



ASSOCIATION OF DIABETES CARE & EDUCATION SPECIALISTS BYLAWS

Revised August 2022

ARTICLE I – NAME

The name of the Association shall be the Association of Diabetes Care and Education Specialists, Inc., referred to herein as ADCES. ADCES is a nonprofit organization incorporated under the laws of the state of Illinois

ARTICLE II – PURPOSE

ADCES is a multidisciplinary association of health care professionals dedicated to integrating successful self-management as a key outcome in the care of people with diabetes and related conditions.

ARTICLE III - MEMBERSHIP

Section 1. CATEGORIES

Membership categories shall be Active, Associate, Industry, Student, Retired, and International.

Section 2. QUALIFICATIONS AND PRIVILEGES

The qualifications and privileges for the various categories of membership include:

- a. *Active Member* shall be a healthcare professional with an interest in the development, delivery or administration of diabetes patient or professional education or in diabetes research. An Active Member shall have the right to vote, to make nominations, and to chair, serve and vote on committees, and other privileges as determined by the Board of Directors. Active members who are employed by a company that is in the business of sales or marketing of diabetes pharmaceuticals, supplies or equipment shall not be eligible to stand for national elective office or a directorship position.
- b. *Associate Member* shall be a person with an interest or involvement in diabetes education who does not qualify for other member categories. An Associate Member shall have the right to vote, to make nominations, and to serve or chair committees. An Associate Member shall not be entitled to stand for a national elective office, or to hold a member elected directorship position.
- c. *Industry Member* shall be a non-healthcare professional who is employed by a company that is in the business of the sales or marketing of pharmaceuticals, supplies, equipment, or services to the diabetes market. An Industry Member shall not be entitled to vote, to make nominations, to stand for elective office, to serve or chair committees, or to hold a member elected directorship position.
- d. *Student Member* shall be any full time student or trainee in any health profession program. Student membership shall be granted when accompanied by evidence of enrollment in a health profession program. A Student Member shall have the right to vote, to make nominations, and serve but not chair committees. A Student Member shall not be entitled to stand for a national elective office, or to hold a member elected directorship position.
- e. *Retired Member* shall be any individual who has been an Active Member of ADCES for at least three (3) consecutive previous years, is retired from his/her position and is no longer employed. A Retired Member shall have all the privileges of Active Membership except the right to stand for a national elective office or to hold a member elected directorship position.

- f. *International Member* shall be a healthcare professional with an interest in the development, delivery or administration of diabetes patient or professional education or in diabetes research who is not a USA citizen/resident. An International Member shall have the right to vote, to make nominations, to serve but not chair committees. An International Member shall not be entitled to stand for a national elective office, or to hold a member elected directorship position.

Section 3. APPLICATION FOR MEMBERSHIP

All applicants for membership shall complete and return to ADCES the forms and payments required by ADCES for membership applicants. The applicant, by such application and as a condition for membership, shall subscribe to the principles and Code of Ethics of the Association.

Section 4. GOOD STANDING

A member who continues to meet eligibility requirements and whose dues or other charges accrued are paid for the current ADCES fiscal year shall be considered a member in good standing.

Section 5. SUSPENSION AND TERMINATION

Membership shall be terminated and all membership privileges shall cease under any of the following conditions:

- a. The member ceases to be eligible under at least one of the membership classifications specified in these bylaws.
- b. The member's dues or other charges accrued are not paid
- c. Membership may be suspended or terminated for cause in accordance with procedures approved by the Board of Directors.

ARTICLE IV – FINANCES

Section 1. FISCAL AND MEMBERSHIP YEAR

The fiscal year and the membership year of ADCES shall be as determined by the ADCES Board of Directors.

Section 2. DUES

- a. All categories of membership shall pay such annual dues as determined by the Board of Directors.
- b. The annual dues for all categories of membership shall include such membership benefits, beyond the membership privileges set forth elsewhere in these bylaws as determined by the Board of Directors.

Section 3. REFUNDS

No dues, or fees or other charges shall be refunded to any person who terminates membership after the first 30 days of the membership year.

Section 4. MAINTENANCE OF FUNDS

The Board of Directors is empowered to make agreements for the investment of the funds of ADCES and the employment of investment advisors, banks and auditors.

