

Article I. Name

The name of this organization is Association for the Advancement of Wound Care, hereafter also called the Association or the AAWC. The Board of the AAWC is also referred to as the Board. The Officers of the Board of the AAWC are also referred to as Officers or the Executive Committee.

Article II. Offices

The Association is a nonprofit, tax-exempt organization incorporated as such under the laws of the Commonwealth of Pennsylvania. The Association shall maintain offices in Pennsylvania and at such other locations as the Board of Directors may determine.

Article III. Mission and Objectives

Section 1. Mission

The Association for the Advancement of Wound Care's mission is to advance the care of people with and at risk for wounds.

Section 2. Purpose

The purpose and goals of the AAWC are (i) to promote improved management of wounds through clinical practice, education, public policy and research initiatives; and, (ii) to provide national and international forums for the exchange of knowledge pertaining to the practice of wound care; and, (iii) to stimulate investigation, research, and teaching regarding the practice of wound care; and, (iv) to enhance the practice and study of wound care by establishing lectures, scholarships, foundations, and other appropriate methods; and, (v) to afford recognition to those who have contributed to the practice of wound care by extending membership to them in the Association.

Section 3. IRS Status

AAWC is organized exclusively for educational and scientific purposes including, for such purposes, the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

Article IV. Membership

Section 1. General Criteria

Membership may be granted to any individual or organization that (i) meets the criteria set forth below for each category of membership in the Association; (ii) shares interest in and supports the purposes of the Association; (iii) abides by these Bylaws, the principles of ethics of the Association, and such other rules and regulations as the Association may adopt; and (iv) meets such additional criteria for each category of membership in the Association as the Board of Directors may, from time to time, establish.

Section 2. Categories

Membership categories include individual, organizational/industry, students, patients, lay caregivers, and honorary members, as designated in Article IV, Section 4 below.

Section 3. Honorary Memberships

Honorary membership may be granted to any individual whom the Association deems worthy of special honor. Honorary members shall be elected as designated in Article VII, Section 7, or by vote of the active members upon recommendations made directly by the Board of Directors or by any elected Officers of the Association. They may act in consultative or advisory capacities to any Directors, officers, or committees of the Association. Honorary members shall have no voting privileges.

Section 4. Application for Membership

The Board of Directors shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Association. The Board of Directors or a committee designated thereof shall set criteria when needed to evaluate the credentials of all applicants based upon the categories set forth in these Bylaws and such other guidelines as the Board may prescribe.

Section 5. Rights and Duties

All active members shall be entitled to serve on committees, to attend the members' business meeting and other business, scientific, and social meetings of the AAWC. Only active members may vote and hold office. Each active member shall have one (1) vote on matters submitted to a vote of the membership.

Section 6. Resignation

Members may resign from the Association at any time by giving written notice to the Association Liaison of the business management firm.

Section 7. Ethics and Discipline

(a) Discipline: A member may be disciplined by vote of the Board of Directors for conduct contrary to the objectives of the AAWC and/or including but not limited to any of the following reasons:

- (i) Failure to comply with these Bylaws, the principles and ethics of the Association, or any other rules or regulations of the Association.
- (ii) Unauthorized use of the Association's name, seal, logo, or other symbols on stationery, publications, symposia advertisements, printed material, or in any other manner.

(b) Procedures of Disciplinary Action: A statement of charges shall be mailed by certified mail to the last recorded address of the member at least thirty (30) days before action is to be taken. This statement will be accompanied by a notice of the time and place of the meeting of the Board of Directors during which the charges shall be considered. The member shall have the opportunity to appear in person before action is taken by the Board of Directors. Should after this meeting disciplinary action be considered, the member may

be represented by counsel defense at a hearing date. Discipline shall include but not be limited to censure, suspension, and expulsion, and shall be by a two-thirds majority of the Board of Directors. The decision of the Board will be final.

(c) If a disciplinary action is contemplated, proposed, or indicated on any member of the Board of Directors, that member will have his/her voting rights suspended for purposes of that particular action alone.

