THE VIRGINIA CHAPTER
OF THE AMERICAN COLLEGE OF PHYSICIANS

BYLAWS

ARTICLE I

OFFICES

Section 1.1. Name. The name of the Corporation shall be the Virginia Chapter of the American College of Physicians, Inc. and shall be referred to as the “Chapter” herein.

Section 1.2. Offices. The Chapter may have such offices as the Board of Directors (hereinafter referred to as the “Board,” and also known as the “Council”) may from time to time determine.

ARTICLE II

PURPOSES

Section 2.1. Purposes. The purposes of the Chapter are exclusively charitable and educational as provided in Section 501(c)(3) of the Internal Revenue Code and as set forth in the Articles of Incorporation of the Chapter and include the organization of those members of the American College of Physicians (the "ACP") who are members of the Chapter, in order to further the objects and purposes of the ACP.

ARTICLE III

COUNCIL

Section 3.1. Council

1. Governor
2. Immediate-Past Governor of the Virginia Chapter of the American College of Physicians
3. Governor-Elect of the Virginia Chapter of the American College of Physicians;
4. The Treasurer/Secretary
5. A Chief Resident from each of the Internal Medicine graduate training programs in the state (which shall constitute the Associates’ Council)
6. The Chairs of the Departments of Internal Medicine or equivalent of the state medical schools and of the Portsmouth Naval Medical Center (PNMC)
7. The Internal Medicine Program Directors from the state’s ACGME-accredited Internal Medicine Programs
8. Chairman of the Associates’ Abstract Competition
9. Four appointees by the Governor whose term will not exceed that of the Governor
10. A student representative chosen in rotation from each of the state’s medical schools;

and

11. Minimum of twelve (12) and maximum of twenty-five (25) Chapter members (also
known as “Members”), the number which will be set from time to time by the Council which
shall be elected by the Members of the Chapter entitled to vote.

**Section 3.2 Election: Board/Council.** The elected members of the Council shall serve
three-year terms and be elected from each of the four geographic areas of the state on slates
selected by the Nominating Committee. Council Members shall be elected to represent their
region by a majority of votes cast by full Members entitled to vote from their region. They shall
take office at the first Council meeting following the annual member’s meeting

**Section 3.3 Council Diversity.** The composition of the Board/Council shall attempt to reflect
the diversity of the Chapter’s membership.

**Section 3.4. Vacancies.** Vacancies in the elected Board/Council positions (other than among
the Officers), including vacancies resulting from an increase in the number of members
constituting the Council, shall be filled by an appointee of the Governor. Each person so
appointed shall be a Council Member until a successor is elected by the Chapter Members
entitled to vote at the next election of Council Members or at any special meeting of the Chapter
Members duly called for that purpose and held prior thereto. Additionally, the Governor may
appoint a Lieutenant Governor. During the time that any vacancy remains unfilled, the remaining
Council Members shall be deemed to constitute the full Board/Council and shall be empowered
to act as such.

**Section 3.5. Removal of Council Members.** The Chapter Members may remove one or
more Council Members with or without cause upon two-thirds vote of the Chapter Members.
Only the Members of that voting group may participate in the vote to remove him. A Council
Member may be removed only at a meeting called for the purpose of removing him or her. The
meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a
Council Member.

**Section 3.6 Council Duties.** The Board/Council shall manage the business and affairs of the
Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things
as are not by statute or by these Bylaws directed or required to be exercised and done by the
Members of the Chapter or by the Governor of the Chapter.

**ARTICLE IV**

**BOARD MEETINGS**

**Section 4.1. Location.** The meetings of the Council may be held at such place within
Virginia or elsewhere as a majority of the Council Members may designate from time to time or
as may be designated in the notice calling the meeting.

**Section 4.2. Regular Meetings.** Regular meetings of the Council shall be held at least three
(3) times a year, at such times and places as shall be determined from time to time, by resolution
of the Council. Notice of each regular meeting of the Council shall specify the time and place of the meeting and shall be given each Council Member at least thirty (30) days before the meeting.

