

***BYLAWS  
OF THE  
AMERICAN COLLEGE OF CLINICAL  
WOUND SPECIALISTS®***

**ARTICLE 1**

**Name, Purposes, Powers, and Corporate Seal**

Section 1.1 Name. The name of this corporation shall be the American College of Clinical Wound Specialists® (the “College” or “ACCWS”).

Section 1.2 Purposes. The purposes of the College shall be to stimulate and support patient care, education, research and knowledge in the interdisciplinary field of wound management. More specifically, the purposes of the College shall be to elevate the standards of prevention, care, and treatment of acute and chronic wounds and, thereby, improve the public health.

Section 1.3 Powers. Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the College shall have all the powers of a corporation organized under the non-profit corporation laws of the state of Ohio and shall have such additional powers as are permitted by any applicable law.

**ARTICLE 2**

**Office and Agent**

The College shall have and continuously maintain in the state of Ohio a principal office and a statutory agent within the state of Ohio, and may have other offices within or without the state of Ohio as the Board of Directors may from time to time determine.

**ARTICLE 3**

**Members**

Section 3.1 Enumeration and Terminology.

(a) The College shall have the following classes of members:

- (1) Fellow (including Founding Fellow)
- (2) Honorary Fellow
- (3) Emeritus Fellow
- (4) Associate Member
- (5) Provisional Member
- (6) International Member

(b) Use of the term “members” herein shall refer to all members of the College. Use of the term “voting members” shall refer only to Founding Fellows and Fellows of the College. Use of the term “nonvoting members” shall refer to all

members of the College except such Fellows. The determination as to whether a candidate meets the relevant qualifications for a specific class of membership shall be at the sole discretion of the Board of Directors.

Section 3.2 Personal Qualifications. Membership in the College is a privilege, not a right. No individual shall be elected to membership or shall remain a member of the College unless that individual is of good moral character and of high ethical and professional principles.

Section 3.3 Professional Qualifications. Membership in the College requires support of the purposes and goals of the College and shall be based on the following professional qualifications:

**(a)** A Fellow of the College shall be currently certified or credentialed as a Certified Wound Specialist® (CWS®) by an organization **and/or program formally recognized by the College as posted on the College’s website.**

(b) An Honorary Fellow of the College shall be an individual of national or international stature who has made an outstanding contribution to the interdisciplinary practice of wound management and who has been selected as an Honorary Fellow by the Board of Directors of the ACCWS.

(c) An Emeritus Fellow of the College shall be a Fellow in good standing who: 1) is at least sixty-five years of age, 2) has retired from active practice, and 3) whose application for election to Emeritus status has been approved by the Board of Directors. Commencing with January 1, 2025 and thereafter, the following shall become an additional prerequisite for becoming an Emeritus Fellow of the College: 4) has been a member of the College for at least twenty years.

(d) An Associate Member of the College shall: 1) be currently certified as a Certified Wound Care Associate® (CWCA®) by the American Board of Wound Management (the “ABWM”); or 2) have at least five years’ experience in wound care and hold a baccalaureate degree; or 3) have at least two years’ experience in wound care and hold a master’s degree or higher; 4) be actively working in the wound care field (e.g., research), and hold a doctorate in a related field, or 5) be a student actively studying in the fields of nursing, physical therapy, podiatry, allopathic or osteopathic medicine with an interest in wound care.

(e) A Provisional Member of the College shall be a Fellow who has lost time- limited certification due to failure to timely recertify.

(f) An International Member of the College shall be an individual who resides outside the United States and Canada who has an

international equivalent degree in nursing, physical therapy, podiatry, or medicine with at least 2 years of documented wound care experience or who meets the criteria listed in 3.3 (d).

Section 3.4 Privileges. Members of the College shall be entitled to the following privileges:

(a) Fellows of the College shall have the privilege of using the designation “Fellow of the American College of Clinical Wound Specialists” and the initials “FACCWS” after their names. Fellows also shall be eligible for election to office, for election or appointment to the Board of Directors, and to vote only on such matters that may be submitted by the Board to a vote of the members.

(b) Honorary and Emeritus Fellows shall have the privilege of using the designation “Fellow of the American College of Clinical Wound Specialists” and the initials “FACCWS” after their names, and shall be eligible to serve on committees, to attend meetings of members, and to receive information notices and other mailings from the College.

(c) All other members of the College shall be eligible to serve on committees, to attend meetings of members, and to receive information, notices, and other mailings from the College.

Section 3.5 Duties; Fees and Assessments; Resignation and Change of Status.

(a) It shall be the duty of each member to keep on file with the designated office of the College a current official address to which all notices required by applicable law or by these Bylaws may be sent. The mailing of a notice to such address shall be the extent of the College’s responsibility for such notice.

