D'Amore, che assume le funzioni di segretario.

**Assiste per il Collegio dei Revisori dei Conti:** dott. Massimiliano Atelli (entra alle ore 17.08).

Il **Presidente**, constatata l'esistenza del numero legale, dichiara l'adunanza validamente costituita e apre la seduta.

..... **O M I S S I S** .....

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## RETE UNIVERSITARIA INTERNAZIONALE AAHCI. RICHIESTA DI ADESIONE

Il Presidente illustra al Consiglio di Amministrazione la relazione presentata dal Settore Cooperazione allo sviluppo, Reti, Pianificazione e Gestione delle Risorse dell'Area per l'internazionalizzazione.

E' pervenuta in data 26.05.2017, ed è stata acquisita al protocollo con n. 0043483 del 5.06.2017, la richiesta di adesione alla rete internazionale AAHCI – *Association of Academic Health Centres*.

AAHCI, associazione senza fini di lucro di durata illimitata con sede nello Stato dell'Indiana - Stati Uniti, riunisce in un *network* internazionale università, accademie ed istituzioni di ricerca in ambito medico e sanitario a livello mondiale. Il *network* è stato fondato nel 2009 nel corso dei lavori del *World Health Summit* con cui collabora stabilmente; esso è composto da prestigiose istituzioni di ricerca e universitarie provenienti da Paesi europei ed extra europei diversi (tra cui Cina, Giappone, Indonesia, Cambogia, Brasile Australia, Canada).

La specifica missione di AAHCI è quella di contribuire al miglioramento della salute globale, fornire supporto alle istituzioni universitarie e di ricerca della comunità internazionale con specifici gruppi di lavoro dedicati alla promozione di partenariati internazionali finalizzati alle nuove strategie nella ricerca medica, biomedica e sanitaria, nonché aggiornamento professionale, conferenze e opportunità di definizione di protocolli internazionali di cura.

La rete riunisce tutte le discipline mediche e sanitarie e gli ospedali universitari delle istituzioni membri, proponendo metodi innovativi di applicazione dei risultati della ricerca medica in ambito internazionale, creando reti di conoscenze e collaborazioni alla ricerca intersettoriale, sia per il potenziamento delle competenze nella didattica, che nell'applicazione clinica della ricerca.

Gli organi direttivi previsti dall'allegato Statuto sono: Collegio dei Direttori (Board of Directors), Segretariato generale, Comitato Esecutivo, Comitato di controllo (Audit) e Finanziario.

Il Prorettore alle reti universitarie europee, prof. Luciano Saso è stato indicato dal Rettore quale referente istituzionale della Sapienza per le attività di questa associazione ed è stato invitato a riferire annualmente agli Organi Collegiali sui risultati conseguiti.

Si precisa che l'adesione alla rete prevede il versamento di una quota annuale che per l'anno 2017 è stata quantificata in USD 5.000,00 come da richiesta di pagamento del 26.05.2017 acquisita al protocollo in data 5.06.2017.

Si fa, altresì, presente che il Senato Accademico con deliberazione n. 58/13 assunta in data 26.02.2013 e il Consiglio di Amministrazione con deliberazione n. 43/13 assunta in data 5.03.2013 avevano definito, quali criteri di adesione istituzionale alle reti, i seguenti fattori:



Consiglio di  
Amministrazione  
18 LUG. 2017

adulta del

SAPIENZA UNIVERSITÀ DI ROMA  
Area per l'Internazionalizzazione  
Ufficio Internazionalizzazione Didattica  
Ufficio Internazionalizzazione Ricerca  
Rettore  
Dott.ssa Maria Feder Sciarano

SAPIENZA UNIVERSITÀ DI ROMA  
Area per l'Internazionalizzazione  
Ufficio Internazionalizzazione Didattica  
Ufficio Internazionalizzazione Ricerca  
Rettore  
Dott.ssa Capelli  
Dott.ssa Capelli

- la sussistenza di rapporti di collaborazione a livello istituzionale direttamente collegati alle strategie di internazionalizzazione dell'Università;
- il conseguimento di benefici per l'Università in termini di acquisizione e partecipazione a partenariati in aree e ambiti ritenuti di interesse strategico;
- l'interesse e la partecipazione attiva a gruppi di lavoro da parte di docenti, personale tecnico amministrativo e studenti su indicazione del Rettore e del Direttore generale e su proposta dell'Area per l'Internazionalizzazione;
- la congruità della quota di adesione rispetto agli obiettivi proposti.

