

**THE OREGON CHAPTER
OF THE AMERICAN COLLEGE OF PHYSICIANS**

BYLAWS

ARTICLE I

OFFICES

Section 1.1. The name of the Corporation shall be the Oregon Chapter of the American College of Physicians.

Section 1.2 The Corporation may have such offices as the Council (as defined hereinafter) may from time to time determine.

ARTICLE II

PURPOSES

Section 2.1. The purposes of the Chapter are exclusively charitable and educational 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 ACP. The Chapter is exempt from taxation pursuant to 501(c)(3) of the Internal Revenue Code.

Section 2.2. The Chapter is subject to the limitations and restrictions imposed on it by the Bylaws of the ACP or by any resolution passed by the Board of Regents of the ACP. If it does not comply with such restrictions the Chapter shall be required (without limiting any other actions which may be required of it), upon request of the ACP, to cease being a Chapter of the ACP or using the name of the ACP.

ARTICLE III

MEMBERSHIP

Section 3.1. Membership in the Chapter shall include members of the ACP whose mailing addresses for purposes of receiving notices and publications of the ACP are in Oregon or have been placed by the request of the member in the Oregon Chapter who apply to ACP to change their membership to the Oregon Chapter, and are accepted by the Oregon Chapter.

Section 3.2. Chapter members shall automatically be accorded the same class of membership as they hold in the ACP. Only Chapter members who belong to the Resident/Fellow, Member, Fellow, or Master class of membership shall be entitled to

49 hold an office of the Chapter or vote on Chapter matters.

50 **ARTICLE IV**

51 **MEETINGS OF MEMBERS**

52
53 **Section 4.1.** All meetings of the members shall be held at the registered office
54 or at such other place, either within or outside of Oregon, as the Governor's Advisory
55 Council (the "Council") determines.

56
57 **Section 4.2.** An annual meeting of the members shall be held each year.
58 Election of the Governor shall be conducted pursuant applicable ACP policy. The
59 Governor, or any two members of the Governor's Advisory Council or at least five
60 percent of the members of the Chapter entitled to vote upon written request delivered to
61 Chapter Staff, may call special meetings of the members at any time.

62
63 **Section 4.3.** Written notice of any meeting of members, stating the time, place,
64 and the general nature of the business to be transacted, shall be served not less than thirty
65 (30) nor more than one-hundred-eighty (180) days before such meeting, unless another
66 period of notice is allowed by statute.

67
68 **Section 4.4.** Except as may be otherwise provided by statute or by these
69 Bylaws, a quorum for the transaction of business at any meeting shall consist of those
70 members entitled to vote who are present in person. One or more members may
71 participate in any meeting by means of conference call or similar communications
72 equipment by means of which all persons participating in the meeting can hear and
73 communicate with each other, and all members so participating shall be deemed to be
74 present in person at the meeting.

75
76 **Section 4.5.** Except as may be otherwise provided by statute or by these
77 Bylaws, the vote of a majority of the members entitled to vote as of the record date who
78 are present in person shall decide any question brought before any meeting.

79
80 **Section 4.6.** For purposes of determining the members entitled to notice of a
81 member's meeting, to demand a special meeting, to vote or take other lawful action, the
82 Secretary shall prepare and maintain a list of the names, contact information and
83 membership dates of all members as of the record date which shall be the date 45 days
84 prior to the annual meeting. All meetings of the members and votes of the Chapter shall
85 be recorded by the Secretary.

86 **ARTICLE V**

87 **GOVERNOR'S ADVISORY COUNCIL**

88
89 **Section 5.1.** The Governor's Advisory Council shall consist of the Governor ,
90 who shall function as the president of the Chapter, the Governor-Elect, if any, Standing
91 Committee Chairs, Other Committee Chairs, three (3) or more additional Chapter
92 members ("At-Large Council Members") and any Chapter member of the National ACP
93

Board of Regents who lives in Oregon. The number of At-Large Council Members shall be set from time to time by the Governor's Advisory Council. The Governor shall be elected by the members of the Chapter. The At-Large Council Members shall be appointed by the Governor from nominations submitted to the Governor by the Local Nominations Committee. At-Large Council Members shall serve staggered four-year terms. Standing Committee Chairs and Other Committee Chairs shall serve until their successors are duly appointed by the Governor or elected by the respective committee.