Section 4.3. Special Meetings. Special meetings of the Council may be called by the Governor or the Treasurer/Secretary upon written request of any two (2) Council Members on twenty-four (24) hours’ notice, written or oral, to each Council Member. Notice of each special meeting of the Council shall specify the time and place of the meeting.

Section 4.4. Quorum and Voting by Council Members. A majority of Council Members shall constitute a quorum for the transaction of business, and the acts of a majority of the Council Members present at a meeting at which a quorum is present shall be the acts of the Council, except as may be otherwise specifically provided by statute or by these Bylaws. If a quorum shall not be present at any Council meeting, the Council Members present there may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 4.5. Meeting Participation by Communications. One or more Council Members may participate in a meeting of the Council by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and communicate simultaneously with each other, and all Council Members so participating shall be deemed to be present in person at the meeting.

Section 4.6. Action without Meeting of Council. Any action which may be taken at a meeting of the Council may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Council Members and shall be filed with the Treasurer/Secretary of the Chapter and with the minutes of the proceedings of the Council.

Section 4.7. Meeting: Chair. At each meeting of the Council, the Governor, or in the Governor’s absence, the Immediate Past Governor or a Council Member chosen by the majority of the Council Members present, shall preside as Chair.

ARTICLE V
OFFICERS

Section 5.1. Officers. The Officers of the Chapter shall be a Governor, Governor-Elect, if selected, Lieutenant Governor, if any, and a Treasurer/Secretary. The Officers shall be the Members of the Chapter.

Section 5.2. Governor: Appointment. The Governor shall serve for a four-year term commencing at the conclusion of the annual business meeting of the membership. The Governor shall succeed to that office from the office of Governor-Elect.

Section 5.3. Governor-Elect: Election. The Nominations Committee shall, prior to any election of a Governor-Elect, nominate, from among the Chapter’s Masters or Fellows, two candidates who have agreed to serve if elected, for the position of Governor-Elect. The names of such candidates shall be forwarded to the Governors’ Subcommittee on Nominations, which shall be responsible for technical review and approval of the two candidates for Governor-Elect.
The election, by the Chapter Members entitled to vote, of the Governor-Elect shall then be conducted by mail or electronic ballot pursuant to the Bylaws of the ACP and shall include notice to the Members of the forthcoming election, including the names and pertinent information with respect to the two candidates. The Governor-Elect shall serve a one-year term concurrent with the fourth year in office of the Governor and at the end of the then Governor’s term, the Governor-Elect shall succeed to the office of Governor and serve a four-year term.

Section 5.4. Lieutenant Governor: Appointment. The Governor may appoint a Lieutenant Governor, whose term shall run concurrent with the term of the appointing Governor.

Section 5.5. Treasurer/Secretary: Election. The Treasurer/Secretary shall be appointed by the Council to serve a four-year term concurrent with the Governor.

Section 5.6. Election of Other Officers, Assistant Officers and Agents. The Board/Council may appoint such other officers, assistant officers and agents as the needs of the Chapter may require, who shall hold their positions for such terms and shall have such authority and shall perform such duties as from time to time shall be determined by resolution of the Council.

Section 5.7. Removal and Vacancies. Any officer except the Governor and Governor-Elect may be removed by the Council whenever, in its judgment, the best interests of the Chapter will be served thereby. If the Governor ceases to serve: (a) the Governor-Elect, if elected, shall become Governor; (b) if a Governor-Elect has not been elected, the Immediate Past Governor shall serve until a Governor-Elect is elected, pursuant to the Bylaws of the ACP, such election to occur no later than twelve (12) months after the succession of the Immediate Past Governor to the position of Governor. Upon election, the Governor-Elect shall then succeed to the office of Governor.