ARTICLE V – MEETINGS OF MEMBERS AND VOTING

Section 1. Annual Business Meeting of the Membership

- a. The annual business meeting shall be held at a time and place determined by the Board of Directors.
- b. Written notice of the place, day and hour of the business meeting shall be sent to all members not less than 30 nor more than 60 days before the date of the meeting. Notice may be sent via mail, fax, e-mail other electronic means and may be posted on the association website.
- c. In the event of an emergency the board may postpone or cancel the Annual Business Meeting

Section 2. Special Business Meeting

- a. Special meetings of the membership may be called by the Board of Directors which shall determine its purpose.
- b. Except in the case of emergency, notice of the place, day, hour and the purpose of the meeting shall be sent to members not less than thirty days before the date of the meeting. Notice may be sent via mail, fax or by other electronic means.

Section 3. Quorum

Fifty voting members shall constitute a quorum for the transaction of business at any business meeting.

- Section 4. Powers reserved to the Membership assembled at the annual or special meeting
- a. Amend the bylaws upon recommendation of the Board of Directors
 - b. Review and comment on the annual report of the Board of Directors.
 - c. Remove directors
 - d. Conduct other business that may properly come before it.
- Section 5. Additional Powers reserved to the Membership that may be taken outside of a meeting
- a. The Board of Directors may authorize that a vote for any powers enumerated in this section be taken by mail or electronic transmission.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. COMPOSITION

The Board shall be composed of:

- a. the President, the President-elect, and the Treasurer
- b. the Immediate Past President, who succeeds to that office from the Presidency
- c. the Secretary/Chief Executive Officer, hired by the Board and serving without vote
- d. twelve (12) additional directors, all elected by the voting membership
- e. the ADCES Member Affiliates Liaison who serves as an ex-officio member of the Board of Directors with voting privileges, elected by the voting membership in a separate category on the ballot every two years.
- f. one (1) director, with voting privileges, elected by the outgoing Board to represent unique perspectives or skills deemed necessary to advance the strategic plan.

Section 2. TERM OF DIRECTORSHIP

- a. Directors who are elected by the membership serve for one term of three years beginning on the first day of the calendar year immediately following their election.
- b. The Director who is elected by the Board serves for one term of two years beginning on the first day of the calendar year immediately following their election.
- c. A Director is eligible to serve a maximum of two terms. A member elected director who has served one full three-year term is ineligible for reelection until at least one year has elapsed.
- d. In the event of a vacancy in the position of a member elected Director, the next candidate in line by number of votes from the most recent slate of candidates will be asked to fill the vacancy for the unexpired term.

Section 3. REMOVAL FROM OFFICE

- a. If the membership of the Association determines that it is in the best interest of the Association, it may vote to remove a director at any annual meeting of the membership. A director may be removed by the affirmative vote of two-thirds of the members present and voting when such vote is taken.
- b. A director who has missed two or more consecutive meetings of the Board and has failed to obtain prior approval from the President for those absences shall be deemed to have resigned and the director position shall be declared vacant. The vacancy shall be filled in accordance with Article VI, Section 2. (c) of these bylaws.

Section 4. DUTIES

The Board of Directors shall, within the limits of these bylaws, control and direct the affairs of the Association, determine its policies, actively prosecute its purposes and administer its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its duties, appoint such agents as it may consider necessary.

Section 5. MEETINGS

- a. The Board shall meet no less than twice a year, at such times as determined by the Governance Committee and called by written notification from the President.
- b. The Board may make decisions by mail or electronically transmitted votes. Issues voted upon in this manner require unanimous, written consent.

- c. The Board may make decisions during a telephone conference call, video conference call or other meeting conducted by electronic means through which all persons participating in the meeting can communicate with each other, provided that a quorum is present and participating in the call. Votes taken during telephone or video conference calls require majority vote of Board members who are party to the call.

Section 6. QUORUM OF THE BOARD OF DIRECTORS

A majority of the voting members of the Board currently in office shall constitute a quorum.

ARTICLE VII - OFFICERS

Section 1. NAME

The officers of ADCES shall be a President, a President-elect, a Treasurer and an Immediate Past President. The Board of Directors shall employ Chief Executive Officer, who shall serve as secretary and shall be an ex-officio officer of the Association without vote.

Section 2. ELIGIBILITY

Only a current member of the Board of Directors or a previous member of the Board who has been off the Board for no more than two years is eligible to be a candidate for an officer position.