Section 5.2. The Governor and all committees shall strive to reflect the chapter's composition consistent with Chapter's diversity policy in the appointment or election of members of the Governor's Advisory Council.

Section 5.3. Vacancies in Governor's Advisory Council positions other than the Governor shall be filled by appointment of the Governor. At-Large Council Members appointed to fill a vacancy shall complete the scheduled term for the vacant position and are then eligible to be appointed to serve a full term if nominated by the Local Nominations Committee. In the event of a vacancy in a Governor's Advisory Council position held by a Standing Committee Chair and Other Committee Chair, the Governor may appoint a committee member from the committee with the vacancy on the Governor's Advisory Council and such person shall serve until a replacement is duly elected by the committee.

Section 5.4. The Governor may remove any At-Large Council Member from the Governor's Advisory Council with or without cause. The Governor's Advisory Council may remove any Governor's Advisory Council Member upon a 2/3 majority vote of the Governor's Advisory Council with or without cause. Vacancies caused by such removal shall be filled pursuant to Section 5.3 of these Bylaws.

Section 5.5. Any Governor's Advisory Council Member may resign at any time by giving written notice to the Governor's Advisory Council or the Governor. Except as otherwise provided by law, any such resignation shall take effect upon the receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective. In the event the resignation is tendered to take effect at a future time, a successor may be appointed to take office when the resignation becomes effective.

Section 5.6. The duties of the Governor's Advisory Council shall be those ordinarily performed by a Board of Directors of a corporation. The Governor's Advisory 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 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.

Section 5.7. Governor's Advisory Council members shall not receive any stated salaries for their services, but by resolution of the Governor's Advisory Council, each Governor's Advisory Council member may be reimbursed for reasonable and necessary expenses incurred in discharging his or her duties as a Governor's Advisory Council member and in furtherance of the purposes of this Corporation; but nothing herein

145 contained shall be construed to preclude any Governor's Advisory Council member from
146 serving the Corporation in any other capacity and receiving compensation therefore.

147
148 **ARTICLE VI**
149 **GOVERNOR'S ADVISORY COUNCIL**
150 **MEETINGS**

151
152 **Section 6.1.** The meetings of the Governor's Advisory Council may be held
153 at any venue , or electronically, or by telecommunications or phone as designated by a
154 majority of the Governor's Advisory Council members or as may be designated in the
155 notice calling the meeting.

156
157 **Section 6.2.** Regular meetings of the Governor's Advisory Council shall be
158 held at least **four** times per year, at such times and places as shall be determined by
159 the Governor's Advisory Council. Notice of each regular meeting of the Governor's
160 Advisory Council shall specify the time and place (virtual or actual) of the meeting
161 and shall give each Council member at least 30 days' notice before the meeting.

162
163 **Section 6.3.** Special meetings of the Governor's Advisory Council may be
164 called by the Governor or upon written or electronic mail request of any two
165 members of the Governor's Advisory Council on 48-hours' notice to each
166 Governor's Advisory Council member. Notice of each special meeting of the
167 Governor's Advisory Council shall specify the time and place (virtual or actual) of
168 the meeting, and purpose of the meeting.

169
170 **Section 6.4.** A majority of Governor's Advisory Council members shall
171 constitute a quorum for the transaction of business, and the acts of a majority of the
172 Governor's Advisory Council members present at a meeting (in person, or electronic
173 or by telecommunications or phone) at which a quorum is present shall be the acts of
174 the Governor's Advisory Council, except as may be otherwise specifically provided by
175 statute or by these bylaws. If a quorum is not present at any Governor's Advisory
176 Council meeting, the Governor's Advisory Council members present may adjourn the
177 meeting. It is not necessary to give any notice of the adjourned meeting or of the
178 business to be transacted other than by announcement at the meeting at which such
179 adjournment is taken.