(b) All members shall pay annual dues as determined by the Board of Directors, and shall pay special assessments as may be deemed necessary by the Board of Directors. The amounts of any such fees and assessments may be determined according to membership category.

(c) A member may resign at any time by giving written notice to the ~~Executive Director Committee~~; provided that, resignation shall not relieve a member from liability for dues accrued and unpaid as of the date of resignation.

(d) A member’s class of membership may be changed, for failure to continue to meet relevant qualifications for membership, by the affirmative vote of a majority of currently seated directors present at a meeting at which a quorum is present.

Section 3.6 Meetings of Members.

(a) The annual meeting of the members of the College shall be designated the “ACCWS Annual Meeting” and shall be held at such time and place as may be determined by resolution of the Board of Directors.

(b) Additional regular meetings of the members may be held at such time and place as may be determined by resolution of the Board of Directors.

(c) Special meetings of members may be called by the Chair or the Board of Directors or by petition of twenty percent of the Fellows.

#### Section 3.7 Notice of Meetings.

(a) Written notice stating the place, day, and hour of a meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 5 nor more than 60 days before the date of the meeting, by or at the direction of the Chair or Secretary or the Fellows calling the meeting in accordance with Section 3.6(c), to each member of the College at the address shown for such member on the records of the College.

(b) Notice of any meeting of members may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where the member attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 3.8 Quorum. Ten percent of the Fellows of the College shall constitute a quorum for the consideration of matters at any meeting of members.

Section 3.9 Action at a Meeting. Only Fellows of the College in good standing may vote on matters submitted to a vote of members. Each Fellow shall be entitled to one vote on each matter. The affirmative vote of a majority of Fellows present at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, by the Articles of Incorporation, by these Bylaws, or by a two-thirds vote of Fellows present and voting at the meeting.

Section 3.10 Proxy Prohibited; Attendance by Telephone ~~Prohibited.~~ Or Virtual Platform Permitted.

(a) No Fellow may act by proxy on any matter..

~~(b)~~ Fellows may ~~not~~ participate in or vote at any meeting of members through the use of a conference telephone or ~~other communications equipment~~ virtual platform.

#### Section 3.11 Action Without a Meeting.

(a) Any action required or permitted to be taken at any annual or special meeting of members may be taken without a meeting and without a vote if consent for the action to be taken shall be given by either: (1) all of the Fellows; or (2) Fellows 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 Fellows were present and voting.

(b) The consent of a member required under this Section 3.11 may be given by: 1) a writing signed by the member and setting forth the action to be taken (such writing may be provided by the member in person, by postal mail, by facsimile, or by any similar means of transmission); 2) e-mail sent from the member's e-mail address and setting forth the action to be taken; or 3) by voting online through a secure login to the College's website; or 4) failing to respond within five days after receipt of written notice from the College setting forth the action to be taken, if: (i) such writing is sent by the College via certified mail and evidenced by return receipt signed by the member or any resident of the member's household over 18 years of age; and (ii) such writing includes a clearly visible notification that failure to respond within five days of receiving such writing will be deemed as consent to the action to be taken.

(c) If such consent is given by less than all of the Fellows, then such consent shall become effective only if:

(1) at least five days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all Fellows; and

(2) after the effective date of such consent, prompt notice in writing of the taking of such action without a meeting is delivered to those Fellows who have not consented.

Section 3.12 Fixing Record Date for Voting. For the purpose of determining 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 Board of Directors may fix in advance a date as the record date for such determination of members, such date to be not more than 60 days and, for a meeting of members, not less than five days, immediately preceding such meeting or other event requiring a determination of members. If no record date is fixed for the determination of members entitled to notice of or to vote at any meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members.

~~Section 3.13 Inspectors Voting Integrity Process. At any meeting of members, the Chair of the College may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of voting members present at the meeting; count all votes and report the results to the Chair; and do such other acts as are proper to conduct the voting with impartiality and fairness to all members. Each report of an inspector shall be in writing and signed by the inspector or by a majority of them if there is more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.~~

The distribution of electronic ballots and vote collection along with the calculation

of results will be conducted via a secure virtual platform approved by the Board of Directors. This method ensures that voting proceeds with impartiality and fairness to all members.

## **ARTICLE 4**

### **Officers**

Section 4.1 Enumeration. The officers of the College shall be a Chair, Chair-Elect, Secretary, Treasurer and Immediate Past Chair, and such other officers or assistant officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 4.2 Qualifications. Officers shall be Fellows of the College in good standing.

Section 4.3 Election and Term of Office.

(a) The Initial Officers of the College shall be appointed by and from among the Initial Board of Directors for the terms of office set forth herein.

