

SOCIETY FOR DISABILITY PREVENTION AND MANAGEMENT
CORPORATE BYLAWS

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Revised 2017
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section now exists or as it may hereafter be amended or by a corresponding section of any future federal tax code.

Article I

Name

The name of this Corporation shall be the Society for Disability Prevention and Management (hereinafter referred to as the "Foundation").

Article II

Mission Statement, Purposes and Powers

Section 1. Mission Statement

The mission of the Foundation shall be to support the activities of the International Academy of Independent Medical Evaluators (IAIME) within the of field Impairment and Disability.

Section 2. Purposes

The purposes of the Foundation are:

- (a) To employ any and all legal fund-raising mechanisms, methods and techniques to fulfill the mission statement.
- (b) To do all things incident or necessary for the accomplishment of the above purposes and to exercise any rights and powers conferred upon the corporation by law in accordance with the Illinois General Not for Profit Corporation as amended from time to time (the "ACT") provided, however, that the corporation shall exercise only such rights and powers as those contemplated by section 501(c)(3) of the Internal Revenue Code and (applicable regulations) as said

Section 3. Not for Profit Corporation - Powers

- (a) This corporation shall have no capital stock. It is not conducted for pecuniary profit and does not contemplate pecuniary gain or profit to the members thereof.
- (b) To do all things incident or necessary for the accomplishment of the above purposes and to exercise any rights and powers conferred upon the corporation by law in accordance with the Illinois General Not For Profit Corporation Act of 1986, as amended from time to time (the "Act") provided, however that the corporation shall exercise only such rights and powers as those contemplated by section 501(c)(3) of the Internal Revenue Code (and applicable regulations) as said section now exists or as it may hereafter be amended or by a corresponding section of any future federal tax code.

Article III

Membership

Membership

There shall be no Membership within the Foundation.

Article IV.

Governance and Officers

Section 1. Board of Directors Powers

The business and affairs of the Foundation shall be managed by or under the direction of a Board of Directors, and the Board of Directors shall have full authority to carry out the functions of directors authorized by the Act.

Section 2. Board of Directors Composition, Tenure and Qualifications

The Foundation Board of Directors shall consist of three Fellows of the IAIME, namely, the two most Immediate Past Presidents of the IAIME, and one at-large IAIME Fellow in good standing elected by the Foundation Board of Directors. Each immediate past president of IAIME will serve for 2 years on the Foundation Board of Directors. The at-large Fellow will serve for a two (2) year term. The at-large Fellow may be elected for a second consecutive two (2) year term. The at-large Fellow may not serve for more than two consecutive terms (total 4 years/two consecutive terms). Any past president or at-large Fellow may return to the Foundation board as an at-large Fellow after a hiatus period of 3 years if elected by the Foundation Board. No Fellow shall hold more than one (1) elected office at a time.

The Foundation Board shall elect a President and Secretary-Treasurer from its members at the beginning of each calendar year. The above-described Board members shall have voting privileges at Foundation Board of Director meetings. The IAIME Executive Director shall be an *ex-officio* member of the Foundation Board without vote. The IAIME current year President shall be an *ex-officio* member of the Foundation Board without vote.

Section 3. Board of Directors Regular Meetings

The Foundation Board of Directors shall designate the hour and place of its regular meetings and shall hold such meetings at such a time and place as designated by resolution of the Foundation Board. A meeting must be held at least once every calendar year.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by the President or by a majority of the directors. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto by written notice and delivered personally or sent by mail, overnight courier or facsimile. Any director may waive notice of any meeting. The attendance of any director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, special meetings of the Board must be specified in the notice of the special meeting.

Section 5. Telephone Conference Meetings

The Board of Directors may meet by a telephone conference call or other electronic teleconferencing medium. The actions taken at such a meeting at which a quorum is present shall be deemed to be the actions of the Board of Directors.

Section 6. Quorum; Manner of Acting at Board Meetings

Two directors present when a meeting is called to order shall constitute a quorum. If through resignation or other actions, there is only one Director present, then no further business may be enacted. An affirmative vote of a majority of the Directors at a meeting at which a quorum is present shall constitute action by the Board of Directors.

Section 7. Action by Unanimous Written Consent

Any action which is required to or which may be taken at a Board of Directors meeting may be taken without a meeting if consent in writing setting forth the proposed action is signed by all of the Directors then in office. Such consent shall have the same force and effect as a unanimous vote of all of the Directors.