Section 5.8. Governor: Duties. The Governor shall:
(a) Preside at meetings of the Members and of the Council;
(b) Act as a liaison between the Chapter and (i) the ACP and (ii) other Chapters;
(c) Report periodically to the ACP Board of Governors on activities of the Chapter;
(d) Promote applications for membership in the Chapter and evaluate the recommendations of the Chapter's Credentials/Membership Committee for such membership; and
(e) Perform such other duties as the Council may prescribe or delegate to him. The Governor shall be the chief executive officer of the Chapter and shall see that all orders and resolutions of the Council are carried into effect. The Governor may attend all committee meetings.

Section 5.9. Governor-Elect: Duties. The Governor-Elect, when elected, shall have duties pursuant to the ACP Bylaws and whatever duties, if any, as may be designated in these Bylaws.

Section 5.10. Lieutenant Governor: Duties. The Lieutenant Governor, when appointed, shall assist the Governor.

Section 5.11. Treasurer/Secretary: Duties. The Treasurer/Secretary or any other officer or agent as appointed by the Council shall:
(a.) Maintain custody of the Chapter funds and securities;
(b.) Keep full and accurate accounts of receipts and disbursements;
(c.) Deposit all funds of the Chapter in such depositories as shall be designated by the Council;
(d.) Pay all bills and expenses of the Chapter;
(e.) Report to the Council, as requested, but at least annually, on all transactions and the financial condition of the Chapter;
(f.) The Treasurer/Secretary or any other officer as designated by resolution of the Council shall have responsibility for preparing and maintaining custody of minutes of the Council Members’ and Members’ meeting and for authenticating records of the Chapter;
(g.) The Treasurer/Secretary shall have other duties as are assigned by the Council, including but not limited to those responsibilities indicated in Sections 7.4 and 10.1 of these Bylaws.

Section 5.12. Bond. Every officer, agent or employee of the Chapter who may receive, handle or disburse money for its account of who may have custody of or be responsible for the safety or preservation of any of the Chapter’s property, may be required, in the discretion of the Council, to give bond, in such sum and with such sureties and in such form as shall be satisfactory to the Council, for the faithful performance of the duties of the office held and for the restoration of the Chapter, in the event of such person’s death, resignation, or removal from office, of all books, papers, vouchers, monies and other property of whatsoever kind in such person’s custody belonging to the Chapter.

Section 5.13. Compensation. The salaries and expense allowances, if any, for all officers and agents of the Chapter shall be determined by the Council.

ARTICLE VI

VOTING GROUPS, MEMBERSHIP, DUES AND FEES

Section 6.1. Voting Groups. There shall be two voting groups: a full voting group (“voting group”) and a restricted voting group;

Membership. Membership in the Chapter shall consist of those persons who are members of the ACP and whose mailing address for purposes of receiving notices and publications of the ACP is in Virginia (the "Area");

Membership Classes. Membership classes include: “Masters,” “Fellows,” “Honorary Fellows,” “Members,” “Associates,” and “Medical Student Members.” A Chapter Member shall automatically be accorded the same class of membership as such Member holds in the AC

Section 6.2. Voting Group. To qualify as a Voting Group member, a Chapter Member must qualify as and be a member of either the Master, Fellow, or Member class of the ACP. Only members of the Voting Group are entitled to hold office of the Chapter or vote on Chapter matters;

Masters. “Masters” shall be Fellows who have been elected as Masters by the Board of Regents upon the recommendation of the Awards Committee of ACP on account of personal character,
positions of honor, contributions toward furthering the purposes of the ACP, eminence in practice or in medical research, or other attainments in science or in the art of medicine. Fellows. “Fellows” shall be members of the medical profession engaged in practice, teaching, research, or other pursuits in internal medicine or in an allied or related specialty who have been proposed by two Masters or Fellows and elected by the Board of Regents. Fellows must be inducted at Convocation at one of the Annual Internal Medicine Meetings of the ACP following their election unless excused by the President of the ACP. Members. “Members” shall be members of the medical profession engaged in practice, teaching, research, or in other pursuits in internal medicine or in an allied or related specialty, who were members in good standing of either the American College of Physicians or the component societies of the American Society of Internal Medicine at the time of merger of the two organizations or who, contingent upon favorable review of their credentials, have been deemed elected by the Board of Regents.