Section 8. Dues

Members shall pay regular dues as recommended by the Board of Directors. The Board of Directors may waive dues for individual members as it sees fit. Failure to pay dues within six (6) months after billing shall constitute adequate grounds for suspension or termination of membership in the Association.

Article V. Board of Directors

Section 1. Authority and Responsibility

The Board of Directors manages the affairs of the Association. The Board shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Compensation, Nomination, Election, and Term

(a) The Board of Directors shall be composed of seventeen (17) members elected by the membership and one (1) member appointed by the Board.

i. Elected members include the Executive Committee (the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past-President) and twelve (12) other members.

ii. One (1) member representing AAWC's international constituency shall be appointed by the board.

(b) All terms of service are two years in duration and begin and conclude at the close of the Annual Meeting.

(c) The President, President-Elect, Secretary, Treasurer, and the Immediate Past-President constitute the "officers" of the Board. (They are also known as the Executive Committee.)

(d) Board Members shall have been active members of the Association for at least one year. Officers of the Board (Executive Committee) have additional requirements, as specified in Article VI. Only active, dues paying members are eligible for office.

(e) Nominations of members for election to the Board shall be made no later than the third quarter of each year by the Nominating and Board Development Committee as specified in Article V.

(f) Newly elected members of the Board of Directors shall take office in January of each year and shall continue in office for two years.

(g) Vacant offices of the Association shall be filled by the Board of Directors that constitute the active Board at the time the vacancy exists. These appointments are given for the remaining term of that particular vacancy.

(h) The members may be compensated by the AAWC for expenses, but Board members are not compensated for their time spent in the ordinary performance of Board functions.

Section 3. Regular Meetings of the Board of Directors

The Board of Directors may provide by resolution the time, date, and place to hold a regular meeting of the Board and additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings of the Board of Directors

Special meetings of the Board of Directors that require the physical presence of the Board members may be called by, or at the request of, the President or upon written request to the Secretary by three (3) members of the Board. Notice of any special meeting of the Board shall state time, date, and place of the meeting and shall be given at least 30 days prior to the date of such meeting. Notice of any special meeting not requiring physical presence of Board members, such as a telephone conference call, must be given at least ten (10) days prior to the meeting. Attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business, because the meeting is not lawfully called and convened.

Section 5. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board. If less than a quorum is present at said meeting, a majority of the Board members present may adjourn the meeting without further notice.

Section 6. Resignation and Removal

Any member of the Board of Directors may resign at any time by giving written notice to the President. In addition, any Board member may be removed by four-fifths majority vote of the entire Board at a meeting thereof, whenever in their judgment the best interests of the Association would be served by such removal.

Section 7. Action by Written Consent

Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken or adopting this as the general policy of any current Board, is signed by all of the members of that current Board of Directors.

Section 8. Meeting by Conference Call

Any meeting or action of the Board of Directors may be taken by conference telephone or other communications equipment or modality. All persons participating in the meeting shall be equivalent to presence in person at the meeting.

Section 9. The Board of Directors Representation by Constituency.

Excluding the officers, there are 13 members of the Board. Three of these members shall represent nursing, two shall represent physical therapy, ¹and three more shall represent physicians of which one shall represent podiatry. One shall represent research, one shall represent industry, one shall be a consumer/ consumer advocate, ²and one shall be an international member. An additional member shall be a member at large, representing fields involved in wound care including but not limited to Physician Assistants, Nurse Specialists, Legal Specialties, Nutritionists, Physical Therapist Assistants, or anyone who serves wound care or has been involved in the care of a wound including their own.

³In an emergency situation all such matters requiring a majority vote of the board may be instituted, if approved, by the Executive Committee until that time they can be approved by the Board as a whole, the time period being involved not to exceed six months.

Section 10. Executive Director, Agents, and Employees of the Board

The Association may have such other assistants, agents and employees including an Executive Director who directly assists the President, if considered necessary and approved by the Board of Directors. These agents, and employees considered necessary and appointed by the Board of Directors shall sit as non-voting members of the Board.