(b) Elected officers shall be elected pursuant to the procedures set forth in these Bylaws, with elections taking place after each ACCWS Annual Meeting in time for officers to be in place by January 1 of the following year.

(c) The Chair of the College shall succeed from the office of Chair-Elect. The Chair shall hold office for one term of one year; provided that, if the Chair-Elect fills a vacancy in the office of Chair, he or she shall hold office for the unexpired portion of the Chair's term and for an additional full one-year term, further provided that the Chair may serve a second term of one year if the additional term is unanimously agreed upon by the Chair and the Board of Directors.

(d) The Chair-Elect shall be elected by the Board from among the willing and eligible pool of currently serving Directors and shall hold office for one term of one year. The Chair-Elect may also serve a second term of one year if the Current Chair is determined to serve a second term. If the Chair-Elect holds office by appointment due to a vacancy in the office, he or she shall hold office for the unexpired portion of the term until the next regular election of officers.

(e) The Immediate Past Chair shall succeed from the office of Chair and shall hold office for a term of one year. The Immediate Past Chair may be required to serve a second term pursuant to the Chair's and Board of Directors' decision to serve a second consecutive one-year term.

(f) The Secretary and Treasurer of the College each shall be elected by and from among the directors by the Board of Directors, shall hold office for a term of two



years or until their term on the Board of Directors expires, whichever occurs first, and may hold office for two consecutive terms.

(g) The term of office of each regularly elected officer shall begin on January 1<sup>st</sup> following that officer's election. Each officer shall hold office until December 31<sup>st</sup> in the final year of the officer's term of office and until a successor has been elected and qualified, or until such officer's earlier death, resignation, or removal in the manner hereinafter provided. Election of an officer shall not of itself create any contract rights.

#### Section 4.4 Resignation and Removal.

(a) Any officer may resign at any time by giving notice to the Chair or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) The Chair, the Chair-Elect, or the Immediate Past Chair of the College may be removed, with or without cause. Such officers may be removed only by the affirmative vote of two-thirds of the Fellows in good standing present at a meeting of the members of the College for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more of such officers named in the notice is delivered to all members. Only the named officer or officers may be removed at such meeting.

(c) The Board of Directors may remove the Treasurer or the Secretary of the College, with or without cause, whenever in its judgment the best interests of the College would be served thereby.

(d) The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

#### Section 4.5 Vacancies.

(a) A vacancy in the office of Chair shall be filled by the Chair-Elect, who shall hold office for the unexpired portion of the Chair's term and for the succeeding one-year term.

(b) A vacancy in the office of Chair-Elect shall be filled by appointment by the Board of Directors out of the pool of willing, active and eligible Directors until the next annual election of officers in accordance with Section 4.3(d) above.

(c) In the event that simultaneous vacancies occur in the office of Chair and Chair-Elect, the office of Chair shall be filled by the Immediate Past Chair, and the office of Chair-Elect shall be filled by appointment by the Board of Directors

out of the pool of willing, active and eligible Directors until the next annual election of officers in accordance with Section 4.3(d) above.

(d) In the event that there are no active or eligible Directors who are willing to fill vacancies in the offices of Chair or Chair-Elect, then the Nominating Committee will provide the names of two willing and qualified Fellows in good standing as candidates for each vacant office to the Board of Directors, and the Board of Directors will select and appoint the Chair and or Chair-Elect, as the case may be, from those candidates.

(e) A vacancy in the office of Secretary or Treasurer shall be filled by election by the Board of Directors for a new term.

(f) A vacancy in the office of Immediate Past Chair shall not be filled.

Section 4.6 Compensation. The Board of Directors, by affirmative vote of a majority of directors then in office and irrespective of any personal interest of any director, shall have authority to establish reasonable compensation of all officers for their services. No officer shall be prevented from receiving such compensation by reason of being a director.

Section 4.7 Chair. The Chair shall be the principal executive officer of the College, Chairperson of the Board of Directors, and *ex officio* member of all committees of the Board of Directors. Subject to the directions of the Board of Directors, the Chair shall in general supervise and control the business and affairs of the College and shall perform all duties incident to the office of Chair and such other duties as may be assigned from time to time by the Board of Directors or as may be provided in these Bylaws. The Chair may sign, ~~alone or~~ with the Secretary or any other officer of the College authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the College, or shall be required by law to be otherwise executed. The Chair may vote all securities which the College is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the College by the Board of Directors. When present, the Chair shall preside at all meetings of the College.

Section 4.8 Chair-Elect. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Chair-Elect shall perform the duties of the Chair. When so acting, the Chair-Elect shall have all the powers of and be subject to all the restrictions upon the Chair. The Board of Directors also may designate the Chair-Elect to be in charge of designated operations of the College. The Chair-Elect shall be an *ex officio* member of all committees of the Board of Directors and shall perform such other duties as may be assigned from time to time by the Board of Directors or the Chair or as may be provided in these Bylaws.

