

**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

49 10. A student representative chosen in rotation from each of the state’s medical schools;
50 and

51 11. Minimum of twelve (12) and maximum of twenty-five (25) Chapter members (also
52 known as “Members”), the number which will be set from time to time by the Council which
53 shall be elected by the Members of the Chapter entitled to vote.
54

55 **Section 3.2 Election: Board/Council.** The elected members of the Council shall serve
56 three-year terms and be elected from each of the four geographic areas of the state on slates
57 selected by the Nominating Committee. Council Members shall be elected to represent their
58 region by a majority of votes cast by full Members entitled to vote from their region. They shall
59 take office at the first Council meeting following the annual member’s meeting
60

61 **Section 3.3 Council Diversity.** The composition of the Board/Council shall attempt to reflect
62 the diversity of the Chapter’s membership.
63

64 **Section 3.4. Vacancies.** Vacancies in the elected Board/Council positions (other than among
65 the Officers), including vacancies resulting from an increase in the number of members
66 constituting the Council, shall be filled by an appointee of the Governor. Each person so
67 appointed shall be a Council Member until a successor is elected by the Chapter Members
68 entitled to vote at the next election of Council Members or at any special meeting of the Chapter
69 Members duly called for that purpose and held prior thereto. Additionally, the Governor may
70 appoint a Lieutenant Governor. During the time that any vacancy remains unfilled, the remaining
71 Council Members shall be deemed to constitute the full Board/Council and shall be empowered
72 to act as such.
73

74 **Section 3.5. Removal of Council Members.** The Chapter Members may remove one or
75 more Council Members with or without cause upon two-thirds vote of the Chapter Members.
76 Only the Members of that voting group may participate in the vote to remove him. A Council
77 Member may be removed only at a meeting called for the purpose of removing him or her. The
78 meeting shall state that the purpose, or one of the purposes, of the meeting is removal of a
79 Council Member.
80

81 **Section 3.6 Council Duties.** The Board/Council shall manage the business and affairs of the
82 Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things
83 as are not by statute or by these Bylaws directed or required to be exercised and done by the
84 Members of the Chapter or by the Governor of the Chapter.
85

86 **ARTICLE IV**

87 **BOARD MEETINGS**

88
89
90 **Section 4.1. Location.** The meetings of the Council may be held at such place within
91 Virginia or elsewhere as a majority of the Council Members may designate from time to time or
92 as may be designated in the notice calling the meeting.
93

94 **Section 4.2. Regular Meetings.** Regular meetings of the Council shall be held at least three
95 (3) times a year, at such times and places as shall be determined from time to time, by resolution

96 of the Council. Notice of each regular meeting of the Council shall specify the time and place of
97 the meeting and shall be given each Council Member at least thirty (30) days before the meeting.
98

99 **Section 4.3. Special Meetings.** Special meetings of the Council may be called by the
100 Governor or the Treasurer/Secretary upon written request of any two (2) Council Members on
101 twenty-four (24) hours' notice, written or oral, to each Council Member. Notice of each special
102 meeting of the Council shall specify the time and place of the meeting.
103

104 **Section 4.4. Quorum and Voting by Council Members.** A majority of Council Members
105 shall constitute a quorum for the transaction of business, and the acts of a majority of the
106 Council Members present at a meeting at which a quorum is present shall be the acts of the
107 Council, except as may be otherwise specifically provided by statute or by these Bylaws. If a
108 quorum shall not be present at any Council meeting, the Council Members present there may
109 adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting other
110 than by announcement at the meeting at which such adjournment is taken.
111

112 **Section 4.5. Meeting Participation by Communications.** One or more Council Members
113 may participate in a meeting of the Council by means of conference telephone or similar
114 communications equipment by means of which all persons participating in the meeting can hear
115 and communicate simultaneously with each other, and all Council Members so participating
116 shall be deemed to be present in person at the meeting.
117

