

## Health Humanities Consortium LLC (HHC) Operational Procedures and By-laws

### BY-LAWS

*Approved October 16, 2017*

*Amended September 22, 2022*

#### MISSION

The Health Humanities Consortium LLC promotes health humanities scholarship, education, and practices that focus on intersections among the humanities, arts and social sciences and health, illness, and healthcare.

#### GOALS

- To promote understanding of the experiences of patients, caregivers, and communities in relation to models of disease, illness, health, and wellness
- To share practices and scholarship through an annual meeting
- To educate healthcare professionals, educators, and the public about the history, practice, and study of health humanities

#### MEMBERSHIP OF THE HEALTH HUMANITIES CONSORTIUM LLC (HHC)

Eligibility: Any interested party, provided a membership application is completed and dues are paid on an annual basis, is a Member. Membership is voluntary. Presenters at annual HHC conferences are not required to be paid members.

#### Classes of Membership

- Individual: An individual member is one who completes an application and pays annual dues.
  - Annual Dues: Reasonable annual dues rates shall be set by the Treasurer and approved by the Steering Committee each year.
  - Membership year: The period of membership shall run one or two years from the date of purchase, depending on the purchased membership duration.
  - Benefits: An individual member receives benefits designated by the Steering Committee including eligibility to register for, attend, and present at the annual meeting and to serve on the Steering Committee.
  - Voting Rights: An individual member is eligible to cast a vote during votes of the General Membership.
  - Reduced Individual Subscription Rate: An individual member can receive a reduced subscription rate to partner journals.
- Institutional Member: An institution, department, or program that completes an application and pays annual dues.
  - Annual Dues: A reasonable annual dues rate shall be set by the Treasurer and approved by the Steering Committee each year.
  - Membership year: The period of membership shall run one or two years from the date of purchase, depending on the purchased membership duration.
  - Individual Members and Voting Rights: An institutional membership may

include up to 10 individual members (including students and health professions trainees if desired) from the institution, department, or program. Each individual member receives the benefits, voting rights, and reduced individual subscription rate as described under the Individual Membership category.

- Benefits: An institution, department or program will receive two complementary registration fees for the annual conference (presentation at the conference is not required). In addition, the institution, department or program will be listed on the HHC website as a member.
- Student or Trainee Member: A student or trainee who completes an application and pays annual dues.
  - Annual Dues: A reasonable dues rate shall be set by the Treasurer and approved by the Steering Committee each year.
  - Membership year: The period of membership shall run one year from the date of purchase.
  - Benefits: A student or trainee member receives benefits designated by the Steering Committee including eligibility to register for, attend, and present at the annual meeting and to serve on the Steering Committee.
  - Voting Rights: A student or trainee member is eligible to cast a vote during votes of the General Membership.
  - Reduced Individual Subscription Rate: A student or trainee member can receive a reduced subscription rate to partner journals.

## ANNUAL HHC MEETINGS

1. Annual Conference: The HHC will collaborate with an institutional host to support an annual conference for the scholarly benefit of its membership and interested non-members and for the well-being of the organization and the general health humanities community. All monetary contributions by the HHC to support the conference must be approved in advance by the President and Treasurer of the HHC.
2. Annual Business Meeting of Membership: An annual business meeting will address the business of the HHC. It will be conducted at the time of the annual conference unless otherwise determined by the Steering Committee or with notice given to members via the HHC website and membership listserv at least two months in advance.

## STEERING COMMITTEE

The business and affairs of the corporation shall be managed by the **Steering Committee**. Unless otherwise provided by statute, all powers vested by law in the Health Humanities Consortium LLC shall be exercised by or under the authority of the Steering Committee (SC). Insofar as these by-laws refer to members, or membership, they shall mean non-statutory members who shall have rights only as defined and described in these by-laws and not the rights automatically ascribed to “members” as the term is used in the Illinois General Not-For-Profit Act of 1986, Illinois Compiled Statutes, 1992, Chapter 805.

1. The governing body of the HHC shall be referred to publicly or otherwise as the “Steering Committee” (“SC”). Members of the SC shall serve without pay and consist of no more than 14 members, including regularly elected or appointed HHC officers

but not including ex officers. Normally, SC members will serve a three-year term that may be renewed once and will then rotate off the SC. A third term will be allowed SC members who serve a term in a leadership (officer) role. At least three members will be scheduled to rotate off the committee each year to allow for three new or reelected members to join the committee.