Section 4.9 Immediate Past Chair. The Immediate Past Chair shall perform such duties as may be assigned from time to time by the Board of Directors or the Chair or as may be provided in these Bylaws.

Section 4.10 Treasurer.

The Treasurer shall:

(a) have charge and custody of and be responsible for all funds and securities of the College **in cooperation with the appointed financial professional (Certified Public Accountant or Bookkeeper);**

(b) receive and give receipts for moneys due and payable to the College from any source whatsoever and deposit all such moneys in the name of the College in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws;

(c) disburse the funds of the College as ordered by the Board of Directors or as otherwise required in the conduct of the business of the College **in collaboration with the appointed financial professional (Certified Public Accountant or Bookkeeper);**

(d) render to the Chair, the Board of Directors, or the members of the College, upon request, an account of all transactions as Treasurer and on the financial condition of the College; and

(e) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board of Directors or the Chair or as may be provided in these Bylaws. If required by the Board of Directors, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the restoration to the College, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the College.

Section 4.11 Secretary.

The Secretary shall:

(a) keep the minutes of meetings of the Board of Directors and committees of the Board of Directors 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 custodian of the corporate records and of the seal of the College;

(d) affix the seal of the College or a facsimile thereof, or cause it to be affixed and, when so affixed, attest the seal by his or her signature, to all documents the execution of which under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these Bylaws (provided, however, that the Board of Directors or the Chair may give general authority to any other officer to affix the seal of the College and to attest the affixing by his or her signature);

(e) keep a register of the post office address of each officer, director, and member of the College, which shall be furnished to the Secretary by such officer, director, or member; and

(f) in general perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Board of Directors or the Chair or as may be provided in these Bylaws.

## **ARTICLE 5**

### **Board of Directors**

#### Section 5.1 General Powers and Duties.

(a) The affairs of the College shall be managed by or under the direction of its Board of Directors.

(b) The Board of Directors of the College shall have the powers and duties ordinarily delegated to the governing body of a corporation, including the following:

(1) To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the College in order to promote the purposes of the College;

(2) To establish general administrative procedures governing the activities of the College and to develop long-term policies to foster the College's growth and development;

(3) To transact the general business of the College;

(4) To adopt rules and regulations governing the election of Fellows and the maintenance of a proportional Fellowship, and to adopt rules and regulations governing the election of all other classes of members to the College;

(5) To elect Fellows and other members to the College;

- (6) To review and approve all College statements and documents to be released to the public or to be submitted to a body outside of the College;
- (7) To create and appoint members to standing and special committees of the Board of Directors and committees of the College, and to direct and review all activities of committees of the Board of Directors and committees of the College;
- (8) To call regular and special meetings of the College as may be required;
- (9) To adopt rules and procedures for College elections;
- (10) To establish principles of professional conduct;
- (11) To employ an Executive Director or designee appointed by the Board of Directors to act in that role, legal counsel, accountant, and other professionals to provide services to the College as may be necessary;
- (12) To represent the College and present the College's views and opinions to the public, to represent the College's various constituencies, and to help maintain good relationships with other medical organizations, allied medical professionals, and the public;
- (13) To foster and establish publications relating to the practice of wound management, including but not limited to the publishing of a periodic Journal of the College containing articles written and/or submitted by directors, Fellows, and/or members; and to appoint an editor of the Journal who will be responsible to collect and edit a sufficient number of articles to fill each periodic edition of the Journal, with said editor reporting directly to the Board of Directors, and with each director being responsible to submit or cause to be submitted at least one article each year to be published in the Journal;
- (14) To report to the College annually its activities, including a full financial statement prepared by a certified public accountant, and to make such interim reports as may be necessary and advisable; and
- (15) To take or cause to be taken such other action as it deems necessary to carry out the duties and intentions of these Bylaws.

Section 5.2 Qualifications. Directors shall be Fellows of the College in good standing.

Section 5.3 Composition. The Board of Directors of the College shall consist of the following ~~twelve~~ ten (10) voting members: the Chair, the Chair-Elect, the Immediate Past Chair, each of whom shall serve *ex officio*, plus ~~nine~~ seven directors. No College Director shall

serve concurrently as a director of ~~the ABWM~~ any affiliate foundation of ~~the ABWM~~, or other certifying credentialing wound care board of directors.

