ILLINOIS GENERAL NOT-FOR-PROFIT CORPORATION ACT


Present and Proposed Wording

Article V, Section 14. Action by Written Consent. Any action requiring a vote of the Executive Board may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing signed by all of the members of the Executive Board entitled to vote with respect to the subject matter thereof.

Article VIII, Section 1.a.4. Action by Written Consent. Any action requiring a vote of the Board of Governors may be taken without a meeting if a consent in writing, setting forth the action taken, is approved in writing signed by all the members of the Board of Governors entitled to vote with respect to the subject matter thereof.

Statement about the Bylaws Amendment

Approval of this Bylaws amendment would enable the AVMA to stay consistent with Illinois law. The Illinois General Not-for-Profit Corporation Act (Act) previously allowed organization entities, such as the Executive Board or committees, to take informal action without the necessity of holding a formal meeting. However, to take informal action, the law stated that the voting body must demonstrate unanimous consent in writing signed by all the persons entitled to vote. This amendment to the Act clarifies the original intent of the statute to allow a board or other entity to approve an action by email without a formal “digital” signature. Written approval could be provided by an email that states, “I approve” from a person entitled to vote on the matter.

The AVMA Bylaws address informal action by written consent in two places: Article V, Section 14 (for the Executive Board), and Article VIII, Section 1 (for the Board of Governors). The language in both sections mirrors the language of the Act prior to the recent amendment and requires that action taken by written consent be signed by the members of the Executive Board or Board of Governors, respectively. It is suggested that the AVMA revise its Bylaws to correspond to the recent amendment to the Act.

The amendment to the Bylaws would allow any AVMA entity to take informal consent action that is “approved in writing” as long as the vote is unanimous.