Tutto ciò premesso, considerati le tematiche e gli ambiti strategici del network, di stretta pertinenza del settore medico, biomedico e sanitario, e tenuto conto delle *Linee guida su consorzi ed enti partecipati*, approvate dal Consiglio di Amministrazione con deliberazione n. 225/2012 del 9.10.2012, stante la specificità della *mission* dell'associazione, si propone che i 2/3 dell'importo siano assunti in carico dalle Facoltà di Medicina e Psicologia, Medicina e Chirurgia e Farmacia e Medicina, in misura pari a USD 1.111,00 cadauna, corrispondenti a € 1.000,00 in quanto beneficiarie dei vantaggi e delle opportunità derivanti dall'adesione.

Il pagamento della quota di adesione trova copertura economico finanziaria, per la parte di competenza dell'Amministrazione centrale, sul conto A.C.13.04.040.010 - Quote associative per organismi internazionali – esercizio 2017, UA.S.001.DRD.AIN.IDI e sarà iscritta, secondo gli importi annualmente quantificati, in sede di budget di previsione annuale da parte dell'Area per l'Internazionalizzazione previa valutazione di congruità da parte della stessa. Per i prossimi anni le quote delle Facoltà saranno acquisite preventivamente al B.U. e versate in un'unica soluzione da Sapienza, a cura dell'Area.

Il Senato accademico ha approvato con delibera n. 211/2017 dell'11 luglio 2017 l'adesione alla Rete.

Il Presidente invita codesto Consesso a deliberare.

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Allegati parte integrante:

- Nota AAHCI del 26.05.2017 e acquisita al protocollo con nota prot. 0043483 del 5.06.2017;
- Statuto AAHCI



18 LUG. 2017

..... O M I S S I S .....

**DELIBERAZIONE N. 316/17**

**IL CONSIGLIO DI AMMINISTRAZIONE**

- **Letta la relazione istruttoria;**
- **Vista la richiesta di adesione ad AAHCI – Association of Academic Health Centres, pervenuta in data 26 maggio 2017 e acquisita al protocollo con nota prot. n. 0043483 del 5 giugno 2017;**
- **Viste le delibere del Senato Accademico n. 406 del 22 settembre 2015 e del Consiglio di Amministrazione n. 299 del 29 settembre 2015 con cui sono stati definiti i criteri di adesione alle reti interuniversitarie internazionali;**
- **Viste le Linee guida su consorzi ed enti partecipati approvate dal Consiglio di Amministrazione con delibera n. 225 del 9 ottobre 2012;**
- **Visto che la specifica missione del network è di contribuire al miglioramento della salute globale, fornire supporto alle istituzioni universitarie e di ricerca della comunità internazionale con specifici gruppi di lavoro dedicati alla promozione di partenariati internazionali finalizzati alle nuove strategie nella ricerca medica, biomedica e sanitaria, nonché aggiornamento professionale, conferenze e opportunità di definizione di protocolli internazionali di cura;**
- **Vista la delibera del Senato Accademico n. 211 dell'11 luglio 2017;**
- **Vista la disponibilità di bilancio sul conto A.C.13.04.040.010 - Quote associative per organismi internazionali – esercizio 2017, UA.S.001.DRD.AIN.IDI, Codice COFOG 09.4, O.O. 3.1;**
- **Presenti n. 11, votanti n. 9: con voto unanime espresso nelle forme di legge dal rettore e dai consiglieri: Polimeni, Nocifora, Azzaro, Gras, Altezza, Chiaranza, Marzano e Lodise**