180
181 **Section 6.5.** Any regular or special meeting of the Governor's Advisory
182 Council may be held by telephone, telecommunications or electronic means, as long as
183 all Governor's Advisory Council members present are able to communicate with all
184 other members pursuant to ORS 65.212 or other applicable law.

185
186 **Section 6.6.** All actions taken via electronic mail or other electronic means
187 shall be conducted pursuant to ORS 65.212 or other applicable law. Any action which
188 may be taken at a meeting of the Governor's Advisory Council may be taken without a
189 meeting, using electronic mail or other electronic means as long as the following
190 conditions are met:
191

- 192 a) An affirmative vote of the majority of ~~the Council~~ Governor's Advisory Council
193 members who hold office at the time the Governor's Advisory Council takes an
194 action by means of electronic mail or by other electronic means is an act of the
195 board.
- 196 b) Before taking an action under subsection (6.6) of this section, the Chapter Governor
197 or administrator shall send to the electronic mail address that each Governor's
198 Advisory Council member provided to the Chapter for receiving communications
199 from the Chapter, an electronic mail announcement that states that the Governor's
200 Advisory Council will take the action.
- 201 c) This announcement must include a description of the matter on which the
202 Governor's Advisory Council will take action. The electronic mail announcement
203 must specify a deadline of not less than 48 hours after the time the Chapter sends the
204 announcement in which a Governor's Advisory Council member may record their
205 vote.
- 206 d) Notwithstanding subsection (a) of this section, the Chapter may not use electronic
207 mail or other electronic means to take action if the Chapter does not have a record of
208 an electronic mail address for **all** Governor's Advisory Council members.
- 209 e) The Governor's Advisory Council action under this subsection has the effect of a
210 meeting vote and the Chapter may describe the action as a meeting vote in any
211 document.
- 212 f) The Chapter shall include the electronic mail announcement described in this
213 subsection and a record of the Governor's Advisory Council members' votes in the
214 minutes for the Council meeting or shall file the announcement and record of the
215 Governor's Advisory Council member's votes in documents that reflect the action
216 that the Governor's Advisory Council took.
- 217 g) The Governor's Advisory Council action under subsection (a) of this section is
218 effective on the deadline specified in the electronic mail announcement described in
219 subsection (b) of this section, unless the announcement specifies a different effective
220 date or time.

221 222 **ARTICLE VII**

223 224 **OFFICERS**

225
226 **Section 7.1.** The officers of the Chapter shall be a Governor (who shall also
227 function as the president), a Secretary, a Treasurer (or one person may serve as Secretary-
228 Treasurer), and Governor-Elect, if any. The officers shall be members of the Chapter.
229

230 **Section 7.2.** The officer positions of Secretary and Treasurer shall be appointed
231 by the Governor from among the Governor's Advisory Council members. The
232 Governor-Elect may not serve as either the Secretary or Treasurer.
233

234 **Section 7.3.** The Governor's Advisory Council may appoint such other officers,
235 assistant officers and agents as the needs of the Chapter may require who shall hold their
236 positions for such terms, shall have such authority, and shall perform such duties as from
237 time to time shall be determined by resolution of the Governor's Advisory Council.
238

239 **Section 7.4.** Any officer (other than the Governor or Governor-Elect) may be

removed by the Governor's Advisory Council whenever, in its judgment, the best interests of the Chapter will be served thereby. If the office of any officer becomes vacant because of removal by the Governor's Advisory Council, death, resignation or any other reason, except for the office of Governor or Governor-Elect, such vacancy shall be filled by appointment by the Governor. Any person so appointed shall serve until a successor is elected by the election or at any special meeting of the members duly called for that purpose and held prior thereto. If the Governor ceases to serve, the Governor-Elect shall become Governor. In the absence of such Governor-Elect, a member selected by the Governor's Advisory Council in accordance with the Bylaws of the ACP shall serve as interim Governor.