Section 5.4 Election and Term of Office. Elected directors shall be elected pursuant to the procedures set forth in Article 7 of these Bylaws. The terms of office for the directors shall be staggered with initial directors serving staggered terms of one, two and three years. Thereafter, the term of office for each elected director shall be three (3) years, with each director being eligible to serve for two (2) full consecutive terms, and with approximately one-third (1/3) of the directors being elected at each annual meeting. The term of office of each regularly elected director shall begin on January 1 following that director's election. Each director shall hold office until December 31 in the final year of the director's term of office and until a successor has been elected and qualified, or until such director's earlier death, resignation, or removal in the manner hereinafter provided.

Section 5.5 Resignation. A director may resign at any time by written notice delivered to the Chair or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

Section 5.6 Removal of Directors. One or more directors may be removed, with or without cause. A director may be removed only by the affirmative vote of two-thirds of the Fellows in good standing present at a meeting of the members of the College, for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice is delivered to all members. Only the named director or directors may be removed at such meeting.

Section 5.7 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by appointment by the Board of Directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office or, if the director is appointed because of an increase in the number of directors, the term of such director shall expire at the next regular election unless otherwise specified in the action appointing such director in order to maintain staggered terms among the Board of Directors.

Section 5.8 Regular Meetings. A regular annual meeting of the Board of Directors of the College shall be held without other notice than these Bylaws at a time and place specified in a written notice to each director given in accordance with these Bylaws at least thirty days in advance thereof. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of such Board of Directors without other notice than such resolution.

Section 5.9 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any four directors, and such person or persons

may fix any place as the place for holding any special meeting of the Board of Directors so called.

#### Section 5.10 Notice of Meetings.

(a) Notice of any special meeting of the Board of Directors shall be given in accordance with these Bylaws at least seven days in advance thereof by written notice to each director at the address shown for such director on the records of the College.

(b) Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a 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.

(c) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless (i) a vote on proposed changes to the Bylaws will be on the agenda in which case the proposed changes to the Bylaws will be included in the notice of meeting; or (ii) it is specifically required by law, by the Articles of Incorporation, or by these Bylaws.

(d) Notwithstanding anything to the contrary in subsections (a), (b), and (c) of this Section 5.10, in the case of a special meeting being called for the purpose of voting on changes to the Bylaws of the College, notice of such special meeting must be given to each director at least thirty days in advance of said meeting.

Section 5.11 Quorum. A majority of the currently seated directors shall constitute a quorum for the transaction of business at any meeting; provided that, if less than a majority of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. Withdrawal of interested directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.12 Action at a Meeting. Each director shall be entitled to one vote. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. In the case of a tie vote, the position taken by the presiding officer shall determine the action of the Board of Directors.

#### Section 5.13 Proxy Prohibited; Presumption of Assent.



(a) No director may act by proxy on any matter; provided that, directors may act without a meeting pursuant to the procedures set forth in Section 5.15 of these Bylaws.

(b) A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors is conclusively presumed to have assented to the action taken unless such director's dissent or abstention is entered in the minutes of the meeting or unless such director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 5.14 **Attendance by Telephone or Virtual Platform.** Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 5.15 **Action Without a Meeting.** Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all currently seated directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the College. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 5.16 **Compensation; Reimbursement.** No director shall receive any payment for services as a director, except that a director may be reimbursed for reasonable expenses incurred in connection with his or her service as a director.

Section 5.17 **Interested Directors.**

(a) A director who is directly or indirectly a party to a transaction with the College (an "interested director") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the members, the Board of Directors, or any committee of the Board of Directors or committee of the College considering such transaction prior to any action by the members, the Board of Directors, or such committee to authorize, approve, or ratify such transaction. A director is indirectly a party to a transaction if the director has a material financial interest or is an officer, director, or general partner in an entity which is a party to the transaction.

(b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of members, the Board of Directors, or a committee is present but may not be counted when action is taken on the transaction.

Section 5.18 Liaison Representatives and Advisors to the Board of Directors.

(a) The Board of Directors may by resolution determine that specified organizations may send liaison representatives to the Board. Liaison representatives shall be selected by the liaison organizations and may, at the discretion of the Board of Directors, be present during specified portions of meetings of the Board but may not vote.

(b) The Board of Directors may by resolution appoint one or more individuals, who may or may not be Fellows of the College, to serve as advisors to the Board of Directors. Advisors may, at the discretion of the Board of Directors, be present at meetings of the Board of Directors but may not vote.

**ARTICLE 6**  
**Committees**

Section 6.1 Committees of the Board of Directors.

(a) The Board of Directors may by resolution create one or more standing or special committees of the Board of Directors and appoint a director as chairperson of each committee. Upon the recommendation of the chairperson of each committee, the Chair shall appoint directors and other members of the College to serve on the committee or committees. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law. A committee shall not take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Board of Directors which is still in effect.