Section 11. Elections

General elections are held at least every two years for vacant positions on the Board, including Officer positions, and more often if deemed necessary by the Board. Elections and filling of positions may be staggered if deemed desirable by the Board to promote continuity of processes by the Board.

Board members may not serve over two consecutive terms in **the same elected position**. This does not apply to the Immediate Past-President, who succeeds to that position from President and only serves one term. This does not apply to the President, who succeeds to that position from President-Elect and who only serves one term unless an appointment is made to fill a vacancy. This does not apply to the President-Elect who only serves one term prior to succeeding to the presidency.

The elections are performed by secret mail ballot or secret ballot otherwise deemed equivalent or acceptable by the Board of Directors.

Other items pertinent to the process of maintaining the AAWC may be submitted on the ballot if deemed necessary and appropriate by the AAWC.

Section 12. Eligibility for AAWC Board Membership

Only active, dues-paying members shall be eligible for office. Board members are elected by the membership **except when a vacancy exists and there is not a regular general election due for one**

month or more, at which time the current board may appoint a member to fill the vacancy for the normal term left in the vacancy.

General membership must be held for a minimum of one year **prior to serving on the board.**

Officers of the Board (Secretary, Treasurer, President-Elect, President) must have completed one term of **elected** general board activity on the AAWC board (two years) before being eligible to serve as an Officer on the Board.

If a board member, otherwise eligible, chooses to run for any other position on the Board, he/she will be considered resigned from the previously-held board position upon accepting a new position.

If a suitable candidate is not available for any board position at any given election, the Board may by majority agreement submit an AAWC member for that candidacy who does not otherwise qualify to run for that position.

A majority of votes cast by members shall constitute election.

Section 13. Nominations for Board Elections

Nominations for Board Members shall be accepted during the third quarter of each calendar year by the Nominating and Board Development Committee.

Section 14. Election of Officers and Board Members

Election of Officers and members of the Board of Directors shall take place during the fourth quarter annually. The election shall be conducted electronically by confidential ballot. In the case of all contested elections, a plurality of votes shall determine the winner of the election (e.g., the number of votes cast for a candidate who receives more than any other candidate(s) but does not receive an absolute majority).

Section 15. Vacancies

Vacant offices of the Association shall be filled by the Board of Directors that constitutes the active Board at the time the vacancy exists. These appointments are valid until the next regular, general election.

Article VI. Officers of the Board of Directors

Section 1. President

The President shall be the principal executive officer of the Association. The President shall, in general, supervise and direct all of the business affairs of the Association, subject to the direction and control of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Board authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws or the Board of Directors to some other officer or agent of the Association. The President shall appoint members of all committees, subject to the approval of the Board, except as otherwise provided by these Bylaws. The President shall be an ex-officio member of all committees, except the Nominating Committee or as otherwise provided by these Bylaws, but shall not vote on any question in any committee, except where such a vote is necessary to break a tie. The President

shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Board of Directors. The President shall serve a two-year term, except for the first President who shall serve for three years. After serving one two-year term, the President shall succeed to the position of Immediate Past President at the close of the Annual Meeting.

Section 2. The Immediate Past President

The Immediate Past President shall assist the President in the transition from President-Elect to President. The Immediate Past President shall serve on the Executive Committee and shall perform such other duties as may be assigned from time to time by the President or Board of Directors. The Immediate Past President shall serve only one two-year term.

Section 3. The President-Elect

The President-Elect shall assist the President in discharging the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. The President-Elect shall succeed to the presidency at the close of the Annual Meeting two years following election to the office of President-Elect. The President-Elect shall serve a two-year term.

Section 4. Secretary

The Secretary (or appointee) shall keep minutes of the meetings of the Board of Directors, the Annual Meeting, and any other AAWC meetings in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation, and these Bylaws; shall oversee the maintenance of the corporate records; shall oversee the recording of the mailing address of each member of the Association; and in general shall perform all duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors. The Secretary shall serve a two-year term and may be reelected to a second term.