Section 8. Removal

Any director may be removed, with cause, by the affirmative vote of the other two Directors.

Section 9. Resignation

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Any director may resign at any time by giving written notice to the President or Secretary. Such resignation shall take effect at the time specified therein or, if no time is so specified, shall take effect immediately and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Vacancies

Any vacancy occurring on the Foundation Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by action of the remaining Board of Directors. Each Director so appointed to fill a vacancy shall hold office until the next meeting of members at which Directors are elected, at which time the members shall elect a Director to fill such vacancy for the remainder of the respective term. Under these circumstances, the Board member filling the vacancy shall be considered an "acting" officer or Board member until replaced by the function of these Bylaws or at the next meeting of members at which Directors are elected. In this case, the Director may hold office in the "acting" capacity and continue on the Board as a Director for his/her unexpired term after the election.

Section 11. Executive Director

The Board of Directors shall have the authority to retain an Executive Director who shall serve as an administrative agent to the Foundation and carry out such duties and responsibilities as are determined from time to time by the Board of Directors. The Executive Director may serve at the request of the Board of Directors as an advisory member, without vote, of any Committee as hereinafter defined.

Section 12. Compensation of Directors

The Board of Directors shall serve without compensation but shall be reimbursed by the Foundation for reasonable expenses, if any, incurred in connection with attendance at any annual, regular or special meeting of the Board; provided, however, that receipts for such expenses shall be submitted to the Executive Director.

Article V

Parliamentary Authority

All meetings of the Foundation shall be governed by Robert's Rules or Order, Newly Revised, in all cases in which they are applicable and are not inconsistent with these Bylaws and any special rules of order this Academy may adopt.

Article VI

Ethics, Discipline and Representation

Section 1. General Principles

By specific action of the Foundation's Board of Directors, policies or positions relating to ethical issues, including conflict of interest may be adopted.

Section 2. Disciplinary Action

If any Director is in good faith believed to have violated the principles of Medical Ethics or the Bylaws of the Foundation or IAIME, or to be otherwise guilty of conduct justifying censure, suspension, or expulsion, any member may file charges against him or her. Such charges shall be made in writing to the other Director.

The decision of the Two (2) Directors shall be final.

Section 3. Representations

No individual shall represent himself or herself and no organization shall represent itself as a Director, member, nor use the name, designation, symbol(s) nor corporate seal of this Foundation or the Academy without the prior written approval of the Academy.

Article VII

Indemnification

Section 1. Indemnification and Insurance

(a) The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation by reason of the fact that he or she was a director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Academy, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) The Foundation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such

person is or was a director, officer, employee or agent of the Foundation, is or was serving at the request of the Foundation as director, officer, employee or agent of another foundation, association, college, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

(c) To the extent that the director, officer, employee or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (a) and (b), or defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under subsection (a) and (b) (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of

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the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- (a) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this section.
- (f) Indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (g) The Foundation may purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of the Academy, or who is or was serving at the request of the Foundation as a director, officer, employee or agent of another foundation, association,

corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this indemnification section.

Section 2. Enforcement of Bylaws and Policies.

All grantors, contributors and donors to the Foundation shall be required to hold harmless the Foundation, the IAIME, its Board of Directors, its officers, its members, its representatives, and its employees from all claims of damages of any kind that might arise out of the enforcement of these Bylaws or the Academy Bylaws and the Foundation or Academy Policies.

Article VIII
Amendments

Section 1. Amendments

Amendments to these Bylaws may be proposed by the Board. All amendments are actionable except as applying to Directors term of service and mission statement. Any amendments to these bylaws affecting Board of Director membership, terms of service or mission statement require a majority vote by the IAIME Board of Directors.

Article IX
Dissolution

Upon the dissolution or liquidation of the Foundation, the board of directors of the Foundation (the "Directors" or the "Board") shall: (1) pay or make provision for the payment of

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all the liabilities of the Foundation; and (2) return, transfer or convey all the property and assets of any nature of the Foundation to IAIME or, if IAIME is no longer operating, to a 501(c)(3) corporation organized and operated for purposes consistent with the purposes of the Foundation or otherwise in such manner as the Board shall so determine in accordance with the Act or any other applicable law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office is located, to such organization or organizations as such court shall determine, which are organized and operated for such purposes.