(b) Each standing or special committee of the Board of Directors, with the exception of the Nominating Committee, shall have at least one director as a voting member, and all committee members shall serve at the pleasure of the Board of Directors. Members of any special committees of the Board of Directors shall serve until the committee's special purpose has been completed. The terms of office for non-director members appointed to a standing committee of the Board of Directors shall be staggered with initial members serving staggered terms of one and two years or one, two, and three years depending on the size of the committee. Thereafter, the term of office for each elected standing committee

member shall be four (4) years, with each member being eligible to serve for not more than two (2) full consecutive terms. Should the term of office of a director expire while such director is serving on a special or standing committee of the Board of Directors, the Board of Directors shall fill the vacancy from the pool of remaining directors willing to serve.

(c) The Board of Directors may by resolution appoint one or more individuals who are not members of the College to serve, at the pleasure of the Board, as advisors to a committee of the Board of Directors. Advisors may, at the discretion of the chairperson of the committee, be present at committee meetings but may not vote.

Section 6.2 Action of Committees of the Board of Directors. A majority of a committee of the Board of Directors shall constitute a quorum. The act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of such committee of the Board of Directors may act by proxy and, to the extent provided in these Bylaws for presumption of assent of directors, assent is presumed for committee members. **A committee member may participate in and act at any meeting through the use of a conference telephone or ~~other similar communications equipment~~ virtual platform,** and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Board of Directors. Subject to these Bylaws and to action by the Board of Directors, a majority of the members of a committee of the Board of Directors shall determine the time and place of committee meetings and the notice required for such meetings.

### Section 6.3 Executive Committee.

(a) The Executive Committee shall be composed of the Chair, the Chair-Elect, the Immediate Past Chair, the Treasurer, and the Secretary. The Chair shall serve as chairperson of the Executive Committee and the Secretary shall serve as secretary of the Executive Committee.

(b) The Executive Committee shall act upon such urgent matters as may be referred to it during intervals between meetings of the Board of Directors to the extent permitted by law and as specified by the Board of Directors.

(c) The Secretary shall keep a record of the proceedings of the Executive Committee and shall present such record of proceedings at each Board of Directors meeting.

(d) The Executive Committee is empowered to develop rapid action policies and statements, and the procedures to accomplish them.

(e) The Executive Committee shall develop and maintain a framework for conducting regular performance reviews on the performance of the Executive Director or designee appointed by the Board of Directors to act in that role, of the College for purposes of assisting both the Board and the Executive

Director or designee in fulfilling their respective goals and responsibilities. Reviews shall be performed at least on an annual basis with written reviews being provided to the Board and the Executive Director or designee, followed by a meeting between the Executive Committee and the Executive Director or designee to discuss the performance of the Executive Director or designee, to allow feedback, and to establish goals for the future.

#### Section 6.4 Standing Committees of the Board of Directors.

(a) In addition to the Executive Committee, the Board of Directors may have the following standing committees:

- (1) Finance Committee;
- (2) Bylaws and Procedures Committee;
- (3) A Nominating Committee; and
- (4) Such other Standing Committees as it deems advisable.

(b) The Chair of the College shall serve as an *ex officio* member of each standing committee of the Board of Directors.

(c) The Finance Committee shall be composed of the Treasurer, ~~two Board members, and any such other directors appointed at the discretion of the Chair. the appointed financial professional~~. The committee shall meet annually to review the previous year's budget and to plan a new budget for the upcoming year. The new budget shall be submitted to the Board of Directors for approval. The committee also shall study, evaluate, and make recommendations to the Board of Directors regarding the College's financial status.

(d) The Bylaws and Procedures Committee shall be composed of the Secretary and/or such other directors appointed at the discretion of the Chair, as well as the Executive Director and the College's legal counsel who shall each serve as *ex officio* nonvoting members. The committee shall meet from time to time as necessary to formulate and submit to the Board of Directors wording for proposed amendments to the Articles of Incorporation or to these Bylaws. The committee also shall formulate and submit for approval by the Board of Directors rules and procedures necessary for the operation of the College.

(e) The Nominating Committee shall be composed of the Immediate Past Chair of the Board of Directors and at least two (2) non-director Fellows appointed by the Nominating Committee; with the initial non-director Fellows being appointed by the Board of Directors. In the event there is no Immediate Past Chair at any given time, then the Board Chair shall appoint a replacement to serve on the Nominating Committee from among the pool of Executive Committee members or Board members eligible and willing to serve. The Nominating Committee shall be responsible to solicit nominees for all board vacancies; verify the qualifications and credentials of such nominees; obtain written verification of such nominees'

willingness to serve the proposed elective position; and to present proposed ballots for elections to the Board of Directors for approval in sufficient time for the Board to review and ratify potential nominees, and to distribute ballots in accordance with the provisions of Article 7 of these Bylaws. In selecting nominees for the Board of Directors, the Nominating Committee shall make every effort to maintain a balance of representation on the Board of professionals from multiple disciplines in proportion to the multiple disciplines that comprise the membership of the College. The Nominating Committee shall furthermore be responsible to solicit nominees to fill vacancies in the offices of Chair and Chair-Elect pursuant to the guidelines in Section 4.3 (d) hereinabove. In the event the Nominating Committee at any time provides a number of nominees for any board vacancies in excess of those needed to fill the ballot, then the Board of Directors shall have the discretion to fill the ballot from the pool of names submitted by the Nominating Committee.