Section 6.3. Restricted Voting Group.

Qualifications. To qualify as a Restricted Voting Group member, an individual must be a Member of the Chapter who is not also a member of the Master, Fellow, or Member class of the ACP. Members of the Restricted Voting Group may vote in the election of members of advisory boards or committees composed solely of members of the Restricted Voting Group, and may be appointed to serve as a voting member of a Chapter committee. Honorary Fellows. “Honorary Fellows,” except as noted in the following two sentences, shall be members of the medical profession of countries other than those in which the ACP has an established Region, who have been elected as Honorary Fellows by the Board of Regents on account of personal character and/or positions of honor or eminence in internal medicine or an allied specialty. In exceptional instances, and then only by reason of outstanding service to internal medicine, the Board of Regents may elect as Honorary Fellows persons who are not members of the medical profession or who are physicians who do not otherwise qualify for membership in the ACP regardless of their nationality or residence. The Board of Regents may elect as Honorary Fellows presidents of foreign colleges, academies, and associations, who, by invitation, attend the Annual Session and participate in the Convocation. Associates. “Associates” shall be medical school students who have been accepted for training in internal medicine, or physicians who are in training in internal medicine or in an allied or related specialty. Appointment to Associate membership in the ACP may be made upon application in accordance with such rules as the Board of Regents may adopt from time to time. Associate membership shall not constitute a claim on any other class of membership. Medical Student Members. “Medical Student Members” shall be individuals enrolled as students in medical school who have been appointed to Medical Student Membership in the ACP in accordance with such rules as the Board of Regents may adopt from time to time. Medical Student Membership shall not constitute a claim on any other class of membership.

Section 6.4. Dues and Fees. The dues shall be established by the Council annually. The annual dues for the various classes of membership shall not exceed the annual dues for the same respective classes of membership in the ACP. The annual dues shall not be assessed against any Member who is exempt from the payment of annual dues to the ACP, unless such Member is exempt solely because of the payment of a life membership fee to the ACP.

Section 6.5. Dues and Fees: Collections. All dues and fees shall be collected by the ACP and be remitted to the Chapter.
ARTICLE VII

MEETINGS OF MEMBERS

Section 7.1. Location. All meetings of the Members shall be held at the registered office or at such other place, either within or without Virginia, as the Council may from time to time determine.

Section 7.2. Annual and Special Meetings. An annual meeting of the Members shall be held at such time as the Council shall determine. Special meetings of the Members may be called at any time by the Governor, any two (2) members of the Council or at least ten (10) percent of the Members of the Chapter entitled to vote, upon written request delivered to the Treasurer/Secretary of the Chapter.

Section 7.3. Action without Meeting. Action required or permitted by these Bylaws to be taken at a meeting of the Members may be taken without a meeting and without action by the Council if the action is taken by all of the Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all the Members entitled to vote on the action, and delivered to the Treasurer/Secretary of the Chapter for inclusion in the minutes or filing with the Chapter records.

Section 7.4. Notice of Meetings. Written notice of any meeting of Members, stating the time, place, and the general nature of the business to be transacted, and, in case of a special meeting, the purpose or purposes for which such meeting is called, shall be served, either personally or by mail, by or at the direction of the Governor not less than ten (10) nor more than sixty (60) days before such meeting, unless a greater period of notice is required by statute, except that notice of a Members’ meeting to act on an amendment of the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Virginia Code Section 13.1-900 or the dissolution of the Chapter shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered when mailed postage prepaid in the United States mail addressed to the Members of the Chapter at the Member’s address as appears on the records of the Chapter. The officer or agent having charge of the record of the Members shall make, at least ten (10) days before each meeting, a complete list of the Members, with the address of each. The list shall be arranged by voting group and within each voting group by class. For a period of ten (10) days prior to the meeting, the list of Members shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting for the purposes thereof.

