

**Bylaws of
The Louisiana Chapter of the American Society for Metabolic and Bariatric
Surgery,
("LA-ASMBS")**

A Louisiana Nonprofit Corporation

Preamble. These Bylaws in their entirety, the Bylaws of the Louisiana Chapter of the American Society for Metabolic and Bariatric Surgery are in addition to the Bylaws of the parent organization, ASMBS, and shall be effective as of _____.

Article 1

Offices

- 1.01 **Principal Office.** The principal office of LA-ASMBS, a Louisiana nonprofit corporation (hereinafter referred to as the "Corporation"), shall be located at:

2213 Danny Pk., Metairie, LA 70062

The Corporation may relocate the principal office, and may also establish other offices, as the Board of Directors shall direct if the business of the Corporation so requires.

- 1.02 **Registered Office and Agent.** The Corporation shall maintain a registered office and a registered agent within the State of Louisiana in accordance with the requirements of the Louisiana Non-Profit Corporation Law. The location of the registered office, and the designation of the registered agent shall be approved by the Board of Directors.

Article 2

Purposes

- 2.01 Nonprofit Purpose.** This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Law of the State of Louisiana and is organized for the purposes set forth in Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law. Within the context of these general purposes, the Corporation's specific purposes shall be to study morbid obesity and advance the art and science of bariatric surgery by: *[1) the encouragement of its members to pursue investigations both in the clinic and laboratory; 2) the interchange of ideas, information and experience pertaining to bariatric surgery; 3) the establishment of guidelines for patient selection and care; 4) the promotion of guidelines for patient selection and care; 5) the promotion of improved perioperative and long-term care of patients and the reduction of patient risk; 6) the fostering of educational programs for physicians, paramedical persons and lay people; and 7) the promotion of outcome studies and quality assurance.]* Notwithstanding any other provision in these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purpose of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(6) or the corresponding provision of any future United States internal revenue law.
- 2.02 Disclaimer of Direct Patient Responsibility.** LA-ASMBS' purposes expressly do not include the treatment of individual patients, the assumption of an individual patient's care, or the rendering of medical advice directly pertaining to the treatment or care of an individual patient. Each physician or affiliate member of LA-ASMBS shall be solely responsible for exercising his or her independent judgment in the care and treatment of his or her patients. No action of LA-ASMBS shall be interpreted to alter the general purposes of this Section, including without limitation LA-ASMBS' evaluation, adoption or recommendation of criteria or standards applicable to bariatric surgery and related medical services.

Article 3

Members

3.01 **Classes.** This Corporation shall have three classes of members, which classes are designated as follows: (a) Surgeon Members, and (b): Allied Physician Members, and (c) Integrated Health Members. The rights, privileges and limitations of each class of Members are set forth below.

3.02 **Surgeon Members**

a. **Eligibility of Surgeon Members.** A physician is eligible to become a surgeon member if the physician satisfies the following requirements:

1. possesses an unrestricted license to practice medicine by the Louisiana Medical Board or if the physician is active duty military, the physician is licensed by any State's Medical Board;
2. is certified by their specialty board or is eligible to be certified by their specialty board and has completed training within the prior 5 years;
3. is an active Surgeon Member of the American Society of Metabolic and Bariatric Surgery; and
4. practices bariatric surgery in the State of Louisiana.

b. **Application for Surgeon Membership.** Once the requirements for Surgeon Membership have been met, the applicant shall pay State Chapter Dues directly to the ASMBS.

c. **Admission as a Surgeon Member.** Upon confirmation of that payment, the Surgeon Member will be added to the LA-ASMBS Membership Roster.

d. **Annual Dues of Surgeon Members.** The annual dues of a Surgeon Member, which shall be in addition to the applications fee, shall be set by the Board.

Voting. Only Surgeon Members may vote on matters to be voted upon by the LA-ASMBS's Members, except that the Allied Physician and Integrated Health Members may vote on their respective Directors. Each Surgeon Member may cast one vote on all matters that are submitted to the Members for a vote.

