

**BYLAWS  
OF  
ILLINOIS ASSOCIATION OF COLLEGIATE  
REGISTRARS AND ADMISSIONS OFFICERS**

***ARTICLE I***

Purpose

The purpose of the Illinois Association of Collegiate Registrars and Admissions Officers is exclusively educational to promote the advancement of higher education; specifically to advance the profession, and the functionality of the Admissions, Inter-School Relations, Registration and Records and Enrollment Management offices through, but not limited to, the holding of meetings, publishing of newsletters, conducting research studies and the dissemination of information to persons of interest engaged in activities consistent with the purposes of the association and serving as liaison for educational and governmental agencies.

***ARTICLE II***

Office

The association is registered in the State of Illinois; a registered agent whose business office is identical with such registered office and may have other offices within the state.

***ARTICLE III***

Membership

SECTION 1. QUALIFICATIONS: Only personnel performing Admissions, Inter-School Relations, Registration and Records and Enrollment Management functions shall be so designated.

SECTION 2. CLASSES OF MEMBERS. The association shall have five classes of members. The designation of each class shall be as follows:

(a) INSTITUTIONAL MEMBERSHIP. Institutional membership shall be open to institutions of higher learning located in the State of Illinois that are listed in the current AACRAO "Transfer Practices of Selected Educational Institutions." Institutions not so listed may also be approved for membership. Each institutional member shall designate a person to represent such institutional member which designee shall be known as an institutional member representative. One or more alternate institutional member representatives may be designated by each institutional member which alternates shall act for an institutional member in the absence of the

institutional member representative. Institutions of complex organization shall hold an institutional membership for each separate organized campus.

(b) INDIVIDUAL MEMBERSHIP. Individual membership shall be open to individuals employed by institutional members who perform Admissions, Inter-School Relations, Registration and Records and Enrollment Management functions.

(c) AFFILIATE MEMBERSHIP. Affiliate membership shall be those individuals representing organizations which, while non-collegiate, are found to have purposes parallel to those of the association and desire to participate in its activities on a non-voting basis and are approved for this status by the executive board. There shall be an annual fee of \$50.00 for each individual who participates as an affiliate member.

(d) HONORARY MEMBERSHIP. Individuals no longer eligible for individual membership in the association may be elected to honorary membership by the executive board.

(f) RETIREE MEMBERSHIP. Retiree membership shall be those individuals retired from the profession of Admissions, Inter-School Relations, Registration and Records, and Enrollment Management functions.

SECTION 3. VOTING RIGHTS. All voting rights are reserved to institutional member representatives and individual members. Each member shall be entitled to one vote on each matter submitted to a vote.

SECTION 4. TRANSFER OF MEMBERSHIP. Membership in this association is not transferable or assignable.

SECTION 5. MEMBERSHIP CERTIFICATES. No membership certificates of the association shall be required.

## ***ARTICLE IV***

### Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the membership shall be held in October of each year for the transaction of such business as may come before the association, including but not limited to the presentation of the slate of officers, approving an association budget and amendments to the bylaws.

SECTION 2. SPECIAL MEETING. Special meetings of the members may be called by the president or the executive board, or not less than one-tenth of the membership having voting rights, for the purpose or purposes stated in the calling of the meeting.

SECTION 3. LOCATION OF THE ANNUAL MEETING. The executive board shall determine the date, time and location (within or outside the State of Illinois) of the annual and/or special meetings. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the association in the State of Illinois.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in the case of a removal of one or more officers, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed delivered when the notice is transmitted by electronic means to the email address or other contact information appearing on the records of the association. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) on behalf of all the members entitled to vote with respect to the subject matter thereof, or (ii) on behalf of the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only: (1) if, at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the association action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 6. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the executive board of the association may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

SECTION 7. QUORUM. The holders of one-quarter of the votes which may be cast at a meeting of members of the association, represented in person, shall constitute a quorum for consideration

of any matter at any meeting of members; provided that if less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. Individual members shall be represented by their institution's member representatives or an alternate representative. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Not For Profit Corporation Act, the articles of incorporation or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 8. VOTING. Each member in attendance at the Annual meeting is entitled to a vote.

SECTION 9. VOTING BY BALLOT. Voting on any question or in any election may be by a voice vote unless the chair of the meeting shall order or any member shall demand that voting be done by secret ballot.

## **ARTICLE V**

### **Officers**

SECTION 1. OFFICERS. The officers of the association shall be the president, the president-elect, the most recent past president, the professional activities officer, the treasurer, the treasurer-elect, the secretary, and the equal educational opportunities officer.