2. Members of the Steering Committee will be elected from among the membership by an electronic vote open to all members of the HHC. A call for nominations will be announced by the President(s). Members may nominate themselves or other members; those who are nominated by others must confirm their willingness to run. Newly elected members will begin their serve on October 1.
3. Members of the SC who have been unable to attend 50% of the meetings of the Committee shall be deemed to have stepped down. Members of the SC whose membership in the HHC has lapsed due to failure to pay their annual dues within one month of their membership renewal date shall be deemed to have stepped down.
4. A simple majority of members of the SC shall constitute a quorum at meetings.
5. Officers and other SC members shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:
  - a. officers or other SC members have breached or failed to perform the duties of his or her office in accordance with the applicable standard of conduct contained in Illinois law and any amendments and successor acts thereto; and
  - b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

This section is intended to constitute a bylaw in accordance with Illinois law. It shall not apply to the responsibility or liability of an SC member pursuant to any criminal statute; or the liability of an SC member for the payment of taxes pursuant to Federal, State or local law. Where the negligence standard contained in Illinois law applies to the conduct of the director in question, then this section shall be applicable only to abridge, not to enlarge, a director's exposure to liability for civil damages.

#### INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHER AUTHORIZED REPRESENTATIVES

1. Scope of Indemnification. The HHC corporation shall indemnify an "Indemnified Representative" against any "Liability" actually and reasonably incurred by him or her in connection with any "Proceeding" in which the "Indemnified Representative" may be involved, as a party or otherwise, by reason of the fact that such person is or was serving in an "Indemnified Capacity" (as such terms in quotations are defined below), including without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:
  - a. where such indemnification is expressly prohibited by applicable law;



in as an intervenor or amicus curiae by the person seeking indemnification unless the initiation of or participation in the Proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the members of the SC in office.

6. **Advancing Expenses.** The corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an Indemnified Representative in advance of the final disposition of a Proceeding described in Section 1 of this Article or the initiation of or participation in which is authorized pursuant to Section 5 of this Article upon receipt of an undertaking (e.g., an agreement) by or on behalf of the Indemnified Representative to repay the amount if it is ultimately determined that such person is not entitled to be indemnified by the corporation pursuant to this Article. The financial ability of an Indemnified Representative to repay an advance shall not be a prerequisite to the making of the advance.
7. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or other representative or agent of the Corporation, or is or was serving at the request of the Corporation as representative of another domestic or foreign Corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of this Article.
8. **Payment of Indemnification.** An Indemnified Representative shall be entitled to indemnification within thirty (30) days after a written request for indemnification has been delivered to the secretary of the corporation.
9. **Contribution.** If the indemnification provided for in this Article or otherwise is unavailable for any reason in respect of any Liability or portion thereof, the corporation shall contribute to the Liabilities to which the Indemnified Representative may be subject in such proportion as is appropriate to reflect the intent of this Article or otherwise.
10. **Mandatory Indemnification.** To the extent that an Indemnified Representative of the corporation has been successful on the merits or otherwise in defense of any action or proceeding or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees and disbursements) actually and reasonably incurred by such person in connection therewith.
11. **Contract Rights; Amendment or Repeal.** All rights under this Article shall be deemed a contract between the corporation and the Indemnified Representative pursuant to which the corporation and each Indemnified Representative intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not affect any rights or obligations then existing.
12. **Scope of Article; Other Rights of Indemnified Person.** The rights granted by this Article shall not be deemed exclusive of any other rights to which those seeking

indemnification, contribution or advancement of expenses may be entitled under any statute, agreement, vote of member or disinterested directors or otherwise, both as to action in an Indemnified Capacity and as to action in any other capacity. Notwithstanding anything to the contrary in this Article, the corporation shall indemnify all officers, directors, and committee members of the Consortium to the full extent permitted under Illinois law.

13. Reliance on Provisions. Each person who shall act as an Indemnified Representative of the corporation shall be deemed to be doing so in reliance upon the rights provided in this Article.