Section 7.5. Quorum. Except as may be otherwise provided by statute or by these Bylaws, one-twentieth (1/20th) of Chapter Members present and entitled to vote shall constitute a quorum for the transaction of business. One or more Members may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and communicate with each other simultaneously, and all Members so participating shall be deemed to be present in person at the meeting.
Section 7.6. Voting Requirements. Except as may be otherwise provided by statute or by these Bylaws, the vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those Members exists with respect to that matter.

ARTICLE VIII

COMMITTEES

Section 8.1. Local Nominations Committee.

(a.) Appointment and Qualification. The Governor shall annually appoint a Chair for the Local Nominations Committee who will compose a committee of not less than three (3) members of the Chapter. The Chair may not be a current Officer of the Council. Consideration regarding the diversity of the Chapter’s membership must be made when appointing the Committee. The Governor may serve as a nonvoting member of the Committee. At least one appointee shall be an individual who is not a Council Member;

(b.) Nomination Duties: Council Members and Governor-Elect. The Committee shall nominate candidates for the Council, and for the position of Governor-Elect, of the Chapter;

(c.) Election: Board/Council. The Committee shall submit to the Chapter membership at least one month prior to the annual meeting of the Members a list of candidates for the Council. However, at the annual meeting of the Members the floor shall be open for the nomination, by Members entitled to vote, of additional candidates. Election of the Council may also occur by write-in vote. In such events, only those candidates nominated in accordance with procedure and those duly nominated by the Nominating Committee shall be eligible for election. Notwithstanding the foregoing, the Council may determine to conduct such elections by mail or electronic ballot in lieu of a meeting of the Members and in accordance with State law, in which case the election shall be held as determined by resolution of the Council;

(d.) Election: Governor Elect. The Committee shall submit to the national Governors Subcommittee on Nominations as requested by the ACP the names of two candidates for the position of Governor-Elect. The two candidates must be nominated from among the Chapter’s Masters and Fellows, neither candidate having previously served as Governor in that Chapter. The election process will be conducted pursuant to the Bylaws of the ACP.

Section 8.2. Associates Committee. This Committee shall be composed of the Associates Council comprising of Chief Residents from each of the ACGME-accredited Internal Medicine programs in the State. All members of the Committee will serve as members of the Governor’s Council. The Chair of the Associates Committee will be a Chief Resident selected in rotation from each of the residency programs in the state and shall have the opportunity to add additional members subject to the Governor’s approval. There shall also be an Assistant Chair, selected as above, who would develop the ability to become the chair. The Committee shall include the Chairman of the Associates’ Abstract Competition, who will serve as a liaison member from Council and who will provide information and support from the Council to the Associates.
Committee. The Associates Committee shall assist in the planning of activities specific to residents and students.

Section 8.3. Standing Committees. The Council may create additional committees and appoint Members to serve on them.

ARTICLE IX

CONTRACTS

Section 9.1. Execution of Contracts. The Governor shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Chapter, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Chapter.

Section 9.2. Checks and Notes. All checks or demands for money and notes of the Chapter shall be signed by such officer or agent as the Council may from time to time designate.

Section 9.3. Execution of Contracts and Other Documents. The Council or any duly authorized committee of the Council, except as by law or by these Bylaws otherwise required, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Chapter to enter into any contract or execute any deed or other instrument, and any such authority may be general or confined to specific instances. Whenever the Council, in authorizing or directing the execution of any contract, deed or other instrument, shall fail to specify the officer or officers or other agent or agents who are to execute the same, such contract, deed or other instrument shall be executed in behalf of the Chapter by the Governor or any Lieutenant Governor and, where necessary or appropriate, the corporate seal shall be affixed thereto and attested by the Treasurer/Secretary or any Assistant Secretary.