SECTION 2. ELECTION. The officers of the association shall be elected annually by the membership at its regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled at any meeting of the executive board.

### **SECTION 3. TERM OF OFFICE**

Each officer shall hold office until his or her successor shall have been duly elected or appointed and qualified, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 4. PRESIDENT. The president shall serve only one term of one year in the office of president. The president shall assume the office of president after serving as president-elect. The president shall be the principal executive officer of the association. Subject of the direction and control of the executive board, he or she shall be in charge of the business and affairs of the association; he or she shall see that the resolutions and directives of the executive board are carried into effect except in those instances in which that responsibility is assigned to some other person by the executive board; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the executive board. The president shall preside at all meetings of the members and of the executive board. Except in

those instances in which the authority to execute is expressly delegated to another officer or agent of the association or a different mode of execution is expressly prescribed by the executive board or these bylaws, he or she may execute for the association any contracts, deeds, mortgages, bonds, or other instruments which the executive board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the association and either individually or with the treasurer, or any other officer thereunto authorized by the executive board, according to the requirements of the form of the instrument. The president may vote all securities which the association is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the association by the executive board.

SECTION 5. PRESIDENT-ELECT. The president-elect shall become president at the end of his or her term as president-elect. The president-elect shall succeed to the presidency should that office become vacant and, under such circumstance, shall be eligible in the following year for a full term as president. The president-elect shall assist the president in the discharge of his or her duties and shall perform such other duties as from time to time which may be assigned to him or her by the president or the executive board. The president-elect shall be responsible for the coordination of the annual conference and shall serve as chair on the annual conference's program committee.

SECTION 6. MOST RECENT PAST PRESIDENT. The most recent past president shall, after having served as president, remain a member of the executive board for one additional year. The most recent active past president shall perform such duties as from time to time may be assigned to him or her by the president or the executive board. The most recent past president shall be responsible for the association scholarship initiative and shall serve on the annual conference's program committee.

SECTION 7. PROFESSIONAL ACTIVITIES OFFICER. The professional activities officer shall serve a term of two years. The professional activities officer shall be responsible for coordinating the activities of the association's district organization through the district chairs. The professional activities officer shall appoint, in cooperation with the district chairs, members of the professional activities committees established by the executive board. The professional activities officer shall oversee all professional activities of the association, including workshops and seminars officially sponsored by the association, an association district, or an association committee. The professional activities officer shall be responsible for the implementation process of the 'Bright Ideas Award' at the annual meeting and shall serve on the annual conference's program committee.

SECTION 8. TREASURER. The treasurer shall be the principal accounting and financial officer of the association. He or she shall serve for a term of two years and shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the association; (b) have charge and custody of all funds and securities of the association, and be responsible thereof, and for the receipt and disbursement thereof; (c) perform all the duties assigned to him or her by the president or by the executive board, and (d) maintain the membership roster of the association. If required by the executive board, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the executive board

shall determine. The treasurer shall serve on the annual conference's program committee.

SECTION 9. TREASURER-ELECT. The treasurer-elect shall be elected every other year to serve in the second year of the incumbent treasurer's term. The treasurer-elect shall serve for a term of one year and shall succeed at the end of such year to the office of treasurer. The treasurer-elect shall assist the treasurer in the collection of membership dues, maintenance of the membership roster and maintenance of the financial records of the association and perform such other duties as from time to time may be assigned to him or her by the treasurer, the president or the executive board.

SECTION 10. SECRETARY. The secretary shall serve for a term of three years and shall: (a) record the minutes of the meetings of the members and of the executive board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the association records and of the seal of the association; (d) keep a register of the post office address of each member of the executive board which shall be furnished to the secretary by such member; (e) in the absence of an archivist, maintain the historical records of the association, including the official archives of the association; and (f) perform all duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the president or by the executive board. The secretary shall serve on the annual conference's program committee.

SECTION 11. EQUAL EDUCATIONAL OPPORTUNITIES OFFICER. The equal educational opportunities officer shall be elected for a term of two years and shall serve as an advocate for affirmative action encouraging the participation of minorities in the association. The equal educational opportunities officer shall advocate affirmative action within and without the association and shall serve on the association's nominating committee and its annual program committee. The equal educational opportunities officer shall represent the association at each meeting of AACRAO dealing with affirmative action issues. Any individual shall serve only one term as the equal educational opportunities officer.