14. Interpretation. The provisions of this Article are intended to constitute part of the by-laws for HHC.

#### OFFICERS OF THE STEERING COMMITTEE

The officers of the Steering Committee will include a President or Co-Presidents, Secretary, Treasurer, and Membership Chair. The officers will have the duties listed below. Officers shall be elected from the total members of the SC and will be elected by a majority vote of the Steering Committee. Officers will have votes on the SC. The officers' terms of service will coincide with the election cycle (to begin October 1). Officer elections will take place in the first months of the calendar year, the results will be announced publicly at the annual business meeting during the HHC conference, and the time between election of officers and the official beginning of the term of service will provide an opportunity for the officer-elect to be trained by the current officer.

#### GOVERNANCE

##### 1. President or Co-Presidents

###### A. Qualifications & Term

- The president or co-presidents shall be dues-paying members and actively involved in the HHC including expected participation in Steering Committee meetings and attendance at the annual meeting.
- The president or co-presidents shall have served on the HHC Steering Committee (SC) for a period of at least 1 year prior to serving as president(s).
- The president or co-presidents shall serve an initial term of three years and may be eligible for reelection for one additional term of three years.
- After his/her term has expired, the president or co-presidents shall serve for a period of one year as the "Immediate Past President(s)" in an ex-officio capacity and will be responsible for transitioning leadership to the new president or co-presidents.

###### B. Responsibilities

- The president or co-presidents shall be responsible for oversight of the activities of the SC.
- The president or co-presidents shall, in consultation with the SC, be responsible for organizing the SC meetings (e.g., time, location, duration).

- The president or co-presidents shall, in consultation with the SC, appoint a representative from the SC to serve on any planning or organizing committee for the annual conference that has been created and convened by the host institution, program, or individual.
- The president or co-presidents shall, in consultation with the SC, appoint a member of the SC and/or an outside contractor to manage social media, website maintenance, and to respond to the email address for general HHC inquiries.
- The president or co-presidents shall collaborate with the other officers of the HHC to prepare the HHC's annual report for the annual meeting.

## 2. Secretary

### A. Qualifications & Term

- The secretary shall be a dues-paying member in good standing of the HHC and a member of the SC.
- The secretary shall serve an initial term of three years and may be eligible for reelection for one additional three-year term.

### B. Responsibilities

- The secretary shall attend all meetings of the HHC Steering Committee and general membership and record and distribute minutes of such meetings. In the event that the secretary is unable to attend a meeting, the SC president(s) shall appoint a designate from the members of the SC in attendance for the purpose of recording minutes. Distribution of said minutes, however, remains the responsibility of the secretary.
- The secretary shall keep records of SC meetings and of the general members' meetings.
- The secretary shall maintain a listserv or designate others to do so.
- The secretary shall archive the programs from the annual meetings in electronic format.
- The secretary shall collaborate with the other officers of the HHC to prepare HHC's annual report for the annual meeting.

## 3. Treasurer

### A. Qualifications & Term

- The treasurer shall be a dues-paying member in good standing of the HHC.
- The treasurer shall serve an initial term of three years and will be eligible for reelection for one additional three-year term.

### B. Responsibilities

- The treasurer shall keep accounts of all monies received and disbursed by the HHC.
- The treasurer shall oversee all HHC financial transactions.
- The treasurer shall assist the membership chair in issuing invoices and receiving membership payments.
- The treasurer shall be responsible for filing both Federal and Illinois State tax documents.
- The treasurer and their designees shall maintain a bank account for HHC. The treasurer shall collaborate with the president or co-presidents, secretary, and membership chair to prepare HHC's annual report for the annual meeting.

- The treasurer shall be an ex officio member of any planning or organizing committee for the annual conference that has been created and convened by the host institution, program, or individual to facilitate financial transactions. In special circumstances (e.g. illness), the treasurer may, with majority approval of the SC, appoint a proxy to serve in this capacity.
- The treasurer shall work with the annual conference organizers to create an electronic record of all received and disbursed monies relating to the annual meeting. The treasurer will archive this record.

#### 4. Membership Chair

##### A. Qualifications & Term

- The membership chair shall be a dues-paying member in good standing of the HHC.
- The treasurer shall serve an initial term of three years and will be eligible for reelection for one additional three-year term.

##### B. Responsibilities

- The membership chair shall maintain membership lists, including sending out renewal notifications.
- The membership chair shall conduct membership drives during the calendar year.
- The membership chair shall ensure institutional member names are reported for inclusion on the website.
- The membership chair shall assist any individuals or institutions with memberships, including providing invoices and receipts of payment.