118 **Section 4.6. Action without Meeting of Council.** Any action which may be taken at a
119 meeting of the Council may be taken without a meeting if a consent or consents in writing setting
120 forth the action so taken shall be signed by all of the Council Members and shall be filed with the
121 Treasurer/Secretary of the Chapter and with the minutes of the proceedings of the Council.
122

123 **Section 4.7. Meeting: Chair** At each meeting of the Council, the Governor, or in the
124 Governor's absence, the Immediate Past Governor or a Council Member chosen by the majority
125 of the Council Members present, shall preside as Chair.
126

127 **ARTICLE V**

128 **OFFICERS**

129
130
131 **Section 5.1. Officers.** The Officers of the Chapter shall be a Governor, Governor-Elect, if
132 selected, Lieutenant Governor, if any, and a Treasurer/Secretary. The Officers shall be the
133 Members of the Chapter.
134

135 **Section 5.2. Governor: Appointment.** The Governor shall serve for a four-year term
136 commencing at the conclusion of the annual business meeting of the membership. The Governor
137 shall succeed to that office from the office of Governor-Elect.
138

139 **Section 5.3. Governor-Elect: Election.** The Nominations Committee shall, prior to any
140 election of a Governor-Elect, nominate, from among the Chapter's Masters or Fellows, two
141 candidates who have agreed to serve if elected, for the position of Governor-Elect. The names of
142 such candidates shall be forwarded to the Governors' Subcommittee on Nominations, which
143 shall be responsible for technical review and approval of the two candidates for Governor-Elect.

144 The election, by the Chapter Members entitled to vote, of the Governor-Elect shall then be
145 conducted by mail or electronic ballot pursuant to the Bylaws of the ACP and shall include
146 notice to the Members of the forthcoming election, including the names and pertinent
147 information with respect to the two candidates. The Governor-Elect shall serve a one-year term
148 concurrent with the fourth year in office of the Governor and at the end of the then Governor's
149 term, the Governor-Elect shall succeed to the office of Governor and serve a four-year term.

150
151 **Section 5.4. Lieutenant Governor: Appointment.** The Governor may appoint a Lieutenant
152 Governor, whose term shall run concurrent with the term of the appointing Governor.

153
154 **Section 5.5. Treasurer/Secretary: Election.** The Treasurer/Secretary shall be appointed by
155 the Council to serve a four-year term concurrent with the Governor.

156
157 **Section 5.6. Election of Other Officers, Assistant Officers and Agents.** The
158 Board/Council may appoint such other officers, assistant officers and agents as the needs of the
159 Chapter may require, who shall hold their positions for such terms and shall have such authority
160 and shall perform such duties as from time to time shall be determined by resolution of the
161 Council.

162
163 **Section 5.7. Removal and Vacancies.** Any officer except the Governor and Governor-Elect
164 may be removed by the Council whenever, in its judgment, the best interests of the Chapter will
165 be served thereby. If the Governor ceases to serve: (a) the Governor-Elect, if elected, shall
166 become Governor; (b) if a Governor-Elect has not been elected, the Immediate Past Governor
167 shall serve until a Governor-Elect is elected, pursuant to the Bylaws of the ACP, such election to
168 occur no later than twelve (12) months after the succession of the Immediate Past Governor to
169 the position of Governor. Upon election, the Governor-Elect shall then succeed to the office of
170 Governor.

171
172 **Section 5.8. Governor: Duties.** The Governor shall:

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

183
184 **Section 5.9. Governor-Elect: Duties.** The Governor-Elect, when elected, shall have duties
185 pursuant to the ACP Bylaws and whatever duties, if any, as may be designated in these Bylaws.

186
187 **Section 5.10. Lieutenant Governor: Duties.** The Lieutenant Governor, when appointed,
188 shall assist the Governor.