**DELIBERA**

- **di approvare l'adesione di Sapienza AAHCI – Association of Academic Health Centres.), subordinatamente all'acquisizione al B.U. delle quote di adesione annuale pari a 2/3 dell'importo complessivo (USD 3.333 ossia € 3.000 calcolati al cambio dollaro-euro alla data odierna) a carico delle Facoltà Medicina e Psicologia, Medicina e Chirurgia e Farmacia e Medicina;**
- **di approvare il pagamento della quota di adesione annuale per l'anno 2017;**
- **di designare quale referente accademico istituzionale il prof. Luciano Saso;**
- **di autorizzare il Rettore alla stipula degli atti consequenti.**



18 LUG. 2017

**La quota di adesione per la parte di competenza dell'Amministrazione centrale pari a USD 1.667,00, ossia € 1.500,00 trova copertura economico finanziaria, sul conto A.C.13.04.040.010 - Quote associative per organismi internazionali – esercizio 2017, UA.S.001.DRD.AIN.IDI, Codice COFOG 09.4, O.O. 3.1 e sarà iscritta, secondo gli importi annualmente quantificati, in sede di budget di previsione annuale da parte dell'Area per l'Internazionalizzazione, previa valutazione della congruità da parte della stessa.**

**Letto e approvato seduta stante per la sola parte dispositiva.**

**IL SEGRETARIO**

**Carlo Musto D'Amore**

**IL PRESIDENTE**

**Eugenio Gaudio**

..... O M I S S I S .....



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Università degli Studi di Roma  
"LA SAPIENZA"  
Amministrazione Centrale

ARRIVO  
prot. n. 0043483  
del 05/06/2017  
classif. III/14

May 26, 2017

Dear Colleague:

We write to you in our capacity as the Board of Directors of the Association of Academic Health Centers to describe how well AAHC has positioned itself to provide value for our member institutions in this challenging era – and to urge you to join us. AAHC has been rapidly evolving to meet the needs of its members and has been successful in reaching a broad segment of senior leadership within its member institutions.

We urge you and your leadership team to take advantage of AAHC's offerings, especially some of the newest and most exciting programs, including:

- The *AAHC Thought Leadership Institute*, providing insight and perspective on the deep issues impacting our organizations, is now exploring the rapidly evolving interface between medicine and machines -- and how technology could pose an existential threat to our enterprise;
- The *Aligned Institutional Mission (AIM) Program* offers members the critical opportunity to optimally align their education, research, and clinical missions so as to create a learning health system, an important key to success in the 21<sup>st</sup> century;
- A growing *global network of peer leaders*, offering opportunities for partnership development around the world; and,
- The opportunity to *talk frankly and confidentially with your peers*, which will form the basis of a series of small and confidential regional conversations on critical issues such as managing complex organizations, developing effective partnerships, enterprise risk management, or harnessing entrepreneurship.

Strengthen. Advocate. Lead.

Page Two

These unique new programs augment our existing suite of member services which include educational conferences and materials, research and salary surveys, professional development and networking opportunities for senior leadership teams, and advocacy on issues of importance to academic health centers.

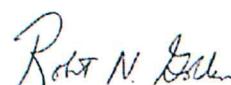
Academic health center leaders are managing ever more complex institutions in an environment of shifting challenges and priorities, and AAHC is the "go-to" organization for these leaders through its various programs. Nowhere else can one find what AAHC provides for senior academic health center leadership. We are proud to serve on the Board of Directors and invite you to join us in the conversation.

Best regards,

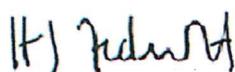
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## INVOICE

Federal ID #52-0940978  
Date: 5/26/2017

To:  
Dr. Eugenio Gaudio  
Sapienza University

DESCRIPTION	AMOUNT
AAHC Membership Dues for July 01, 2017 through June 30, 2018	\$5,000.00
<b>TOTAL</b>	<b>\$5,000.00</b>

Make all checks payable to the Association of Academic Health Centers  
A 5% fee will be added to all credit card payments.