#### 5. Director-at-Large

##### A. Qualifications & Term

- The Director-at-Large must be a resident of Illinois.
- The Director-at-Large is a registered agent of the HHC and provides the registered address for all federal, state, and banking purposes.
- The Director-at Large will serve an indefinite term in an ex-officio capacity. When the current Director-at-Large decides to step down, the Steering Committee will arrange for a qualified candidate to take up the role.
- The Director-at-Large position can be filled by a member of the Steering Committee, an Officer, or as a separate position. If the Director-at-Large is also a member of the Steering Committee, then they may vote in their capacity as a Steering Committee member.

##### B. Responsibilities

- The Director-at-Large will file the annual paperwork necessary to renew the HHC's Illinois non-profit status.
- The Director-at-Large will work with the Treasurer to pay the annual State of Illinois renewal fee.

#### MEETINGS OF THE STEERING COMMITTEE (SC)

1. The SC shall meet annually at the time of the Annual Conference separately from the general business meeting.
2. During the year, meetings of the SC shall take place remotely, organized by the president or co-presidents.

3. Conference calls will be scheduled to occur every 1-2 months, or as needed, for a total of at least 6 conference calls during the year.
4. Agendas shall, if feasible, be provided at least 7 days in advance of each conference call.

#### OTHER COMMITTEES OF THE HHC

1. Committees may be formed under the auspices of the HHC provided they meet all of the following stipulations:
  - Committees may be proposed by any member of the HHC, but the committee must be officially approved by the SC.
  - The committee shall contain at least one member of the SC who will report on committee activities at SC meetings.
  - Participants in HHC committees are encouraged, but are not required, to be active members in the HHC.
2. Standing committees of the HHC will include:
  - Conference Committee: This committee will be comprised of representatives from the host institution, at least one SC member appointed by the president or co-presidents, the president and treasurer as ex-officio members, and other interested HHC members.
  - Awards Committee: This committee will be comprised of at least one SC member along with other interested HHC members.

#### FISCAL & OTHER POLICIES

1. The FISCAL YEAR of the HHC shall be the calendar year for tax filing purposes.
2. DUES: Annual dues invoices shall be sent out to members one month in advance of when their membership is due.
3. BOOKS & RECORDS: The HHC shall keep correct and complete books and records of account, as well as minutes of the SC meetings, in a secure electronic storage space accessible by all SC Officers. The HHC shall also keep minutes of the meetings of the Annual General Membership which will be archived electronically. The HHC shall keep a record of the names and contact information for its membership.
4. LIMITATIONS ON USE OF MEMBERSHIP LIST: Without the consent of the SC, no HHC membership list nor any part thereof may be released, distributed, published or used by any person for any purpose unrelated to HHC business.
5. WEBSITE HOSTING. An independent hosting service will be secured for the organization's internet needs. Said agency shall not feature the branding of any single academic institution, professional organization, or business interest.
6. DISSOLUTION OF HHC: Dissolution of HHC as a registered LLC is authorized if a vote is called by a majority of the Steering Committee and if dissolution is approved by a two-thirds vote of the HHC membership. Notice of intent to dissolve HHC must be given to members via email a minimum of thirty days before the meeting, and by posting on the

HHC website a minimum of thirty days before the meeting.

7. **DISPOSAL OF ASSETS AT DISSOLUTION:** Upon dissolution, as above, unless otherwise required by law, HHC shall transfer all residual assets left after payment of HHC's debts, existing at the time of dissolution, to any successor organization, that is exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, designated by the SC or by vote of the members. If there is no successor organization, then all residual assets of HHC shall be paid or transferred to an organization determined by a majority vote of the SC that meets the requirements of 501(3)(c).
8. **ANNUAL REPORT:** The president or co-presidents, secretary, treasurer, and membership chair will collaborate to produce an annual report which will be presented at the annual general meeting and will thereafter be available to all the membership on the website.

#### AMENDMENTS TO BY-LAWS

These by-laws may be amended by a two-thirds vote of the standing Members of the STEERING COMMITTEE present at any meeting, provided that a quorum is present, or via electronic correspondence by a two-thirds vote of the Steering Committee. In both cases, the voting Members must be provided a copy of the proposed amendment(s) at least two weeks prior to said meeting.