3.03 **Allied Physician Members**

- a. **Eligibility of Allied Physician Members.** A physician is eligible to become an Allied Physician Member if the physician satisfies the following requirements:
 - 1. possesses an unrestricted license to practice medicine by the Louisiana Medical Board or if the physician is active-duty military, the physician is licensed by any State's Medical Board
 - 2. is certified by their specialty board or is eligible to be certified by their specialty board and has completed training within the prior 5 years:
 - 3. is an active Allied Physician member of the American Society of Metabolic and Bariatric Surgery; and
 - 4. participates in the practice of bariatric surgery in the State of Louisiana.
- b. **Application for Allied Physician Membership.** Once the requirements for Allied Physician Membership have been met, the applicant shall pay State Chapter Dues directly to the ASMBS.
- c. **Admission as an Allied Physician Member.** Upon confirmation of that payment, the Allied Physician Member will be added to the LA-ASMBS Membership Roster.
- d. **Annual Dues of an Allied Physician Member.** The annual dues of an Allied Physician Member, which shall be in addition to the applications fee, shall be set by the Board.
- e. **Voting.** Allied Physician Members do not possess a right to vote on matters to be voted upon by LA-ASMBS' Surgeon Members, except that may vote on their respective Directors. Each Allied Physician Member may cast one vote on all matters that are submitted to the Allied Physician Members for a vote.

3.04 Integrated Health Members.

- a. **Eligibility of Allied Physician Members.** A physician is eligible to become an Allied Physician Member if the physician satisfies the following requirements:

1. is licensed by the appropriate state agency for the health care field practiced by the individual a such health care specialty is related to or in support of bariatric patients, whether prior to or after bariatric surgery; and
 2. is an active Integrated Health Member of the American Society of Metabolic and Bariatric Surgery;
- b. **Application for Integrated Health Membership.** Once the requirements for Integrated Health Membership have been met, the applicant shall pay State Chapter Dues directly to the ASMBS
 - c. **Admission as an Integrated Health Member.** Upon confirmation of that payment, the Integrated Health Member will be added to the LA-ASMBS Membership Roster.
 - d. **Annual Dues of Integrated Health Members.** The Annual dues of an Integrated Health Member, which shall be in addition to the required application fee, shall be set from time to time by the Board.
 - e. **Voting.** Integrated Health Members do not possess a right to vote on matters to be voted upon by LA-ASMBS' Surgeon Members, except that the Integrated Health Members may vote only for the purpose of electing a Board Member. Except in connection with the election of a Board Member, the Integrated Health Members may not vote as a class on any matter for which a class of Members might in the absence of this Section 3.4(e) vote.
- 3.05 **Good Standing.** Any Member who shall be in arrears in the payment of any dues, fees or assessments more than 180 days after the date due shall not be in good standing and shall not be entitled to vote as a Member.
- 3.06 **Termination of Membership. Termination.** A membership shall terminate on occurrence of any of the following events:
- a. Resignation of the Member;
 - b. The Member's failure to pay dues, fees or assessments as set by the Board of Directors within one year after they become due and payable;
 - c. Any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications including termination of membership in ASMBS; or

- d. The good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination, that the Member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests including, without limitation, conviction of a felony or unethical conduct.

a.

3.07 **Suspension.** A member may be suspended, under Section 3.08 of these Bylaws, based on the good faith determination by the Board of Directors, or a committee authorized by the Board of Directors to make such a determination, that the member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests including, without limitation, conviction of a felony or unethical conduct. Suspension may be for a defined period or until the member satisfies any conditions of reinstatement which may have been imposed. A person whose membership is suspended shall not be a member during the period of suspension.

3.08 **Procedure for Termination or Suspension; Reinstatement.** If grounds appear to exist for terminating or suspending a member under Sections 3.06 or 3.07 of these Bylaws, the following procedure shall be followed:

- a. The Board of Directors shall give the Member at least 45 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice, including electronic mail. Notice given by posted mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records
- b. The Member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee authorized by the Board of Directors to determine whether the suspension or termination should occur. Any hearing may be conducted telephonically.
- c. The Board of Directors or duly designated committee shall decide whether the Member should be suspended, expelled, or sanctioned in any way. The

decision of the Board of Directors or authorized committee shall be final.