**Thank You!**

**BYLAWS OF THE  
ASSOCIATION OF ACADEMIC HEALTH CENTERS, INC.**

**ARTICLE I: PRINCIPAL OFFICE**

A. The principal office of the Association of Academic Health Centers, Inc., a nonprofit corporation incorporated under the laws of the State of Indiana (hereafter the "Association"), shall be in the District of Columbia, where the records of the Association shall be kept.

B. The Association may have such other office or offices at such suitable place or places within or outside the District of Columbia as may be designated from time to time by the Association's Board of Directors.

**ARTICLE II: PURPOSES**

A. The Association has developed Statements of Vision and Mission that guide its efforts. Its Articles of Incorporation contain the required corporate and tax restrictions, and express the purposes of the Association as follows:

- (1) To enhance health and well-being through the vigorous leadership of academic health centers;
- (2) To improve the health care system by mobilizing and enhancing the strengths and resources of the academic health center enterprise in health professions education, patient care and research.

**ARTICLE III: MEMBERSHIP**

A. Scope of Membership.

Membership shall be open to entities that qualify under one of the Membership Classes, that are interested in and supportive of the purposes of the Corporation, and that remain current with respect to payment of their applicable dues. There shall be three classes of members of the Association; namely, United States Institutional Members, International Institutional Members, and International Associate Members.

B. United States Institutional Members shall meet at least one of the following requirements:

- (1) United States Institutional Members shall be accredited, 501(c)(3) degree-granting institutions of higher education in the United States that educate a wide variety of health care professionals, offer comprehensive basic and advanced patient care, and conduct a broad spectrum of biomedical and health services research. To be eligible for membership, these institutions must include: an allopathic or osteopathic school of medicine; at least one other health professions school or program (such as allied health, dentistry, graduate studies, nursing, pharmacy, public health, or veterinary medicine);

and, as a major component of the nation's health care delivery system, one or more owned or affiliated teaching hospitals or health systems. Each such United States Institutional Member shall participate in the affairs of the Association through a designated representative, who shall be either the academic health center chief executive officer or a senior official designated by the president, chancellor or equivalent university position. Each United States Institutional Member institution shall have one vote, which shall be cast by the aforesaid representative or an alternative as provided herein.

(2) United States Institutional Members shall also consist of state institutions and state systems of higher education where there is an administrative officer with authority over the educational and training programs of the medical and health sciences of the state institution or system. Each such state entity shall be eligible to participate in the affairs of the Association in like manner to the United States Institutional Members of the Association, and shall do so through one representative. This representative shall be such administrative officer; the representative or a designated alternate shall cast such institution's or system's vote.

(3) United States Institutional Members shall also consist of federal entities that could meet the United States Institutional Members criteria and have designated representative as indicated in B. (1) above.

C. International Institutional and International Associate Members.

(1) International Institutional Members are institutions situated in countries other than the United States that have a school of medicine, one or more other health professions schools and/or advanced medical research programs, and a relationship to one or more teaching hospitals or health systems. International Institutional Members do not have voting rights.

(2) International Associate Members are institutions situated in countries other than the United States that do not meet the qualification criteria for International Institutional Membership but that intend to develop, become part of, or oversee an academic health center. International Associate Members do not have voting rights.

D. Determination of Membership.

The Board of Directors has the authority to determine membership eligibility of any given institution and whether an institution is accepted as either a United States Institutional Member, International Institutional Member, or International Associate Member of the Association. The President/CEO of the Association in consultation with the Executive Committee of the Board of Directors shall determine which individual is qualified to represent each entity.

E. Resignation of Members.

Any member of the Association may resign from such membership at any time by giving written notice to the President/CEO or the Board of Directors. Such resignation shall take effect upon acceptance thereby.