Section 3. TERM

a. All officers, except for the Chief Executive Officer/Secretary, shall hold office for a term of one year beginning on the first day of the calendar year immediately following their election.

b. There is no limit to the number of years the Chief Executive Officer may serve as secretary.

Section 4. VACANCY

In the event the office of President becomes vacant, the President-elect shall serve as President for the unexpired term. Vacancies in the office of President-elect or Treasurer shall be filled by election by the Board of Directors. In the event the office of Immediate Past President becomes vacant, the office shall remain vacant until the current President completes her or his term. A vacancy in the non-elective office of Secretary/Chief Executive Officer shall be filled by an individual chosen by the Board of Directors, appointed by the President to serve as interim Secretary until a new Secretary/Chief Executive Officer is hired.

Section 5. REMOVAL OF ELECTED OFFICERS

If the Board determines that it is in the best interest of the Association, it may vote to remove an elected officer. An elected officer may be removed by the affirmative vote of two-thirds of the Board members present and voting when such vote is taken.

Section 6. DUTIES

a. *President.* President shall serve as presiding officer of all regular and special meetings of the general membership, Board of Directors and Governance Committee; shall be an ex-officio member of all committees except the Nominating Committee; shall make all required appointments of standing and special committee and task force chairs; shall perform such other duties as are assigned by these Bylaws or the Board of Directors.

b. *President-elect.* The President-elect shall assume the duties of the President in the temporary absence of the President, and shall perform such other duties as assigned by these Bylaws and the Board of Directors. The President-elect shall automatically succeed to the presidency for the next term.

c. *Treasurer.* The Treasurer shall oversee the financial affairs of the Association and take appropriate action regarding the finances of ADCES at the direction of the Board of Directors and shall perform such other duties as are assigned by these Bylaws and the Board of Directors.

d. *Chief Executive Officer.* The Chief Executive Officer shall serve as Secretary for the Association, shall perform all duties of Secretary as required by Illinois statutory law, shall oversee the proper recording of the proceedings of the general membership, Board of Directors and Governance Committee, shall manage and direct activities of the Association as approved by the Board of Directors and shall be responsible to the Board and shall perform other duties as assigned by these bylaws and the Board of Directors.

e. *Immediate Past President.* The Immediate Past President shall chair the Nominating Committee and shall perform such other duties as are assigned by these Bylaws and the Board of Directors.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. ELECTIONS

Annually, there shall be the election of a President-elect, a Treasurer, and a sufficient number of directors to maintain a total of twelve non-officer directors, and four members of the Nominating Committee.

Section 2. NOMINATING COMMITTEE

a. Nominating Committee shall be composed of the Immediate Past President as chair and four elected members.

Section 3. NOMINATIONS.

- a. The Nominating Committee shall present to the voting membership of ADCES a slate of at least one candidate for each of the elective offices of President-elect, Treasurer, at least one candidate for each director position to be elected, and no less than five candidates for the next year's Nominating Committee.
- b. Applications for officers and directors and Nominating Committee members are to be made to the Nominating Committee by electronic means. The applications must be received by the Nominating Committee no later than the deadline established according to the approved policies and procedures of the Nominating Committee.
- c. Active members of ADCES and current members of the Board of Directors are eligible for write-in candidacy for elected director positions in accordance with approved policies and procedures.
- d. Selection of candidates for elected director positions shall be based on self-nominations, write-ins, and/or discretion of the Nominating Committee operating under approved policies and procedures. Candidates for member elected Director positions must be active members of ADCES for at least three years.

Section 4. ELECTION PROCEDURE

- a. The slate of nominees presented by the Nominating Committee to the voting membership of ADCES shall be placed on ballots, which shall be distributed by mail or electronic means to all eligible voting members of ADCES. Votes are to be cast by the date established by the Nominating Committee and shall be cast in the manner provided by the Nominating Committee, which may include submission by mail or electronic means. Votes received after the deadline established by the Nominating Committee will not be accepted for tally.
- b. The President-elect, Treasurer, and member elected Director(s) shall be elected by a plurality of the votes cast for each office. Member elected Director positions and the members of the Nominating Committee shall be elected by a plurality of votes cast by all active members for each respective position.
- c. The four candidates receiving the highest number of votes cast for the Nominating Committee membership shall be elected to the Nominating Committee.
- c. The newly elected officers, Board members and Nominating Committee members shall assume their responsibilities beginning on the first day of the calendar year immediately following their election.