- d. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 180 days after the effective date of the expulsion, suspension, or termination.
- e. Members whose membership has been terminated under Section 3.06 who wish to be reinstated shall first apply to the Board of Directors for reinstatement. The Board of Directors may set such conditions for reinstatement as it deems appropriate or may require the former member to reapply for membership in the Corporation under the then-current standards and procedures for membership.

3.09 **Notices of Failure to Meet Eligibility Requirements.** A Member shall notify the President promptly if the Member ceases to be eligible pursuant to either section 3.02 if the Member is a Surgeon Member, Section 3.03 if the Member is an Allied Physician Member, or Section 3.04 if the Member is an Integrated Health Member, as the case may be.

3.10 **Reinstatement of Membership.** If an individual's membership in LA-ASMBS is terminated pursuant to Section 3.06(b), the individual is eligible for reinstatement to LA-ASMBS upon payment to LA-ASMBS of current annual due.

3.11 **Annual Business meetings.** An annual business meeting of members shall be held on such date and at such time and in such location as may be fixed by the Board of Directors. At the meeting, officers and members of the Board of Directors shall be elected and other proper business may be transacted.

3.12 **Place of Meetings.** Meetings of the Members shall be held at any place designated by the Board of Directors.

3.13 **Notice.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 3.12 of these Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual business meeting, the notice may generally state the matters, if any, that the Board of Directors, at the time notice is given, intends to present for action by the members. However, the failure of the notice to set forth a particular matter shall not preclude the Board of Directors from presenting that matter

or resolution to the Members for action at the annual business meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting, other than the annual business meeting, at which officers are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(a) Removing an officer or member of the Board of Directors unless proposed by the Board of Directors;

(b) Amending the articles of incorporation or these Bylaws unless proposed by the Board of Directors; or

(c) Electing to merge the Corporation with another entity, electing to dispose of all or substantially all of the Corporation's assets, and electing to wind up and dissolve the Corporation.

3.14 **Time and Manner of Notice.** Notice of any meeting of members, other than the annual business meeting, shall be in writing and shall be given to each Member entitled to vote at least 10 but no more than 120 days before the meeting date. Notice of the annual business meeting of Members shall be in writing and shall be given to each Member entitled to vote at least 60 days before the meeting date. Notice of any meeting may be given either personally or by first-class mail, or by other means of written communication, including electronic mail or facsimile transmission, charges prepaid, and shall be addressed to each member entitled to vote, at the postal or electronic mail address or facsimile number of that member as it appears on the books of the Corporation or at such address given by the member to the Corporation for purposes of notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary/Treasurer or any person designated by the President, and if so executed, shall be filed and maintained in the Corporation's minute book. However, the failure to execute an affidavit of mailing, or execution of such affidavit after any meeting for which notice was given, shall not affect the validity of any action taken at such meeting. Notice shall be deemed delivered when deposited in the United States mail, if notice is mailed; and upon successful transmission if notice is given by facsimile transmission or electronic mail.

3.15 **Voting Rights.** Each member in a class of members entitled to vote shall have

the right to vote on the election of officers of the Corporation, on the amount of dues and fees, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment of those terms, on any amendment of these Bylaws or the Corporation's Articles of Incorporation, on any election to dissolve the Corporation, and on any other matter required by law or these Bylaws to be voted on by the members. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the voting members. Members who are not in good standing or whose memberships have been suspended or terminated under these Bylaws shall not be entitled to vote on any matter.

3.16 **Procedures at Membership Meetings.**

- a. **Quorum.** The presence in person of ten percent (10%) or more of the Members of the class at a meeting shall constitute a quorum.
- b. **Continuing Without a Quorum.** The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- c. **Presiding Officer.** The President shall preside at all meetings of each class of Members.
- d. **Acts.** Unless the Act requires a greater percentage, the affirmative vote of the majority of the Members of the class present at a meeting for which there is a quorum shall constitute the act of the Members on behalf of the class of Members.
- e. **Proxies.** No Member may give another person a proxy to cast the Member's vote at a meeting of the Members.