F. Revocation or Termination of Membership.

Any members may have such membership revoked or terminated by the affirmative vote of a majority of the Board of Directors, whenever in its judgment and discretion the best interests of the Association will thereby be served. Institutions may lose their eligibility for membership by failure to make timely payment of their applicable dues, as enforced by the President/CEO in consultation with the Executive Committee of the Board of Directors.

G. Dues.

The dues of the United States Institutional Members, International Institutional Members, and International Associate Members shall be determined by the Board of Directors, with dues for United States Institutional Members having to be further approved by the majority of the voting members present and voting at the annual meeting of the Association. Dues shall be assessed on an annual basis, in accordance with the fiscal year of the Association. The President/CEO shall be responsible for assessment of the members for the dues.

## **ARTICLE IV: MEETINGS OF MEMBERS**

A. Places of Meeting, Notices.

All meetings of the members of the Association shall be held at the time and place determined by the Board of Directors. Written or electronic notice stating the time and place of said meeting shall be sent to all United States Institutional Members at least twenty days prior to the date of the called meeting, unless unusual circumstances prevail.

B. Annual Meeting.

An annual meeting of the membership shall be held during the fiscal year of the Association for the purpose of conducting elections and transacting any and all business that may be brought before the meeting. The date, time and program of the meeting shall be determined by the President/CEO in consultation with the Board of Directors.

C. Special Meetings.

Special meetings of the membership may be called by the Chair of the Board of Directors, by the Board of Directors, by the President/CEO, or by members constituting not less than one-fourth of all the United States Institutional Members who shall, in writing or by electronic means addressed to the President/CEO of the Association, direct that such a meeting be called. Notice of such meetings, stating the time and place of said meeting and the purpose or purposes for which the meeting is called, should be communicated to the United States

Institutional Membership at least twenty days prior to the meeting date, unless special circumstances prevail.

D. Alternates.

A United States Institutional Member may send a designated alternate to an annual or special meeting when the representative is unable to attend. In such case, the President/CEO or Association staff shall be notified prior to the meeting as to the identity of the alternate. The alternated representative shall have voting privileges only when directed in writing or by electronic means by the representative who made the designation.

E. Quorum.

The United States Institutional Members present at a formally announced meeting shall constitute a quorum. In accordance with applicable law, unless at least one-third (1/3) of the members' voting power is present in person or by proxy, the only matters that may be voted upon at an annual or a regular meeting of members are those matters that are described in the meeting notice.

## ARTICLE V: BOARD OF DIRECTORS

A. General Powers

There shall be a Board of Directors of the Association, which shall manage the business, property and affairs of the Association in accordance with the applicable law, their fiduciary duties, any other applicable laws, the Association's Article of Incorporation, and these Bylaws.

B. Number, Election, and Term of Directors.

The Board of Directors shall consist of: (a) representatives of at least six United States Institutional Members of the Association, with the precise number as fixed by resolution of the Board, who are elected by a majority vote of the United States Institutional Membership present at the annual meeting; (b) as appointed by majority vote of the Board, the Chair of the AAHC International Steering Committee or equivalent body, or, in the event of the absence or unavailability of that Chair, another member of the International Steering Committee, and, (c) the Chair of the Association, the Chair-Elect of the Association and the Association's Immediate Past Chair. Each Director who serves on the Board by virtue of being the Chair, Chair-Elect, or Immediate Past Chair shall serve on the Board for a period of one year during the incumbency of each such office. Other members of the Board shall serve for a three-year term, commencing as of the time of their election at the annual meeting of the membership, which shall terminate on: (a) the installation of a successor; (b) the effective date of his or her resignation submitted in writing or by electronic means to the President/CEO or Secretary of the Board of Directors; (c) his or her death; (d) the member's election as Chair-Elect; or (e) removal from office in accordance with the provisions of these Bylaws. Such Directors shall be eligible for reelection for another such term upon expiration of a one-year hiatus. The intention is that each year at

least two Directors' terms shall expire and at least two new Directors shall be elected at the annual membership meeting.