## **ARTICLE 7**

### **Elections**

#### Section 7.1 Procedures.

(a) A regular election of the College shall be held each year as necessary to fill any vacant offices or directorships.

(b) Elections shall be accomplished by means of electronic ballot posted on the College website and accessed via secure login by Fellows of the College eligible to vote. The Bylaws and Procedures Committee shall establish and publish rules and procedures for the fair and orderly conduct of elections, subject to approval by the Board of Directors.

(c) By no later than August 1 of each year when there are vacant offices and/or directorships to be filled, each Fellow in good standing shall be sent a notice advising them that an election ballot containing the names of the candidates for office nominated by the Nominating Committee are available for viewing on the College website. Election ballots shall be posted for a minimum of thirty (30) days prior to the stated voting deadline. A brief summary of each candidate's qualifications and experience along with instructions explaining the procedure to be followed in voting online will also be posted on the College website. No nominee's name shall be included on the election ballot unless the nominee has indicated in writing a willingness to serve if elected.

(d) In any year when there is a vacancy for directorship(s), the election ballot shall set forth a number of nominees equal to twice the number of directorships to be filled. The nominees shall be arranged on the ballot in alphabetic order. Each eligible voter shall have the option to cast a one vote for each directorship to be filled, and may not cast more than one vote for any one nominee. Election of Directors shall be by majority vote of the Fellows of the College submitting

ballots in such election. In the event of a tie in the number of votes received by two or more nominees, the Board of Directors shall elect the director(s) from the tying nominees.

(e) The Executive Director or designee and ~~at least one other director~~ two members of the Executive Committee shall oversee the counting of electronic election ballots. The results of regular elections of the College shall be determined and reported to the Board of Directors and to all nominees within thirty days after the final date for voting online. The Chair shall announce the names of the new officers and directors at the annual meeting of members. The results of a special election of the College shall be determined, reported to the Board of Directors and the nominees, and announced to members of the College as soon after the special election as is reasonably possible.

Section 7.2 New Officers and Directors. New officers and directors shall be present, but shall not vote unless qualified by an office or directorship held prior to the election, at the final session of the Board of Directors occurring at the ACCWS Annual Meeting following his/her election or appointment. New officers and directors shall take office immediately following such meeting.

## **ARTICLE 8 Disciplinary Action**

Section 8.1 Nonpayment of Dues. A member required to pay dues shall be considered delinquent for failure to pay dues within six months of receipt of the College's annual dues invoice. A delinquent member may be expelled from membership in the College, and deprived of all rights and privileges thereof. The Bylaws and Procedures Committee shall establish and publish rules for delinquency and reinstatement of members, subject to approval by the Board of Directors.

Section 8.2 Disciplinary Procedure.

(a) The Board of Directors may expel, suspend, or otherwise discipline any member found to

- (1) no longer meet the qualifications for membership,
- (2) be deficient in moral character or professional competence,
- (3) be guilty of professional misconduct, or
- (4) have acted in a manner prejudicial to the interests of the College.
- (5) **Failure to meet requirements of the fiduciary contract.**

(b) Questions regarding possible disciplinary action shall be referred by the Chair to a three-person Inquiry Committee. The Inquiry Committee shall be composed of one director and two other members of the College appointed by the Board of

Directors.

(c) The Inquiry Committee shall investigate and evaluate the matter. The committee shall notify the member who is the subject of the inquiry that an inquiry is under way. Such notice shall be sent by registered or certified mail not less than thirty days prior to the next meeting of the Inquiry Committee and shall advise the member that he or she may appear before the committee and present an oral or written statement.

(d) After thorough and impartial consideration, the Inquiry Committee shall submit its findings, conclusions, and recommendations in a written report to the Board of Directors. A copy of such report shall be sent to the member who is the subject of the inquiry.

(e) Before final action is taken by the Board of Directors upon a recommendation of the Inquiry Committee for disciplinary action against a member, written notice shall be sent to the member. Such notice shall be sent by express overnight mail not less than thirty days prior to the next meeting of the Board of Directors. Such notice shall state that the member may appear in person before the Board of Directors, with or without legal counsel, and present an oral or written statement objecting to the findings, conclusions, and recommendations of the Inquiry Committee.