- 3.17 **Waiver.** A member's attendance at a meeting shall also constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

- 3.18 **Record Date.** For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the record date for sending notice of a meeting shall be the date notice is sent; for voting at a meeting shall be ten days before the date of the meeting; for voting by written ballot shall be ten days before the mailing of written ballots; and for taking any other action shall be ten days before that action.
- 3.19 **Adjournment.** Any members' meeting, whether or not a quorum is present, may be adjourned to another time and place by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 60 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.
- 3.20 **Annual Dues.** Each Member shall pay the LA-ASMBS state chapter annual dues applicable to his or her class of membership to the ASMBS, which shall be due the date specified by the ASMBS. Once paid, the dues are not refundable if the Member ceases to be a Member for any reason. These dues may be collected electronically via the ASMBS concurrent with payment of national dues and transferred to LA-ASMBS.

Article 4

Board of Directors

- 4.01 **Board of Directors.** Subject to the provisions and limitations of the *Louisiana Nonprofit Corporation Act* and any other applicable laws, and subject to any limitations imposed by the Articles of Incorporation, the Corporation's affairs and activities shall be managed, and all corporate powers shall be exercised, by or under the direction of a Board of Directors. The Board of Directors shall be charged with the control and management of the affairs, business and properties of the Corporation. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, an Executive Director or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction

and authority of the Board of Directors.

4.02 **Rules.** The Board of Directors may adopt such rules and regulations for the conduct of its meetings as it may deem proper so long as such action is not inconsistent with the laws of the State of Louisiana, the Articles of Incorporation, or these Bylaws.

4.03 **Specific Powers of the Board of Directors.** Without prejudice to the general powers conferred by Sections 4.01 and 4.02 and the other powers conferred by the Articles of Incorporation and these Bylaws, it is hereby expressly declared that the Board of Directors shall have the following powers:

First: To adopt and amend rules and regulations, including disciplinary rules and procedures applicable to Members, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs.

Second: To purchase or otherwise acquire for the Corporation any property, rights, or privileges which the Corporation is authorized to acquire, at such price and on such terms and conditions and for such consideration as the Board of Directors shall, in its discretion, deem appropriate.

Third: In its discretion, to pay for any property or rights acquired by the Corporation.

Fourth: To borrow money and incur indebtedness on the Corporation's behalf and to create, make, and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to perform every other act necessary to effectuate the same.

Fifth: To appoint and, at its discretion, remove or suspend such subordinate Officers, agents, or servants, permanently or temporarily, as it may deem appropriate, to determine their duties and to specify their salaries or emoluments, and to require security in such instances and in such amounts as the Board deems appropriate.

- Sixth:** To confer upon any appointed Officer of the Corporation, by resolution, the power to choose, remove, or suspend such subordinate Officers, agents, or servants.
- Seventh:** To determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.
- Eighth:** To change the registered office in Louisiana from one location to another; to appoint and approve a registered agent for the Corporation; to establish a principal office in such location as deemed reasonable and to change the location of the principal office from one location to another; to cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country; and to conduct its activities in or outside the state of incorporation.

4.04 Number and Qualification of Members of the Board of Directors.

The authorized number of members of the Board of Directors shall consist of five (5) board members and three (3) officers, unless changed by amendment of the Articles of Incorporation or these Bylaws. The members of the Board of Directors shall be the President, the President Elect, the Secretary/Treasurer, STAR, Integrated Health, Immediate Past President, and two Board Members at Large. Members of the Board must be Members in good standing of the Corporation.

4.05 Manner of Election and Term of Office. The Members of the Board shall be elected by the Members entitled to vote at the annual business meeting of the Members. The members of the Board of Directors shall each serve a two year term of office. Each member of the Board of Directors shall take office upon election and shall hold office until a successor has been elected and qualified. If the annual meeting is not held or the directors are not elected at such meeting, the directors may be elected at any special meeting of Members held for that purpose.

4.06 Nomination. A nominating committee is to consist of the current president and prior

two past presidents. This nominating committee shall nominate someone for each of the five board members, as well as the Secretary/Treasurer officer position.