C. Vacancies, Partial Terms.

Any vacancy shall be filled by majority vote of the remaining members of the Board of Directors upon the recommendation of the Nominating Committee until the next regular election of Directors, at which point the individual elected shall serve out the remaining portion of the original term and shall be immediately eligible for reelection to another term.

D. Removal.

A Director may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least 21 days' notice of the proposed removal and the Director at issue has an opportunity to address the Board in person or by telephone.

E. Quorum Meetings.

A majority of the Directors then in office shall constitute a quorum for the transaction of any business. Regular meetings of the Board of Directors shall be held at such place as may from time to time be fixed by resolution of the Board upon at least thirty days' notice. There shall be three meetings per year except in unusual circumstances, in the Winter, Spring, and Fall, with the Fall meeting intended to serve as the Annual Meeting. Special meetings may be called at any time by the Chair, the President/CEO or by written request signed by three Directors and submitted to the Secretary, provided written notice is duly served on, sent by mail or electronic means with a follow-up confirmatory telephone call, to each Director not less than ten days before such meeting. Meetings may be held at any time without notice if all the Directors are present, or if at any time before or after the meeting those not present waive notice of the meeting.

## ARTICLE VI: OFFICERS

A. Enumeration of Officers.

The Officers of the Association shall consist of a Chair, Chair-Elect, an Immediate Past Chair, a President/CEO, a Secretary, and a Treasurer, and such subordinate officers as the Board of Directors may from time to time appoint or authorize the President/CEO to appoint.

B. Eligibility of Officers.

The Chair-Elect shall be elected from among the representatives of the Association's United States Institutional Members. The President/CEO, the Secretary, and the Treasurer shall be appointed by the Board of Directors. No two or more offices of the Association, other than those of Secretary and Treasurer, may be held by the same person.

C. Term of Office.

The Chair-Elect, Chair, and Immediate Past Chair shall serve for a term of one year. The term of office of any Officer shall terminate upon: (a) the election of his/her successor officer(s) at the next annual membership meeting; (b) the effective date of his or her resignation submitted in writing or by electronic means to the President/CEO or the Secretary of the Board of Directors; (c) his or her death; or, (d) removal from Office in accordance with the provisions of these Bylaws.

D. Vacancies and Removal.

Any vacancy occurring during the term of office of the Chair-Elect shall be filled by a United States Institutional Member representative whom the Executive Committee, in its discretion, nominates for confirmation by the Board of Directors either: (1) to serve in an interim capacity until the next regular officer election; or, (2) to stand for election to the position of Chair-Elect via an electronic or mail ballot among United States Institutional Membership. Should the office of Chair become vacant before the term of office of the incumbent has expired, the Chair-Elect shall automatically succeed as Chair and shall serve in such capacity during the remainder of the term in which the vacancy occurs and during the entire term that follows. Should the position of Immediate Past Chair become vacant, the Board of Directors may elect to fill the position, by choosing from current or previous Board members.

An elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Directors then in office, whenever in the Directors' judgment the best interest of the Corporation would be served thereby, provided that all the Directors have at least 21 days' notice of the proposed removal and the Officer at issue has an opportunity to address the Board in person or by telephone. An appointed Officer may be removed by the President/CEO with or without cause or notice, in consultation with the Executive Committee of the Board of Directors, subject to any contract rights.

E. Chair-Elect, Chair, and Immediate Past Chair.

The Chair-Elect of the Association shall be elected by a majority vote of the United States Institutional Membership present at the annual meeting, upon recommendation of candidates by the Nominating Committee and the Board of Directors, and shall serve for a one-year term. The Chair-Elect shall perform the duties and have the powers of the Chair during the absence or disability of the Chair, and shall perform such other duties and have such powers as the Board of Directors may from time to time designate. The Chair-Elect shall succeed to the office of the Chair at the conclusion of his or her term as Chair-Elect or at such other time as the office of Chair may become vacant.