(f) Disciplinary action against any member shall require the affirmative vote of two-thirds of the currently seated directors present at the meeting of the Board of Directors at which such action is considered. The director who served on the Inquiry Committee may be present but shall not vote on the matter.

(g) The Bylaws and Procedures Committee shall establish and publish detailed disciplinary and fair hearing rules and procedures consistent with due process and these Bylaws and subject to approval by the Board of Directors.

Section 8.3 Consequences. Any member whose membership has been suspended or terminated shall forfeit all rights and privileges in the College and shall not thereafter hold himself or herself out as a member of the American College of Clinical Wound Specialists or use the designation “Fellow of the American College of Clinical Wound Specialists” or the initials “FACCWS” after his or her name.

## **ARTICLE 9**

### **Contracts and Financial Transactions**

Section 9.1 Contracts. The Board of Directors with a majority affirmative vote may authorize any officer or officers, agent or agents of the College to enter into any contract or execute and deliver any instrument in the name of and on behalf of the College, and such authority may be general or confined to specific instances.



Section 9.2 Loans. No loans shall be contracted on behalf of the College and no evidences of indebtedness shall be issued in the name of the College unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors. Such authority may be general or confined to specified instances. No loan shall be made by the College to a director or officer of the College.

Section 9.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the College, shall be signed by ~~such officer or officers, agent or agents of the College and in such the Treasurer and the appointed financial professional in such a manner as shall from time to time be determined by resolution of the Board of Directors or by action of a duly empowered committee of the Board of Directors.~~ In the absence of such determination, such instruments may be signed by the Treasurer or by the ~~Executive Director Committee~~ at the direction of the Treasurer.

Section 9.4 Deposits. All funds of the College shall be deposited from time to time to the credit of the College in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 9.5 Gifts. The Board of Directors may accept on behalf of the College any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the College.

## **ARTICLE 10**

### **Records**

The College shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at its registered office or principal office a record giving the names and addresses of its members, directors, officers, and committee members. All books and records of the College may be inspected by any Fellow, or any Fellow's agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE 11**

### **Fiscal Year**

The fiscal year of the College shall be the calendar year.

## **ARTICLE 12**

### **Notices**

Section 12.1 Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation, or these Bylaws, any notice whatever is required to be given to any officer, director, or member of the College, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such officer,

director, or member at his or her address as it appears on the books of the College, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of members or meetings of directors or committees of the Board of Directors with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, by the Articles of Incorporation, or by these Bylaws.

Section 12.2 Waiver of Notice. Whenever any notice is required to be given by law, 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 equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

### **ARTICLE 13**

#### **Rules**

All deliberations of the College, its Board of Directors, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when not in conflict with these Bylaws.

### **ARTICLE 14**

#### **Nondiscrimination**

The College shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

### **ARTICLE 15**

#### **Indemnification and Insurance**

Each person who at any time is or shall have been a director, officer, employee, or agent of the College or is or shall have been serving at the request of the College as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the College in accordance with and to the full extent permitted by the non-profit corporation laws of the state of Ohio in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Ohio not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors, or otherwise. If authorized by the Board of Directors, the College may purchase and maintain insurance on behalf of any person to the full extent permitted by the non-

profit corporation laws of the state of Ohio in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Ohio not for profit corporation law.

## **ARTICLE 16**

### **Dissolution**

Upon the dissolution of the College, the Board of Directors shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the College, and shall return, transfer, or convey any assets held by the College upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Board of Directors shall transfer or convey the remaining assets of the College to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors shall determine pursuant to a plan of distribution adopted by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the College is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 17**

### **Amendments**

Section 17.1 Authority. These Bylaws may be altered, amended, or repealed, or new bylaws adopted, provided that the resulting Bylaws of the College are consistent with the law and the Articles of Incorporation.

Section 17.2 Procedure for Amending Bylaws.

(a) A duly proposed amendment may be initiated by any of the following mechanisms:

- (1) by recommendation of the Board of Directors;
- (2) by recommendation of the Bylaws and Procedures Committee; or
- (3) by a petition submitted to the Board of Directors containing the signatures of not less than ten percent of the Fellows; provided that, the proposed amendment has been evaluated by the Bylaws and Procedures Committee for consistency with the law, the Articles of Incorporation, and other provisions of these Bylaws.

(b) The affirmative vote of a minimum of ~~eight~~ **six of the currently seated directors** present at a meeting, which has been properly noticed at least thirty days in advance in accordance with Sections 5.8 and 5.10 of these Bylaws, shall cause the proposed amendment to be adopted.

(c) Amendments to these Bylaws shall become effective immediately upon adoption unless otherwise determined by the Board.