ARTICLE X

GENERAL PROVISIONS

Section 10.1. Records. The Chapter shall:

(a.) Keep as permanent records minutes of all meetings of its Members and Council, a record of all actions taken by a committee of the Council on behalf of the Chapter;
(b.) Maintain appropriate accounting records;
(c.) Maintain a record of its Members, in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class, if any;
(d.) Maintain its records in written form or in another form capable of conversion into written form within a reasonable time;
(e.) Keep a copy of the following records:

(i) Its articles or restated articles of incorporation and all amendments to them currently in effect;
(ii) Its bylaws or restated bylaws and all amendments to them currently in effect;
(iii) Resolution adopted by the Council creating one or more classes of members, and
fixing their relative rights, preferences, and limitations;
(iv) The minutes of all Members’ meetings, and records of all action taken by Members
without a meeting, for the past three years;
(v) All written communications to Members generally within the past three years;
(vi) A list of the names and business addresses of its current Council and Officers
(vii) Its most recent annual report delivered to the Commission.

Section 10.2. Reports to Members. The Council shall submit at the annual meeting of the
Members a full report of conditions and finances of the Chapter together with a review of its acts
for the preceding year.

Section 10.3. Loans. Any officer or officers, or agent or agents of the Chapter thereunto
authorized by the Council or by any duly authorized committee of directors, may effect loans or
advances at any time for the Corporation, in the ordinary course of the Chapter’s business, from
any bank, trust company or other institution or from any firm, corporation, or individual, and for
such loans and advances may make, execute and deliver promissory notes, bonds or other
certificates or evidence of indebtedness of the Chapter, and when authorized so to do may pledge
and hypothecate or transfer any securities or other property of the Chapter as security for any
such loans or advances. Such authority conferred by the Council or any duly authorized
committee of the Board may be general or confined to specific instances.

Section 10.4. Checks, Drafts, Etc. All checks, drafts, and other orders for payment of
money out of the funds of the Chapter shall be signed on behalf of the Chapter in such manner as
shall from time to time be determined by resolution of the Council or any duly authorized
committee of the Council.

Section 10.5. Deposits. The funds of the Chapter not otherwise employed shall be deposited
from time to time to the order of the Chapter in such banks, trust companies or other depositaries
as the Council or any duly authorized committee of the Council may from time to time select, or
as may be selected by an officer or officers, or agent or agents of the Chapter to whom such
power may from time to time be delegated by the Council or any duly authorized committee of
the Council.

Section 10.6. Fiscal Year. The fiscal year of the Chapter shall be from July 1 of one year to
June 30 of the following year.

Section 10.7. Notices.
(a) Whenever, under the provisions of the statutes of the Articles of Incorporation or of
these Bylaws, notice is required, notice shall be in writing except that oral notice of
any meeting of the Board/Council may be given if expressly authorized by the
Articles of Incorporation or the Bylaws;
(b) Notice may be communicated in person; by the telephone, telegraph, or other form
of wire or wireless communication; or by mail or private carrier. If these forms of
personal notice are impracticable, notice may be communicated by a newspaper of
general circulation in the area where the notice is intended to be given, or by radio,
television or other form of public broadcast communication;
(c) Written notice, if in a comprehensible form, is effective when mailed, if mailed
postpaid and correctly addressed to the Member’s address shown in the Chapter’s
current record of Members;
(d.) Except as provided in subsection (b) and (c) of this Section, written notice in a
comprehensible form, becomes effective at the earliest of the following:
1. When received;
2. Five days after its deposit in the United States mail, as evidenced by the
   postmark, if mailed postpaid and correctly addressed; or
3. On the date shown on the return receipt, if sent by registered or certified
   mail, return receipt requested and the receipt is signed by or on behalf
   of the addressee.