189
190 **Section 5.11. Treasurer/Secretary: Duties.** The Treasurer/Secretary or any other officer or
191 agent as appointed by the Council shall:

- 192 (a.) Maintain custody of the Chapter funds and securities;
193 (b.) Keep full and accurate accounts of receipts and disbursements;
194 (c.) Deposit all funds of the Chapter in such depositories as shall be designated by the
195 Council;
196 (d.) Pay all bills and expenses of the Chapter;
197 (e.) Report to the Council, as requested, but at least annually, on all transactions
198 and the financial condition of the Chapter;
199 (f.) The Treasurer/Secretary or any other officer as designated by resolution of the
200 Council shall have responsibility for preparing and maintaining custody of the
201 minutes of the Council Members' and Members' meeting and for
202 authenticating records of the Chapter;
203 (g.) The Treasurer/Secretary shall have other duties as are assigned by the
204 Council, including but not limited to those responsibilities indicated in
205 Sections 7.4 and 10.1 of these Bylaws.

206
207 **Section 5.12. Bond.** Every officer, agent or employee of the Chapter who may receive,
208 handle or disburse money for its account of who may have custody of or be responsible for the
209 safety or preservation of any of the Chapter's property, may be required, in the discretion of the
210 Council, to give bond, in such sum and with such sureties and in such form as shall be
211 satisfactory to the Council, for the faithful performance of the duties of the office held and for
212 the restoration of the Chapter, in the event of such person's death, resignation, or removal from
213 office, of all books, papers, vouchers, monies and other property of whatsoever kind in such
214 person's custody belonging to the Chapter.

215
216 **Section 5.13. Compensation.** The salaries and expense allowances, if any, for all officers
217 and agents of the Chapter shall be determined by the Council.

218 **ARTICLE VI**

219 **VOTING GROUPS, MEMBERSHIP, DUES AND FEES**

220 **Section 6.1. Voting Groups.**

221 Two Voting Groups. There shall be two voting groups: a full voting group ("voting group") and
222 a restricted voting group;

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

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

229 **Section 6.2. Voting Group.**

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

233 Masters. "Masters" shall be Fellows who have been elected as Masters by the Board of Regents
234 upon the recommendation of the Awards Committee of ACP on account of personal character,
235

239 positions of honor, contributions toward furthering the purposes of the ACP, eminence in
240 practice or in medical research, or other attainments in science or in the art of medicine.
241 Fellows. “Fellows” shall be members of the medical profession engaged in practice, teaching,
242 research, or other pursuits in internal medicine or in an allied or related specialty who have been
243 proposed by two Masters or Fellows and elected by the Board of Regents. Fellows must be
244 inducted at Convocation at one of the Annual Internal Medicine Meetings of the ACP following
245 their election unless excused by the President of the ACP.

246 Members. “Members” shall be members of the medical profession engaged in practice, teaching,
247 research, or in other pursuits in internal medicine or in an allied or related specialty, who were
248 members in good standing of either the American College of Physicians or the component
249 societies of the American Society of Internal Medicine at the time of merger of the two
250 organizations or who, contingent upon favorable review of their credentials, have been deemed
251 elected by the Board of Regents.

252

253 **Section 6.3. Restricted Voting Group.**

254 Qualifications. To qualify as a Restricted Voting Group member, an individual must be a
255 Member of the Chapter who is not also a member of the Master, Fellow, or Member class of the
256 ACP. Members of the Restricted Voting Group may vote in the election of members of advisory
257 boards or committees composed solely of members of the Restricted Voting Group, and may be
258 appointed to serve as a voting member of a Chapter committee.

259 Honorary Fellows. “Honorary Fellows,” except as noted in the following two sentences, shall be
260 members of the medical profession of countries other than those in which the ACP has an
261 established Region, who have been elected as Honorary Fellows by the Board of Regents on
262 account of personal character and/or positions of honor or eminence in internal medicine or an
263 allied specialty. In exceptional instances, and then only by reason of outstanding service to
264 internal medicine, the Board of Regents may elect as Honorary Fellows persons who are not
265 members of the medical profession or who are physicians who do not otherwise qualify for
266 membership in the ACP regardless of their nationality or residence. The Board of Regents may
267 elect as Honorary Fellows presidents of foreign colleges, academies, and associations, who, by
268 invitation, attend the Annual Session and participate in the Convocation.