- 4.07 **Annual Meeting of the Board of Directors.** The Board of Directors shall meet at least once prior to the annual business meeting of the Members to consider matters to be presented to the Members at the annual meeting. Notice of the annual meeting of the Board of Directors shall be given to each member of the Board a reasonable period of time prior to the meeting.
- 4.08 **Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors, other than the annual meeting, shall be held at such dates and times as may be set by the Board of Directors.
- 4.09 **Special Meetings of the Board of Directors.** Special meetings of the Board of Directors may be called by the President or any other member of the Board of Directors. Special meetings may be held on five days' notice by first class mail, postage prepaid, or on 48 hours notice delivered personally or by telephone (including a voice message system or other system or technology designed to record and communicate messages), facsimile, telegraph, electronic mail, or other electronic means. Notice of the special meeting need not be given any member of the Board of Directors who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that member either before or at the commencement of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
- 4.10 **Telephonic Meetings.** Any meeting of the Board of Directors, other than the annual meeting, may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute personal presence if each member participating in the meeting can communicate concurrently with all other members; each member has the capacity to propose or object to specific action to be taken by the Corporation; and it can be verified that the persons participating in the meeting via telecommunications equipment are members entitled to participate in the meeting and that the actions of or votes by the members so participating are taken or cast only by the member.
- 4.11 **Quorum at Meetings of the Board of Directors.** A majority of the members of the Board of Directors shall be necessary at all times to constitute a quorum for the transaction of any business. If a quorum is present, the affirmative vote of a majority of the members of the Board of Directors present shall be deemed the act of the Board of Directors unless the vote of a greater number of members is required by law, the

Articles of Incorporation, or these Bylaws; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of voting members if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles or these Bylaws.

- 4.12 **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors.
- 4.13 **Compensation of Directors.** No member of the Board of Directors shall receive any salary or compensation for his or her services as a member of the Board of Directors except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.
- 4.14 **Conduct of Meetings.** The President or, in his or her absence, the Secretary/Treasurer, will preside at meetings of the Board of Directors. The Secretary/Treasurer of the Corporation or, in the Secretary/Treasurer's absence, any person appointed by the Board of Directors will act as Secretary/Treasurer of the Board and shall keep written minutes of all actions taken by the Board.
- 4.15 **Adjournment.** A majority of the members of the Board of Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the voting members who were not present at the time of the adjournment.
- 4.16 **Removal of Members of Board of Directors.** Any member of the Board of Directors may be removed from office at any time by a majority vote of the voting members of the Corporation whenever in their judgment removal is in the best interests of the Corporation.
- 4.17 **Resignation of Members of Board of Directors.** Any member of the Board of Directors may resign effective upon giving written notice to the President, the Secretary/Treasurer or to the Board of Directors. The notice may specify a later effective date of the resignation. If the resignation is to be effective at a later date, a successor member may be elected to take office when the resignation becomes effective. The acceptance of a resignation shall not be necessary to make it effective.
- 4.18 **Vacancies on the Board of Directors.** A vacancy on the Board of Directors occurs

on the death, resignation or removal of a member of the Board; and whenever the authorized number of members of the Board is increased. Except as otherwise provided in these Bylaws, vacancies on the Board, except for the office of President, shall be filled by appointment by the President until the next annual business meeting of the Members of the Corporation. Should the office of President become vacant, the President Elect shall assume the office of President.

4.19 **Reduction in the Number of Board of Directors Members.** Any reduction in the authorized number of members of the Board of Directors shall not result in any member of the Board being removed from office prior to the expiration of the term of his or her office.

4.20 **Committees.**

a) Subject to the provisions of Section 4.21 below, in the event that the Board of Directors determines that the management of the Corporation would be benefited by the establishment of one or more standing or special committees or by an executive committee, the Board may from time to time establish one or more such committees. The establishment of a standing or special committee or an executive committee shall be effected by a resolution of the Board of Directors approved by the vote of a majority of the members of the Board then in office, which specifically sets forth the powers and duties delegated to such committee. The designation of any such committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility under the law.

b) The term “standing committee” or “special committee” shall mean any committee appointed by the Board of Directors which is authorized by specific delegation, without further Board action, to make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board of Directors. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the chairman of each such committee, and meetings of standing or special committees may be called by the Board of Directors or by the chairman of the standing or special committee.