Section 10.8. Waiver of Notice. Whenever any notice is required to be given by statute or
by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the
person or persons entitled to such notice, whether before or after the date and time of the meeting
that is the subject of such notice stated therein, and delivered to the person acting as Secretary of
the Chapter for inclusion in the minutes or filing with the Chapter records shall be deemed the
equivalent of the giving of such notice. Except in the case of a special meeting of Members,
neither the business to be transacted nor the purpose of the meeting need be specified in the
waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall
constitute a waiver of lack of notice or defective notice of such meeting, unless the person at the
beginning of the meeting objects to holding the meeting or transacting business at the meeting
and waives objection to consideration of a particular matter at the meeting that is not within the
purpose or purposes described in the meeting notice, unless that person objects to considering the
matter when it is presented.

ARTICLE XI

LIABILITY AND INDEMNIFICATION

Section 11.1. General Standards of Conduct for Council Members and General
Liability. A Council Member shall discharge his duties as a Council Member, including his
duties as a member of a committee, in accordance with his good faith judgment of the best
interests of the Chapter. Unless he has knowledge or information concerning the matter in
question that makes reliance unwarranted, a Council Member is entitled to rely on information,
opinions, reports or statements, including financial statements and other financial data, if
prepared or presented by: one or more officers or employees of the Chapter whom the Council
Member believes, in good faith, are within the person’s professional or expert competence; or a
committee of the Council of which he is not a member if the Council Member believes, in good
faith, that the committee merits confidence. A Council Member is not liable for any action taken
as a Council Member, or any failure to take any action, if he performed the duties of his office in
compliance with this section.

Section 11.2. Limitations on Liability of Officers and Directors/Council Members;
Exception.
(a.) Except as otherwise provided in this section, in any proceeding brought by or in the
right of the Chapter or brought by or on behalf of Members of the Chapter, the
damages assessed against an Officer or Council Member arising out of a
single transaction, occurrence, or course of conduct shall be limited to the fullest
extent allowed by Virginia Law.
(b.) In any proceeding against an Officer or Council Member who receives compensation from the Chapter, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or Council Member from the Chapter during the twelve months immediately preceding the act or omission for which liability was imposed. An Officer or Council Member who serves the Chapter without compensation for his services shall not be liable for damages in any such proceeding.

(c.) The liability of an Officer or Council Member shall not be limited as provided in this section if the Officer or Council Member engaged in willful misconduct or a knowing violation of the criminal law.

Section 11.3. Indemnification of Council Members, Officer or Employees.
A. Except as provided below in this section, the Chapter shall indemnify any individual made a party to a proceeding because he or she is or was a Council Member, Officer or Employee against liability incurred in the proceeding if:
   1. He or she conducted himself or herself in good faith; and
   2. He or she believes:
      (a.) In the case of conduct in his official capacity with the Chapter, that his or her conduct was in the best interests of the Chapter; and
      (b.) In all other cases, that his or her conduct was at least not opposed to the best interests of the corporation;
   3. In the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful;
   4. A Council Member, Officer or Employee entirely prevails in the defense of any proceeding to which he was a party because he or she is or was a Council Member, Officer or Employee of the Chapter;

B. The Chapter shall not indemnify a Council Member, Officer or Employee under this section:
   1. In connection with a proceeding by or in the right of the Chapter in which the Council Member, Officer or Employee was adjudged liable to the Chapter; or
   2. In connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him.

C. Indemnification under this section in connection with a proceeding by or in the right of the Chapter shall be limited to reasonable expenses incurred in connection with the proceeding.

ARTICLE XII

AMENDMENTS OF BYLAWS AND ARTICLES OF INCORPORATION

Section 12.1. Amendment of Bylaws and Articles of Incorporation. The Bylaws and Articles of Incorporation may be amended as follows:
(a) The Council by a majority vote of the full Council shall have the power to make, alter, amend or repeal the Bylaws of the Chapter at any regular or special meeting of the Council.
(b) The Members by a majority of the votes entitled to be cast by the Members present at
a meeting at which a quorum is present shall have the power to make, alter, amend
or repeal the Bylaws of the Chapter at any regular or special meeting of the
Council.
(c) Any amendment voted on pursuant to the above subsections 12.1(a) and 12.1(b) is
subject to the approval of the Board of Regents of ACP.