269 Associates. “Associates” shall be medical school students who have been accepted for training
270 in internal medicine, or physicians who are in training in internal medicine or in an allied or
271 related specialty. Appointment to Associate membership in the ACP may be made upon
272 application in accordance with such rules as the Board of Regents may adopt from time to time.
273 Associate membership shall not constitute a claim on any other class of membership.

274 Medical Student Members. “Medical Student Members” shall be individuals enrolled as
275 students in medical school who have been appointed to Medical Student Membership in the ACP
276 in accordance with such rules as the Board of Regents may adopt from time to time. Medical
277 Student Membership shall not constitute a claim on any other class of membership.

278

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

284

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

287 **ARTICLE VII**

288 **MEETINGS OF MEMBERS**

289 **Section 7.1. Location.** All meetings of the Members shall be held at the registered office or
290 at such other place, either within or without Virginia, as the Council may from time to time
291 determine.
292
293

294 **Section 7.2. Annual and Special Meetings.** An annual meeting of the Members shall be
295 held at such time as the Council shall determine. Special meetings of the Members may be called
296 at any time by the Governor, any two (2) members of the Council or at least ten (10) percent of
297 the Members of the Chapter entitled to vote, upon written request delivered to the
298 Treasurer/Secretary of the Chapter.
299

300 **Section 7.3. Action without Meeting.** Action required or permitted by these Bylaws to be
301 taken at a meeting of the Members may be taken without a meeting and without action by the
302 Council if the action is taken by all of the Members entitled to vote on the action. The action
303 shall be evidenced by one or more written consents describing the action taken, signed by all the
304 Members entitled to vote on the action, and delivered to the Treasurer/Secretary of the Chapter
305 for inclusion in the minutes or filing with the Chapter records.
306

307 **Section 7.4. Notice of Meetings.** Written notice of any meeting of Members, stating the
308 time, place, and the general nature of the business to be transacted, and, in case of a special
309 meeting, the purpose or purposes for which such meeting is called, shall be served, either
310 personally or by mail, by or at the direction of the Governor not less than ten (10) nor more than
311 sixty (60) days before such meeting, unless a greater period of notice is required by statute,
312 except that notice of a Members' meeting to act on an amendment of the Articles of
313 Incorporation, a plan of merger, a proposed sale of assets pursuant to Virginia Code Section
314 13.1-900 or the dissolution of the Chapter shall be given not less than twenty-five (25) nor more
315 than sixty (60) days before the meeting. Notice of a special meeting shall state the purpose or
316 purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered
317 when mailed postage prepaid in the United States mail addressed to the Members of the Chapter
318 at the Member's address as appears on the records of the Chapter. The officer or agent having
319 charge of the record of the Members shall make, at least ten (10) days before each meeting, a
320 complete list of the Members, with the address of each. The list shall be arranged by voting
321 group and within each voting group by class. For a period of ten (10) days prior to the meeting,
322 the list of Members shall be subject to inspection by any Member at any time during usual
323 business hours. Such list shall also be produced and kept open at the time and place of the
324 meeting and shall be subject to the inspection of any Member during the whole time of the
325 meeting for the purposes thereof.
326

327 **Section 7.5. Quorum.** Except as may be otherwise provided by statute or by these Bylaws,
328 one-twentieth (1/20th) of Chapter Members present and entitled to vote shall constitute a quorum
329 for the transaction of business. One or more Members may participate in any meeting by means
330 of conference telephone or similar communications equipment by means of which all persons
331 participating in the meeting can hear and communicate with each other simultaneously, and all
332 Members so participating shall be deemed to be present in person at the meeting.
333

334 **Section 7.6. Voting Requirements.** Except as may be otherwise provided by statute or by
335 these Bylaws, the vote of a majority of the votes entitled to be cast by the Members present at a
336 meeting at which a quorum is present shall be necessary for the adoption of any matter voted
337 upon by the members. Members entitled to vote as a separate voting group may take action on a
338 matter at a meeting only if a quorum of those Members exists with respect to that matter.
339