Section 7.5. The expense allowances, if any, for all officers and agents of the Chapter shall be determined by the Governor's Advisory Council.

Section 7.6. The Governor shall be elected pursuant to the provisions of the Bylaws of the ACP, shall serve for such term, and shall perform such functions as are set forth in such Bylaws. The Governor shall:

- (1) preside at meetings of the members and of the Governor's Advisory Council.
- (2) attend meetings of the committees.
- (3) act as a liaison between the Chapter and (a) the College and (b) other Chapters.
- (4) report periodically to the College's Board of Governors on activities of the Chapter.
- (5) promote applications for membership and fellowship in the College and evaluate the recommendations of the Chapter's Membership Committee for such membership.
- (6) perform such other duties as the Governor's Advisory Council may prescribe or delegate to the Governor.

The Governor shall be the chief executive officer of the Chapter and shall see that all orders and resolutions of the Governor's Advisory Council and Chapter are carried into effect.

Section 7.7. 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 Governor's Advisory Council to some other officer or agent of the Chapter.

Section 7.8. The Governor-Elect, when selected, shall perform the functions of the Governor in the absence of the Governor.

Section 7.9. The Secretary shall attend all sessions of the Governor's Advisory Council and meetings of members and record all the votes of the Chapter and the minutes of all transactions. The Secretary shall cause appropriate notices of all meetings of the members and special meetings of the Governor's Council and shall perform such other duties as the Governor or Governor's may prescribe.

Section 7.10. The Treasurer shall maintain custody of the Chapter funds and securities, shall oversee keeping full and accurate accounts of receipts and disbursements, and shall assure deposit of all funds of the Chapter in such depositories as shall be designated by the Governor's Advisory Council. The Treasurer shall oversee paying all invoices and expenses of the Chapter and shall prepare and present to Governor's Advisory Council, as requested, but at least annually, a full and detailed report on all financial transactions and condition of the Chapter.

Section 7.11. If one individual serves as joint Secretary-Treasurer, they shall perform the duties of both roles as defined above.

ARTICLE VIII

COMMITTEES

Section 8.1. The Governor's Advisory Council may designate and create standing or temporary committees in addition to those provided for in these Bylaws. Such committees shall have such duties and responsibilities as the Governor's Advisory Council may deem appropriate provided, however all committees shall serve in an advisory capacity to the Governor's Advisory Council and may not exercise the authority of the Governor's Advisory Council. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Governor's Advisory Council or any individual member of any responsibility imposed upon him or her by law.

The Chapter's Standing Committees shall at a minimum, include: **Diversity, Equity, Inclusion and Membership Committee; Local Nominations Committee; Scientific Program Committee; Finance Committee; Health and Public Policy Committee.** Committee chairs shall be appointed by the Governor or elected by the committee members.

Section 8.2. The Governor shall annually appoint a **DEI/Membership Committee** consisting of a minimum of three members and at least two members of the Chapter who belong to the "Fellow" class of membership. Committee members shall serve a 1-year renewable term. The Governor shall serve as a voting member of the Committee.

The **DEI/Membership Committee** shall:

- (1) Develop a membership recruitment and retention plan that embraces and promotes a chapter membership which is diverse and inclusive, is representative of our communities and provides equal opportunity for participation, engagement and advancement to leadership positions for all members of the internal medicine community from student to senior physician.
- (2) Annually review the Chapter's Diversity, Equity and Inclusion policy and recommend updates in either the policy or the operation of the chapter as needed to the Governor's Council.
- (3) Upon the request of the Governor, review the qualifications of persons advancement to Fellowship in the ACP and when appropriate, recommend that such persons be endorsed by the Governor, for Fellowship. Those

336 candidates for Fellowship will be reviewed by the national Credentials
337 Subcommittee for recommendation for election consistent with the procedures
338 established in the bylaws of the ACP.