F. The Board may, upon majority vote, appoint and employ a President/CEO, who shall direct and execute all decisions of the Board of Directors, shall handle all day-to-day matters and duties for the operation of the corporation, and shall be an *ex officio* voting member of the Board of Directors. The foregoing duties shall include, but not be limited to, the hiring and discharge

of employees at the national office; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified officers of the Corporation. He or she shall represent the Association to all external agencies and organizations.

G. Secretary.

The Secretary of the Association shall be appointed by the Board upon the recommendation of the President/CEO. The Secretary shall have all the powers commonly incident to that office, and shall specifically keep the minutes of all meetings of the Board, including all votes and resolutions adopted and shall record all such documents and records. The Secretary shall issue notices of all meetings, file all reports required by governmental authorities, maintain the membership lists, and perform such other functions and duties as the President/CEO or the Board may from time to time prescribe.

H. Treasurer.

The Treasurer of the Association shall be appointed by the Board upon the recommendation of the President/CEO. The Treasurer shall have all the powers commonly incident to that office, and shall specifically oversee: the custody of all funds, securities and assets of the Corporation; the keeping of full and accurate account of Corporation's receipts and disbursements; the disbursement of the funds and assets of the Corporation in such depositories or through such fiscal agents as the Board may from time to time prescribe. The Treasurer shall furnish the Board with an operating and financial report at each regular and, upon request, special meeting thereof. There shall be an annual external audit.

## ARTICLE VII: COMMITTEES

A. Committees of Directors.

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees and their members. Each committee of Directors shall consist of two or more Directors, and no non-Directors, which Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation, except that no such committee shall have the authority of the Board in reference to: amending, altering, or repealing the Articles of Incorporation or Bylaws; electing, appointing or removing any member of any committee or any Director or officer of the Corporation; adopting a plan of merger, dissolution, consolidation, or approving the sale, exchange, mortgage, or distribution of all or substantially all of the property and assets of the Corporation; revoking proceedings for dissolution; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed thereon by law. Unless otherwise provided in the

resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

B. Executive Committee

The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole Board, constitute an Executive Committee. Any such Executive Committee shall be composed of the Chair, the Chair-Elect, and the Immediate Past Chair of the Board of Directors and may act between meetings of the Board on urgent matters requiring a Board action. The decisions of the Executive Committee are subject to ratification by the full Board. Whenever a vacancy occurs on the Executive Committee, the Board of Directors shall appoint an individual, selected from among current or previous Board members, to fill that vacancy, unless such vacancy occurs in the office of Chair of the Board, in which case the Chair-Elect shall assume the duties of Chair. The Executive Committee shall have such powers and shall perform such duties as the Board may delegate to it in writing or by electronic means from time to time, including the immediate oversight in management of the business affairs of the Corporation and the compensation of the President/CEO. The Executive Committee may be abolished at any time by the vote of a majority of the whole Board of Directors, and during the course of the committee's existence, the membership thereof may be increased or decreased and the authority and duties of the Committee changed as the Board of Directors deems appropriate.

C. Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may include non-Directors and be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the President/CEO of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

D. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

E. Standing Committees.

(1) Nominating Committee.

There shall be a Nominating Committee, chaired by the Immediate Past Chair and which shall include Representatives of United States Institutional Members of the Association, appointed by the Chair of the Board of Directors approximately ninety days prior to the

annual meeting of the membership. The Nominating Committee, with the approval of the Board of Directors, shall be responsible for identifying one or more candidates from amongst United States Institutional Members of the Association for the Board of Directors as well as for the Chair-Elect for listing on the ballot for election at the annual meeting.

(2) Audit Committee.

There shall be an Audit Committee, which shall consist of three members of the Board of Directors who are not compensated in any way by the Association, appointed by the Chair of the Board, which shall be responsible for reviewing and evaluating the Association's financial statements and annual audit reports.