SECTION 12. DISTRICT CHAIRS. The district chairs are selected by each of the districts referred to in Article VIII hereof and shall automatically serve as members of the executive board during their term of office. Each district chair shall serve on the annual conference's program committee and shall be responsible for providing the editor of The Chronicle with minutes of each district meeting. District chairs shall recommend individuals from their districts to serve on the professional activities committees.

SECTION 13. COMPENSATIONS. The members of the executive board of the association shall serve without compensation. The members of the executive board shall be entitled to reimbursement of expenses pertaining to association business.

#### SECTION 14. INSTALLATION OF OFFICERS

The newly elected officers shall take place at the annual business meeting of the association.

## **ARTICLE VI**

### Executive Board

SECTION 1. GENERAL POWERS. The affairs of the association shall be managed by or under the direction of its executive board.

SECTION 2. MEMBERSHIP. The officers of the association and the five district chairs shall constitute the executive board of the association. The editor of The Chronicle, the website manager, and the archivist shall be nonvoting ex-officio members of the executive board.

SECTION 3. REGULAR MEETINGS. The regular pre-conference and post-conference annual meetings of the executive board shall be held at the time and location stated in the official program for the annual conference. The executive board may provide, by resolution, the time and place for the holding of additional regular meetings of the executive board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the executive board may be called by or at the request of the president or any two members of the executive board. The person or persons authorized to call special meetings of the executive board may fix any place as the place for holding any special meeting of the executive board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the executive board shall be given at least five days previous thereto by written notice to each executive board member at his or her address as shown by the records of the association except that no special meeting of the executive board may remove a member of the executive board unless written notice of the proposed removal is delivered to all executive board members at least 20 days prior to such meeting. Such notice shall be deemed delivered when the notice is transmitted by electronic means to the email address or other contact information appearing on the records of the association. Notice of any special meeting of the executive board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of an executive board member at any meeting shall constitute a waiver of notice of such meeting, except where an executive board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 6. QUORUM. A majority of the members of the executive board shall constitute a quorum for the transaction of business at any meeting of the executive board, provided that if less than a majority of the members of the executive board are present at said meeting, a majority of those present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the members of the executive

board present at a meeting at which a quorum is present shall be the act of the executive board, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No member of the executive board may act by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the executive board other than a vacancy in a district chair's position shall be filled by the executive board unless the articles of incorporation, a statute or these bylaws provide that a vacancy occurring shall be filled in some other manner, in which case such provision shall control. A vacancy in any district chair's position shall be filled by the institutional members located in the district in question. A member of the executive board elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF EXECUTIVE BOARD MEMBER. A member of the executive board may resign at any time upon written notice to the executive board. A member of the executive board may be removed with or without cause, as specified by statute.

SECTION 10. INFORMAL ACTION BY EXECUTIVE BOARD. The authority of the executive board may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the executive board entitled to vote.

SECTION 11. PRESUMPTION OF ASSENT. A member of the executive board of the association who is present at a meeting of the executive board at which action on any association matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a member of the executive board who voted in favor of such action.

## ***ARTICLE VII***

### **Committees, Commissions and Advisory Boards**

SECTION 1. COMMITTEES. The executive board, by resolution adopted by a majority of the members thereof, may designate one or more committees each of which will consist of two or more members of the executive board and such other persons as the executive board designates provided that a majority of each committee's membership are members of the executive board. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the executive board in the management of the association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the executive board, or any individual executive board member, of any responsibility imposed upon it, him or her by law.

SECTION 2. PROFESSIONAL ACTIVITIES COMMITTEES. The executive board may



designate or create professional activities committees to promote the purposes of the association. The professional activities officer, in conjunction with the five district chairs, appoints members of the association to serve on these committees. The professional activities officer coordinates and oversees these committees. Such committees may not act on behalf of the association or bind it to any actions, but may make recommendations to the executive board.

**SECTION 3. COMMISSIONS OR ADVISORY BODIES.** Commissions or advisory bodies not having and exercising the authority of the executive board may be designated or created by the executive board and shall consist of such persons as the executive board designates. A commission or advisory body may or may not have members of the executive board as members, as the executive board determines. The commission or advisory body may not act on behalf of the association or bind it to any actions but may make recommendations to the executive board or to the officers of the association.

**SECTION 4. TERM OF OFFICE.** Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the members of the association and until his or her other successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the executive board, or unless such member shall cease to qualify as a member thereof.