339 (4) Actively seek members who might qualify for Fellowship and encourage them
340 to apply for advancement.

341 (5) Actively seek nonmembers of the ACP who by their special background and
342 achievements might qualify for direct admission to Fellowship.

343
344 **Section 8.3.** The Governor shall at the appropriate time appoint a Chair for the
345 **Local Nominations Committee** who will compose a committee consisting of a
346 minimum of three members and that includes no less than two members of the
347 Governor's Advisory Council. Consideration regarding the Chapter's consistency with its
348 diversity policy must be made when appointing the Committee.

349
350 The **Local Nominations Committee** shall:

351 (1) Submit to the Executive Committee of ACP's Board of Governors the names
352 of up to two candidates for the position of Governor-Elect of the Chapter as
353 directed by the College. The candidate(s) must be nominated from among the
354 Chapter's Masters and Fellows, neither candidate having previously served as
355 Governor in that Chapter. The election process will be conducted pursuant to
356 the Bylaws of the ACP.

357 (2) The Committee may also submit to the Governor candidates from among the
358 Chapter membership to serve as At-Large Council Members. The Committee
359 shall consider the Chapter's Diversity Policy when selecting candidates to
360 serve on the Governor's Advisory Council.

361
362 **Section 8.4.** The Governor shall appoint a **Scientific Program Committee**,
363 consisting of a minimum of three members and including at least two Governor's
364 Advisory Council members. Committee members shall serve a 1-year renewable term.
365 The Committee shall plan scientific and educational meetings.

366
367 **Section 8.5.** The Governor shall appoint a **Finance Committee**, consisting of a
368 minimum of three members and including the Treasurer and at least two additional
369 Chapter Members. Committee members shall serve a 1-year renewable term.

370
371 The **Finance Committee** shall:

372 (1) Prepare an annual budget for financial or legal activities of the Chapter and
373 shall present the same to the Governor's Advisory Council for approval.

374 (2) Report annually to Governor's Advisory Council on variances to budget
375 greater than 10% of total chapter revenue.

376 (3) Ensure all Chapter finances are recorded and able to be audited.

377 (4) Ensure an accounting firm annually reviews Chapter finances as part of
378 annual IRS tax return submission.

379 (5) Review contracts and expenses of all hired staff of Chapter.

380 (6) Obtain an audit of Chapter activity when deemed necessary or if any review
381 by governmental taxing agency is requested.

382 (7) Meet three (3) times annually to review Chapter finances.

383 (8) Report to, and obtain approval from, the Governor's Advisory Council on all

384 matters involving the expenditure of Chapter funds.

385
386 **Section 8.6.** The Governor shall appoint a **Health and Public Policy**
387 **Committee**, consisting of a minimum of three members and including at least one
388 Governor's Advisory Council member. Committee members shall serve a 1-year
389 renewable term.

390
391 The **Health and Public Policy Committee** shall keep abreast of technological and public
392 policy developments in the areas of medical practice, health care and the organization and
393 delivery of health services and make such recommendations to the Governor's Advisory
394 Council as it deems appropriate.

395
396 **Section 8.7. Limits on Authority of Committees.** No committee may do any
397 of the following:

398 A. authorize distributions.

399
400 B. approve or recommend to the Governor's Advisory Council
401 dissolution, merger or the sale, pledge or transfer of all or substantially all
402 of the Corporation's assets.

403
404 C. adopt, amend or repeal the articles or Bylaws.

405
406 **Section 8.8. Term of Office.** Each member of a committee shall continue as
407 such until the next regular meeting of the Governor's Advisory Council near their annual
408 reappointment and until his/her successor is appointed, unless the committee shall be
409 sooner terminated, or unless such member be removed from such committee, or unless
410 such member shall cease to qualify as a member thereof.

411
412 **Section 8.9. Chair.** One member of each committee shall be appointed chair
413 by the Governor or at the Governor's discretion, be elected by the committee.

414
415 **Section 8.10. Vacancies.** Vacancies in the membership of any committee may
416 be filled by appointments made in the same manner as provided in the case of the original
417 appointments.