(3) Finance Committee

There shall be a Finance Committee, which shall consist of three members of the Board of Directors, appointed by the Chair of the Board, which shall be responsible for reviewing and evaluating the financial affairs of the Association. This committee shall advise the Board of Directors and/or the President/CEO, when requested, on matters concerning the Association's finances including investment policies. No person shall serve simultaneously as Chair of both the Audit Committee and the Finance Committee.

## **ARTICLE VIII: MANNER OF ACTING**

A. Manner of Acting: Alternative Acting.

A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these Bylaws. Any action required by law to be taken at a meeting may be taken without a meeting if a consent in writing or electronically transmitted setting forth the action so taken is indicated by all those entitled to vote with respect to the subject matter thereof.

B. Meetings Held in Whole or Part Through the Use of Electronic Communications.

Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference, by telephone or other electronic communications that allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed present in person at such meeting. To the extent the law permits, the Board may vote via electronic means or regular mail ballots, and the organization shall be able to conduct meetings in written form where the words are transmitted to all participants (as may be accomplished through the use of a telephone or other electronic conferencing).

## **ARTICLE IX: EXECUTION OF INSTRUMENTS**

A. Checks and Drafts.

All checks and drafts, and notes, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board of Directors, be signed by the President/CEO or the Treasurer of the Association.

B. Contracts and Conveyances.

All certificates, contracts and agreements authorized by the Board of Directors shall be signed on behalf of the Association by the Chair and by the Chair-Elect when so directed by the Board of Directors. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors of the Association without specification as to the executing officer, or otherwise properly authorized by the Association, either the President/CEO or the Treasurer individually may execute the same in the name and on behalf of the Association.

#### **ARTICLE X: SEAL**

The official seal of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors determine. The official seal may be affixed by any process whatsoever.

#### **ARTICLE XI: FISCAL YEAR**

The fiscal year of the Association shall be from July 1 through June 30.

#### **ARTICLE XII: INDEMNIFICATION**

If an individual is made a party to a proceeding because the individual is or was a director or officer, committee member or volunteer, the Corporation may indemnify the individual against liability to the fullest extent of the law, including indemnification against liability incurred in the proceeding if the individual's conduct was in good faith; and the individual reasonably believed, in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests. In the case of any criminal proceeding, the individual must have had reasonable cause to believe the conduct was lawful, or had no reasonable cause to believe that he conduct was unlawful. The Corporation shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of a proceeding to which the director or officer was a party, because the director or officer is or was a director or officer of the Corporation, against reasonable expenses actually incurred by the director or officer in connection with the proceeding.

#### **ARTICLE XIII: AMENDMENT OF BYLAWS**

These Bylaws of the Association may be amended, altered, changed, added to, deleted from, or repealed at any annual or special meeting of the United States Institutional Members, by a majority of the members thereof present and voting, provided that recommendations for the amendment of the Bylaws shall be made by a majority of the Board of Directors and further

provided that notice or a summary of the proposed amendment is contained in the requisite notice of such meeting, pursuant of Article IV, hereof.

#### **ARTICLE XIV: ADVISORY BOARD**

The Corporation may establish one or more Advisory Boards, without governing power or authority, to serve as a resource at the direction and pleasure of the President/CEO and/or Board of Directors by providing advice, assistance, expertise, and support to the President/CEO and/or Board of Directors for the advancement and promotion of the mission of the Corporation. The President/CEO and/or Board of Directors may appoint a Chair of the Advisory Board who may be authorized to serve as an *ex officio*, non-voting member of the Board of Directors.

APPROVED IN EXECUTIVE SESSION, OCTOBER 6, 1979

Amended April 14, 1980  
Amended October 2, 1992  
Amended September 30, 1994  
Amended October 5, 2000  
Amended October 7, 2006  
Amended September 25, 2009  
Amended September 26, 2013