**SECTION 5. CHAIR.** One member of each committee, advisory board or commission shall be appointed chair.

**SECTION 6. VACANCIES.** Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

**SECTION 7. QUORUM.** Unless otherwise provided in the resolution of the executive board designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee, advisory board or commission.

**SECTION 8. RULES.** Each committee, advisory board or commission may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the executive board.

**SECTION 9. INFORMAL ACTION.** The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members.

## **ARTICLE VIII**

### Districts

SECTION 1. The State of Illinois shall be divided into five districts (Northeast, Northwest, West Central, East Central and Southern). The boundaries of each district indicated on the map attached to these bylaws as Exhibit A. The district map shall be deemed to be part of these bylaws.

SECTION 2. The officers of each district shall be the district chair, and the district chair-elect.

SECTION 3 DUTIES OF DISTRICT OFFICERS. The district chair shall represent the district on the executive board and shall be the executive officer of the district. The district chair-elect shall be responsible for maintaining the records of the district association.

SECTION 4. During the annual meeting, the voting members located in each district shall select a district chair-elect who shall serve for a term of one year. The district chair-elect shall succeed to the office of district chair at the end of his or her term of office or, in the event that the incumbent district chair for any reason is no longer able to serve, on the date such incumbent leaves office. A district chair-elect succeeding to the office of district chair as a result of the inability of an incumbent district chair to complete his or her term of office shall complete the term of office of the incumbent district chair and shall serve a full one year term as district chair commencing after such partial term. In the event that the district secretary is required to serve as district chair, a new district chair-elect shall be elected to complete the term of the incumbent district chair-elect who has succeeded to the office of district chair.

## **ARTICLE IX**

### Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The executive board may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall be determined by resolution of the executive board. In the absence of such determination by the executive board, such instruments shall be signed by the treasurer and countersigned by the president of the association.

SECTION 3. DEPOSITS. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the executive board may select.

SECTION 4. GIFTS. The executive board may accept on behalf of the association any contribution, gift, bequest or devise for the general purposes or for any special purpose.

SECTION 5. IACRAO will maintain a reserve fund to pay for significant and unexpected expenditures (i.e. cancelling an annual conference) incurred by the organization. The amount in the reserve fund should be maintained at a level of no less than the organization's total operational expenses for the previous fiscal year. Should monies from the reserve fund need to be spent, the officers of the organization (president, president-elect, most recent active past president, professional activities officer, treasurer, treasurer-elect, secretary, and equal educational opportunities officer) must approve the request to spend reserve funds by a majority vote. If the vote results in a tie, the entire executive board will vote on whether to approve the spending of monies from the reserve fund. If the request is approved, the treasurer must notify the membership at the next annual conference that money from the reserve fund has been spent.

## ***ARTICLE X***

### Books and Records

The association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, executive board and committees having any of the authority of the executive board, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

## ***ARTICLE XI***

### Fiscal Year

The fiscal year of the association shall be July 1st through June 30th.

## ***ARTICLE XII***

### Dues

SECTION 1. ANNUAL DUES. The membership shall determine the amount of the annual dues payable to the association by institutional members and individual members, and a different dues rate may be established for each such class of members. Honorary and Retirees members are not

required to pay dues.

SECTION 2. PAYMENT OF DUES. Dues shall be payable beginning the first day of July of each year.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any institutional or individual member shall be in default in the payment of dues for a period of twelve months from the beginning of the period for which such dues became payable, such membership may thereupon be terminated by the executive board in the manner provided in Article III of these bylaws.

### **ARTICLE XIII**

#### Seal

The corporate seal shall have inscribed thereon the name of the association and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereto and the use of the corporate seal is not mandatory.

### **ARTICLE XIV**

#### Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the association, 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 equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

### **ARTICLE XV**

#### Indemnification

The association shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, executive board member, officer, employee or agent of the association and each person who serves or served at the request of the association as an executive board member, director or officer of another corporation or association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person

in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this article shall be deemed to be a contract between the association and each member, executive board member, officer, employee or agent of the association and each person who serves or served at the request of the association as a director, executive board member or officer of another corporation or association who serves in such capacity at any time while this article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

## ***ARTICLE XVI***

### Amendments

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the membership. Such action may be taken at a regular or special meeting at which a quorum is present by a two-thirds vote of the members present. All institutional members will be given at least 30 days advance written notice of the proposed amendment or by a four-fifths vote if less than 30 days notice or no notice of the proposed amendment was given to all institutional members. The bylaws may contain any provisions for the regulation and management of the affairs of the association not inconsistent with law or the articles of incorporation.