Section 5. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Association and shall have charge of and be responsible for the maintenance of adequate books of account for the Association; and, shall have charge and custody of all funds and securities of the Association, and be responsible therefore, and for receipt and disbursement thereof; and, shall deposit all funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and, shall have an annual audit or review of the Associations books conducted by a certified public accounting firm; and, in general, shall perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of Treasurer may be assigned by the Board of Directors, in part to an accounting firm or money management firm or individual. In no way shall this assignment interfere with the Treasurer's ability or obligations to the Board and the AAWC membership. The Treasurer shall serve a two-year term and may be reelected to a second term.

Section 6. Officers' Terms of Office.

The Secretary and Treasurer may not serve over two consecutive terms in the same elected position. The President, who succeeds to that position from President-Elect, may serve only one

term in that position unless an appointment is made by the Board to fill a vacancy. The President-Elect serves only one term and succeeds to President at the end of that term. The Past-President, may serve only one term. If the Past-President is unable to function for any portion of that term, the position ceases to exist for that term only, until another President succeeds to the Past-President Position.

Article VII. Committees

Section 1. Purpose, Representation, Term, and Timelines for Activities

Standing and ad hoc committees shall act in an advisory capacity to the Board of Directors. Only active members are eligible for appointment to standing committees unless otherwise determined by the Board on a case-by-case basis. Specifics related to Association committees' purposes, representation, terms, and timelines related to committee activities are contained in the Association's Operational Manual. The Operational Manual is a "living document" that is subject to change as the Association requires such change. Changes to the Operational Manual are subject to approval by the Board of Directors.

Section 2. Formation

By resolution of the Board of Directors, committees selected by the President and consisting of two (2) or more members of the Association may be asked to supervise particular activities of the Association.

Section 3. Powers

Each committee shall have such powers, duties, and terms of existence as prescribed by the Board of Directors.

Section 4. Standing Committees

There shall be the following standing committees of the Association: (1) Membership, (2) Finance, (3) Nominating and Board Development, (4) Bylaws, and (5) other standing committees considered necessary by the Board of Directors.

Section 5. Other Standing Committees

The Board of Directors shall establish other standing committees as they deem necessary. The resolution establishing such committees shall set forth the purpose and composition.

Section 6. Ad Hoc Committees

The President, with approval from the Board of Directors, may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Association. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Board of Directors.

Section 7. Appointment, Removal, Resignation and Committee Meetings

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint or reappoint the chair and members of all committees, subject to approval by the Board of Directors, prior to the end of each fiscal year. The President reserves the right to delegate the task of appointing members to committees to the designated committee chairperson or a member of the Board of Directors. The Any member of any committee may be removed by the

person or persons authorized to appoint such member whenever in their judgment the best interests of the Association would be best served. Any member may resign from the committee by giving ten (10) days notice to the President, Executive Director or Association Liaison. All committee meetings occur at the time and frequency determined by the committee chairperson.

Section 8. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 9. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Article VIII. Executive Director, Association Liaison, Business Management Firm

The administrative and day-to-day operation of the Association shall be the responsibility of the Board of Directors. The Board of Directors at their discretion may or may not appoint an Executive Director, and/or Association Liaison and/or business management firm to run the day-to-day business activities of the AAWC, and these appointments are responsible to the Board of Directors. The Executive Director, only on approval of item by item, shall have the authority to execute contracts on behalf of the Association and as approved by the Board of Directors and perform such other duties as may be specified by the Board. The Executive Director may attend the Executive Committee and the Board of Directors meetings. The Executive Director, Association Liaison, and/or business management firm shall each negotiate separate contracts specifying the details of their relationships with the Association. Appointment of an Executive Director, Association Liaison, and/or Business Management Firm in no way lessens the responsibilities of the Board to the AAWC. The purpose of these appointments is to lighten the work burden on the Board when necessary. Once an Executive Director, Association Liaison, and/or Business Management Firm is appointed by the Board, additional duties as deemed necessary and fit by the Board may be assigned to them.

Article IX. Meetings

Section 1. Meetings of the Membership

The Association shall meet annually.

Section 2. Special Meetings

The President, with the consent of the Directors, may call a special meeting of the Association at any time on fourteen (14) days notice. It shall be his/her duty to do so on written notice signed by any fifty members.