340 **ARTICLE VIII**

341 **COMMITTEES**

342 **Section 8.1. Local Nominations Committee.**

- 343
- 344 (a.) Appointment and Qualification. The Governor shall annually appoint a
345 Chair for the Local Nominations Committee who will compose a committee of not
346 less than three (3) members of the Chapter. The Chair may not be a current Officer
347 of the Council. Consideration regarding the diversity of the Chapter's
348 membership must be made when appointing the Committee. The
349 Governor may serve as a nonvoting member of the Committee. At least
350 one appointee shall be an individual who is not a Council Member;
351
- 352 (b.) Nomination Duties: Council Members and Governor-
353 Elect. The Committee shall nominate candidates for the Council, and for the
354 position of Governor-Elect, of the Chapter;
- 355 (c.) Election: Board/Council. The Committee shall submit to the Chapter membership at
356 least one month prior to the annual meeting of the Members a list of candidates for
357 the Council. However, at the annual meeting of the Members the floor shall
358 be open for the nomination, by Members entitled to vote, of additional candidates.
359 Election of the Council may also occur by write-in vote. In such events, only
360 those candidates nominated in accordance with procedure and those duly nominated
361 by the Nominating Committee shall be eligible for election. Notwithstanding the
362 foregoing, the Council may determine to conduct such elections by mail or
363 electronic ballot in lieu of a meeting of the Members and in accordance with State
364 law, in which case the election shall be held as determined by resolution of the
365 Council;
- 366 (d.) Election: Governor Elect. The Committee shall submit to the national
367 Governors Subcommittee on Nominations as requested by the ACP the names of two
368 (2) candidates for the position of Governor-Elect. The two (2)
369 candidates must be nominated from among the Chapter's Masters and Fellows, neither
370 candidate having previously served as Governor in that Chapter. The election process
371 will be conducted pursuant to the Bylaws of the ACP.
372

373 **Section 8.2. Associates Committee.** This Committee shall be composed of the Associates
374 Council comprising of Chief Residents from each of the ACGME-accredited Internal Medicine
375 programs in the State. All members of the Committee will serve as members of the Governor's
376 Council. The Chair of the Associates Committee will be a Chief Resident selected in rotation
377 from each of the residency programs in the state and shall have the opportunity to add additional
378 members subject to the Governor's approval. There shall also be an Assistant Chair, selected as
379 above, who would develop the ability to become the chair. The Committee shall include the
380 Chairman of the Associates' Abstract Competition, who will serve as a liaison member from
381 Council and who will provide information and support from the Council to the Associates

382 Committee. The Associates Committee shall assist in the planning of activities specific to
383 residents and students.

384
385 **Section 8.3. Standing Committees.** The Council may create additional committees and
386 appoint Members to serve on them.

387
388 **ARTICLE IX**

389
390 **CONTRACTS**

391
392 **Section 9.1. Execution of Contracts.** The Governor shall execute bonds, mortgages and
393 other contracts requiring a seal, under the seal of the Chapter, except where required by law to be
394 otherwise signed and executed and except where the signing and execution thereof shall be
395 expressly delegated by the Council to some other officer or agent of the Chapter.

396
397 **Section 9.2. Checks and Notes.** All checks or demands for money and notes of the Chapter
398 shall be signed by such officer or agent as the Council may from time to time designate.

399
400 **Section 9.3. Execution of Contracts and Other Documents.** The Council or any duly
401 authorized committee of the Council, except as by law or by these Bylaws otherwise required,
402 may authorize any officer or officers, agent or agents, in the name of and on behalf of the
403 Chapter to enter into any contract or execute any deed or other instrument, and any such
404 authority may be general or confined to specific instances. Whenever the Council, in authorizing
405 or directing the execution of any contract, deed or other instrument, shall fail to specify the
406 officer or officers or other agent or agents who are to execute the same, such contract, deed or
407 other instrument shall be executed in behalf of the Chapter by the Governor or any Lieutenant
408 Governor and, where necessary or appropriate, the corporate seal shall be affixed thereto and
409 attested by the Treasurer/Secretary or any Assistant Secretary.