418
419 **Section 8.11. Quorum.** Unless otherwise provided by the Governor's Advisory
420 Council, a majority of the whole committee shall constitute a quorum and the act of a
421 majority of the members present at a meeting at which a quorum is present shall be the
422 act of the committee.

423
424 **Section 8.12. Rules.** Each committee may adopt rules for its own governance
425 consistent with these Bylaws or with rules adopted by the Governor's Advisory Council.

426
427 **Section 8.13. Other Committees.** Other committees not having and exercising
428 the authority of the Governor's Advisory Council in the management of the Corporation
429 may be appointed in such manner as may be designated by a resolution adopted by a
430 majority of the Governor's Advisory Council members present, and shall not be subject
431 to the provisions of the Oregon Nonprofit Corporation Act governing meetings, action

without meetings, notice and waiver of notice, and quorum and voting requirements of the Governor's Advisory Council. The Governor's Advisory Council may, from time to time, request such committees to provide the Board with a full and complete report when required.

ARTICLE IX

GENERAL PROVISIONS

Section 9.1. The Governor's Advisory Council shall submit annually to the members a full report of conditions and finances of the Chapter together with a review of its acts for the preceding year, either at the annual meeting or by written report. This report shall have been reviewed by the Finance Committee.

Section 9.2. All checks or demands for money and notes of the Chapter shall be signed by such officer or officers as the Governor's Advisory Council may from time to time designate.

Section 9.3. The fiscal year of the Chapter shall be from July 1 of one year to June 30 of the following year.

Section 9.4. Whenever, under the provisions of the statutes of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail, or electronically, or by recognized delivery service to the appropriate address appearing on the books of the Chapter or supplied by the member to the Chapter for the purpose of notice.

Section 9.5. Whenever any written 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 time stated therein, 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 notice of such meeting, except where a person attends a because the meeting was not lawfully called or convened.

Section 9.6. A Governor's Advisory Council member shall not be personally liable for monetary damages as Governor's Advisory Council member for any action taken, or any failure to take any action, unless the Governor's Advisory Council member has breached or failed to perform the duties of Governor's Advisory Council member and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to the responsibility or liability of a Governor's Advisory Council member pursuant to any criminal statute or the liability of a Governor's Advisory Council member for the payment of taxes pursuant to local, state or federal law.

Section 9.7. Subject to any limitations imposed by statutes, the Chapter shall indemnify any officer, Governor's Advisory Council member or employee 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, (and whether or not by, or in the right of, the Chapter) by reason of the fact that such person is or was a representative of the Chapter, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action 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 Chapter, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to these bylaws in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Chapter, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Chapter unless and only to the extent that the court determines 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 indemnity for such expenses that the court shall deem proper.

Section 9.8. Unless ordered by a court, any indemnification under section 9.7 or otherwise permitted by law shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct set forth under that section has been met. Such determination shall be made by the Governor’s Advisory Council by a majority vote of a quorum consisting of Governor’s Advisory Council members who were not parties to the action or proceeding; if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Governor’s Advisory Council members so directs, by independent legal counsel in a written opinion; or by the members.

Section 9.9. The dues shall be established by the Governor's Advisory 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 9.10. All dues, fees and assessments shall be collected by the ACP and remitted to the Chapter.

ARTICLE X

AMENDMENTS AND FUNDAMENTAL CHANGE

Section 10.1. The Articles of Incorporation or Bylaws may be altered, amended or repealed by a majority vote of the members entitled to vote thereon at any regular or special meeting duly convened after notice to the members of that purpose, or, unless

528 otherwise prohibited by law, by a majority vote of the members of the Governor's
529 Advisory Council at any regular or special meeting duly convened, subject always to the
530 power of the members to change such action by the Council members; provided however,
531 that no such fundamental change as the foregoing or such as a merger, division, or
532 dissolution shall be effective without the approval of the Board of Regents of the ACP.