Section 3. Notice

Notice of any annual or special meeting of the members shall state the time, date, place and purpose of the meeting. Notice of any annual meeting shall be given at least six (6) months prior to the date of such meeting, and notice of any special meeting shall be given not more than ninety (90) and not less than fourteen (14) days prior to the date of such meeting.

Section 4. Quorum

One hundred (100) active members of the Association shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present a majority of the active members present may adjourn the meeting to another time without further notice.

Article X. Finances

Section 1. The Fiscal Year

The fiscal year is January 1 through December 31.

Section 2. Authority for Financial Obligations

The Board of Directors may authorize any officer or officers, in the name of and on behalf of the Association, to enter into any contract, execute and deliver any instrument, or sign checks, drafts, or other orders for the payment of money notes or other endeavors of indebtedness; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer shall have power or authority to bind the Association by any contract or engagement or to render it liable for any purpose or for any amount.

Section 3. Bank Accounts

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or to those depositories as the Board of Directors may select, or as many as selected by any officer or officers of the Association to whom such powers may be delegated by the Board of Directors.

Section 4. Annual Budget

An annual budget shall be prepared by the Treasurer, reviewed by the Finance Committee and when approved by the Board of Directors, presented to the membership at the Annual Meeting.

Section 5. Private Property

The private property of Officers and Directors shall not be subject to the payment of corporate debts.

Section 6. Bonding/Liability Coverage

The Board of Directors shall provide for the bonding and liability coverage of officers, directors, employees and volunteers of the Association as necessary.

Section 7. Gifts

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

Section 8. Scope of Financial Activities

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to

influence legislation, and the Association shall not participate in, or directly intervene in any political campaign on behalf of, or in opposition to, any candidate in public office.

Section 9. Internal Revenue Code Provisions

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article XI. Logo

Section 1. Logo

The logo of the Association shall bear the initials of the Association.

The design of the official logo is at the discretion of the Board of Directors and any proposed redesign must be approved by a majority vote of the Board.

The logo is the property of the Association. The Association may grant a license to members in good standing who have maintained their paid membership to use the logo for the purpose of identifying their membership in AAWC.

Section 2. Membership Certificate

Members in good standing are eligible to a certificate of membership. At its discretion, the Association may provide a certificate of membership to each member or provide access to an electronic version that can be downloaded.

The certificate of membership shall bear a replica of the Association's logo.

Article XII. Notices

When any Officer, Director, or member requires notice, in accordance with the provisions of the Bylaws, it may be sent to the President, Executive Director and/or the Association Liaison by mail or telegram to the address appearing on the records of the Association.

Article XIII. Indemnification of Officers and Directors

The Association shall indemnify all Officers, Directors, and committee members of the Association to the full extent permitted by Pennsylvania Nonprofit Corporation Law and shall be entitled to purchase insurance for such indemnification of Offices and Directors to the full extent as determined from time to time by the Board of Directors.

Article XIV. Amendments

These Bylaws may be amended and new provisions may be adopted by a majority vote of the Board of Directors voting in person or by proxy, providing that all such amendments be reported annually to the membership. The membership shall retain the authority to amend the Bylaws by submitting any desired

amendment to the Board of Directors not more than ninety (90) and not less than twenty (20) days prior to the date by which the same is to be considered.

Article XV. Parliamentary Authority

The rules contained in the latest edition (Tenth Edition or Later) of Roberts Rules of Order Revised shall govern the Association when applicable and when not inconsistent with the Bylaws or other statutes of this organization.

Article XVI. Dissolution

Section 1. Dissolution

In the event of the dissolution of the Association, all the Association's resources and property shall accrue only to the benefit of educational or scientific institutions located in the fifty states of the United States of America that are exempt from payment of income taxes.

Section 2. Assets

Upon the dissolution of this Association assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or a local government, for a public purpose.

Section 3. Distribution of Assets

If the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this Association shall be distributed to a fund, foundation, or corporation organized exclusively for the purposes specified in Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

END OF BYLAWS