410
411 **ARTICLE X**

412
413 **GENERAL PROVISIONS**

414
415 **Section 10.1. Records.** The Chapter shall:

416 (a.) Keep as permanent records minutes of all meetings of its Members and
417 Council, a record of all actions taken by a committee of the Council on
418 behalf of the Chapter;

419 (b.) Maintain appropriate accounting records;

420 (c.) Maintain a record of its Members, in a form that permits preparation of a list of the
421 names and addresses of all Members, in alphabetical order by class, if any;

422 (d.) Maintain its records in written form or in another form capable of conversion into
423 written form within a reasonable time;

424 (e.) Keep a copy of the following records:

425
426 (i) Its articles or restated articles of incorporation and all amendments to them currently in
427 effect;

428 (ii) Its bylaws or restated bylaws and all amendments to them currently in effect;

429 (iii) Resolution adopted by the Council creating one or more classes of members, and

- 430 fixing their relative rights, preferences, and limitations;
- 431 (iv) The minutes of all Members' meetings, and records of all action taken by Members
432 without a meeting, for the past three years;
- 433 (v) All written communications to Members generally within the past three years;
- 434 (vi) A list of the names and business addresses of its current Council and Officers
- 435 (vii) Its most recent annual report delivered to the Commission.

436

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

440

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

450

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

455

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

462

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

465

466 **Section 10.7. Notices.**

- 467 (a.) Whenever, under the provisions of the statutes of the Articles of Incorporation or of
468 these Bylaws, notice is required, notice shall be in writing except that oral notice of
469 any meeting of the Board/Council may be given if expressly authorized by the
470 Articles of Incorporation or the Bylaws;
- 471 (b.) Notice may be communicated in person; by the telephone, telegraph, or other form
472 of wire or wireless communication; or by mail or private carrier. If these forms of
473 personal notice are impracticable, notice may be communicated by a newspaper of
474 general circulation in the area where the notice is intended to be given, or by radio,
475 television or other form of public broadcast communication;
- 476 (c.) Written notice, if in a comprehensible form, is effective when mailed, if mailed
477 postpaid and correctly addressed to the Member's address shown in the Chapter's

- 478 current record of Members;
- 479 (d.) Except as provided in subsection (b) and (c) of this Section, written notice in a
- 480 comprehensible form, becomes effective at the earliest of the following:
- 481 1. When received;
 - 482 2. Five days after its deposit in the United States mail, as evidenced by the
 - 483 postmark, if mailed postpaid and correctly addressed; or
 - 484 3. On the date shown on the return receipt, if sent by registered or certified
 - 485 mail, return receipt requested and the receipt is signed by or on behalf
 - 486 of the addressee.

487

488 **Section 10.8. Waiver of Notice.** Whenever any notice is required to be given by statute or

489 by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the

490 person or persons entitled to such notice, whether before or after the date and time of the meeting

491 that is the subject of such notice stated therein, and delivered to the person acting as Secretary of

492 the Chapter for inclusion in the minutes or filing with the Chapter records shall be deemed the

493 equivalent of the giving of such notice. Except in the case of a special meeting of Members,

494 neither the business to be transacted nor the purpose of the meeting need be specified in the

495 waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall

496 constitute a waiver of lack of notice or defective notice of such meeting, unless the person at the

497 beginning of the meeting objects to holding the meeting or transacting business at the meeting

498 and waives objection to consideration of a particular matter at the meeting that is not within the

499 purpose or purposes described in the meeting notice, unless that person objects to considering the

500 matter when it is presented.