ARTICLE IX – COMMITTEES

Section 1. GOVERNANCE COMMITTEE

- a. There shall be a Governance Committee of the Board of Directors which shall be responsible for coordinating the work of the Board and of any governing committees that the Board establishes; for developing the Boards in terms of its composition and its members' governing skills; for maintaining the Board-Chief Executive Officer partnership; and for carrying out other duties as prescribed for it in the ADCES Bylaws and by Board resolution.
- b. The Governance Committee shall be empowered to act on behalf of the full Board of Directors only in emergency situations where it is not practical to convene or poll the full Board of Directors.
- c. The Governance Committee shall consist of the Board President (who shall chair the Governance Committee), the other Officers of ADCES, the chairs of any Board governing committees that the Board shall establish, and the Chief Executive Officer.

Section 2. BOARD GOVERNING COMMITTEES

- a. The Board of Directors may establish Board governing committees that are not otherwise enumerated in these Bylaws as it deems necessary to assist in carrying out its governing responsibilities. Such governing committees

shall be recommended by the Board's Governance Committee and shall be established by passage of a resolution by a simple majority of the Board. Board governing committees shall consist only of Board members, and the Board President shall appoint Board committee chairs and assign Board members to the Board committees. A Board governing committee may not exercise the powers of the Board with respect to management of the affairs of ADCES, and can take action on behalf of the full Board only as explicitly specified in these Bylaws and in formal Board committee guidelines adopted by the Board of Directors by formal resolution.

Section 3. OTHER COMMITTEES AND TASK FORCES

- a. The Board of Directors, on the recommendation of its Governance Committee, may establish, configure, and dissolve other committees and task forces as necessary for the effective conduct of ADCES business.

ARTICLE X – MEMBER AFFILIATES

Member Affiliates are defined as formal communities within ADCES that form to bring members together based on location, interest, discipline or task. They are driven by members' need to network and affiliate within ADCES. These communities may be formed at the local, state or regional levels or around unique practice areas, in accordance with procedures as approved by the ADCES Board of Directors. Members of these communities must maintain ADCES membership.

ARTICLE XI – INDEMNIFICATION

The Association shall indemnify any and all persons who serve as officers, directors, committee members, or employees of the Association, and their respective heirs and personal representatives against any and all expenses incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party by reason of having been an officer, director, committee member, or staff member of the Association, except to the extent the director, officer, committee member or staff member is adjudged to have been guilty of actual negligence, or misconduct in the performance of duty to the Association. The indemnification may include any amount paid to satisfy a judgment or to compromise or settle a claim. Advance indemnification may be made if the director, officer, committee member or staff member agrees to reimburse the Association if it is subsequently determined that the director, officer, committee member or staff person is not entitled to indemnification.

ARTICLE XII – DISSOLUTION

If this Association is dissolved at any time, its assets shall be distributed to similar not-for-profit organizations to be selected by the Board of Directors.

ARTICLE XIV - AMENDMENTS

Section 1. These bylaws may be amended on the recommendation of the Board of Directors and approved by a mail or electronic vote of the entire membership eligible to vote, providing that the number of votes cast is at least equal to the number of members necessary for a quorum at a face-to-face meeting and that a majority of the ballots cast by members eligible to vote is in favor of the amendment(s). The proposed amendment(s) must be submitted in writing to all eligible voting members at least 30 days prior to voting being closed.

Section 2. These bylaws also may be amended at any business meeting on the recommendation of the Board of Directors and approved by a majority of the general membership present and eligible to vote, providing that the amendment has been submitted in writing to all eligible voting members at least 30 days prior to the convening of the meeting. Such written notice of proposed amendments to the members may be provided in any official publication of the Association that is distributed to all eligible voting members.

Section 3. These bylaws also may be amended without written notice to members at any business meeting of ADCES on recommendation of the Board of Directors and on unanimous vote of the general membership present and voting.

Amended September 1987
Amended August 1988
Amended August 1989
Amended September 1990
Amended September 1991

Amended August 1992
Amended August 1994
Amended August 1995
Amended August 1999
Amended August 2002

Amended August 2003
Amended August 2005
Amended June 2007
Amended March 2008
Amended November 2008
Amended October 2010

Amended March 2011
Amended April 2013
Amended August 2016
Amended December 2019
Amended August 2022

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