501 **ARTICLE XI**

502 **LIABILITY AND INDEMNIFICATION**

503

504

505

506 **Section 11.1. General Standards of Conduct for Council Members and General**

507 **Liability.** A Council Member shall discharge his duties as a Council Member, including his

508 duties as a member of a committee, in accordance with his good faith judgment of the best

509 interests of the Chapter. Unless he has knowledge or information concerning the matter in

510 question that makes reliance unwarranted, a Council Member is entitled to rely on information,

511 opinions, reports or statements, including financial statements and other financial data, if

512 prepared or presented by: one or more officers or employees of the Chapter whom the Council

513 Member believes, in good faith, are within the person's professional or expert competence; or a

514 committee of the Council of which he is not a member if the Council Member believes, in good

515 faith, that the committee merits confidence. A Council Member is not liable for any action taken

516 as a Council Member, or any failure to take any action, if he performed the duties of his office in

517 compliance with this section.

518

519 **Section 11.2. Limitations on Liability of Officers and Directors/Council Members;**

520 **Exception.**

- 521 (a.) Except as otherwise provided in this section, in any proceeding brought by or in the
- 522 right of the Chapter or brought by or on behalf of Members of the Chapter, the
- 523 damages assessed against an Officer or Council Member arising out of a
- 524 single transaction, occurrence, or course of conduct shall be limited to the fullest
- 525 extent allowed by Virginia Law.

- 526 (b.) In any proceeding against an Officer or Council Member who receives
527 compensation from the Chapter, the damages assessed arising out of a single
528 transaction, occurrence or course of conduct shall not exceed the amount of
529 compensation received by the officer or Council Member from the Chapter
530 during the twelve months immediately preceding the act or omission for which
531 liability was imposed. An Officer or /Council Member who serves the Chapter
532 without compensation for his services shall not be liable for damages in any such
533 proceeding.
- 534 (c.) The liability of an Officer or Council Member shall not be limited as
535 provided in this section if the Officer or Council Member engaged in willful
536 misconduct or a knowing violation of the criminal law.

537
538 **Section 11.3. Indemnification of Council Members, Officer or Employees.**

539 **A.** Except as provided below in this section, the Chapter shall indemnify any individual made a
540 party to a proceeding because he or she is or was a Council Member, Officer or Employee
541 against liability incurred in the proceeding if:

- 542 1. He or she conducted himself or herself in good faith; and
543 2. He or she believes:
544 (a.) In the case of conduct in his official capacity with the Chapter, that his or her conduct
545 was in the best interests of the Chapter; and
546 (b.) In all other cases, that his or her conduct was at least not opposed to the best interests
547 of the corporation;
548 3. In the case of any criminal proceeding, he or she had no reasonable cause to believe that
549 his or her conduct was unlawful;
550 4. A Council Member, Officer or Employee entirely prevails in the defense of any
551 proceeding to which he was a party because he or she is or was a Council
552 Member, Officer or Employee of the Chapter;

553 **B.** The Chapter shall not indemnify a Council Member, Officer or Employee under this section:

- 554 1. In connection with a proceeding by or in the right of the Chapter in which the
555 Council Member, Officer or Employee was adjudged liable to the Chapter; or
556 2. In connection with any other proceeding charging improper personal benefit to him or her,
557 whether or not involving action in his or her official capacity, in which he or she was
558 adjudged liable on the basis that personal benefit was improperly received by him.

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

561
562 **ARTICLE XII**

563
564
565 **AMENDMENTS OF BYLAWS AND**
566 **ARTICLES OF INCORPORATION**

567
568 **Section 12.1. Amendment of Bylaws and Articles of Incorporation.** The Bylaws and
569 Articles of Incorporation may be amended as follows:

- 570 (a) The Council by a majority vote of the full Council shall
571 have the power to make, alter, amend or repeal the Bylaws of the Chapter at any
572 regular or special meeting of the Council.
573 (b) The Members by a majority of the votes entitled to be cast by the Members present at

574 a meeting at which a quorum is present shall have the power to make, alter, amend
575 or repeal the Bylaws of the Chapter at any regular or special meeting of the
576 Council.

577 (c) Any amendment voted on pursuant to the above subsections 12.1(a) and 12.1(b) is
578 subject to the approval of the Board of Regents of ACP.