4.21 **Limitations Upon Committees of the Board of Directors.** No committee of the Board of Directors, including any executive committee, shall have any of the authority of the Board of Directors with respect to

- a) the approval of any action required by law as also requiring the approval of the Members;
- b) the filling of vacancies on the Board of Directors or on any committee of the Board;
- c) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- d) the amendment or repeal of the articles of incorporation or the adoption of new articles;
- e) adopting a plan of merger or consolidation;
- f) recommending to the Members the sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation; or
- g) recommending to the members a voluntary dissolution of the Corporation or a revocation thereof.

Article 5 Officers

5.01 Authorized Officers; Manner of Election and Terms of Office. The Officers of the Corporation shall be a President, a Secretary/Treasurer, and a President Elect. After being nominated according to section 4.06, the Secretary/Treasurer shall be elected by majority vote of the Members entitled to vote at the annual business meeting of the Members along with the Board Members. The position of President is to be filled by the current President Elect and the office of President is to be filled by the current Secretary/Treasurer. The Officers shall serve two-year terms of office. Each elected officer shall be a member of the Board of Directors as set forth in section 4.04 of these Bylaws. Each officer shall take office upon election and shall hold office until the next annual meeting of Members at the end of their term at which time the office of Secretary/Treasurer is up for election and until a successor has been elected and qualified. If the annual meeting is not held or the officers are not elected at such meeting, the officers may be elected at any special meeting of Members held for that purpose. The Board of Directors may establish such other officers as are necessary to transact the business of the Corporation. No two offices shall be held by the same person, except that if the President-Elect assumes the office as President pursuant to section 4.18, that person may hold both offices until the next election of officers.

- 5.02 **President.** The President shall be the Chief Executive Officer of the Corporation and shall preside as Chairman at all meetings of the Board of Directors and of the Members. The President shall see that the rules of order and decorum are properly enforced in all deliberations of the Corporation, and shall sign the approved minutes of each meeting. The President shall have general superintendence and direction of all of the other Officers of the Corporation and shall see that their duties are properly performed. The President shall perform such other duties as the Board of Directors may direct.
- 5.03 **Secretary/Treasurer.** The Secretary/Treasurer shall keep minutes of all meetings of the Board of Directors and of the Members; shall attend all sessions of the Board of Directors; shall report unfinished business requiring action from prior meetings; shall supervise correspondence of the Corporation; and shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary/Treasurer shall supervise all dues collections and the accounts of the Corporation; shall ensure that full and accurate accounting records are maintained at all times; and shall present such reports, including an annual report of the Corporation's financial condition, as the Board of Directors may direct. The Secretary/Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.
- 5.04 **President Elect.** The President Elect shall attend all sessions of the Board of Directors. They shall serve as Chief Executive Officer in the absence of the President and shall undertake any other duties prescribed by the Board. The President Elect will become the President upon completion of the President Elect Term.
- 5.05 **Other Officers.** The Board of Directors or the President may designate such other subordinate officers with such duties as may be necessary or advisable for the conduct of the Corporation's affairs.
- 5.06 **Resignations of Officers.** Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect from the time the same is received by the Corporation, unless some later time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.
- 5.07 **Vacancies in Office.** Except as otherwise provided in these Bylaws, vacancies in offices, except for the office of President, shall be filled by appointment by the President until the next annual business meeting of the Members of the Corporation. Should the office of President become vacant, the President Elect shall assume the office of President.

- 5.08 **Compensation of Officers.** Officers of the Corporation shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in conducting the business of the Corporation subject to the approval of the Board of Directors.

Article 6
Indemnification of Officers and Directors

- 6.01 To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, including persons formerly occupying any such positions, against all expenses (including attorney's fees), judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been a director or officer of the Corporation, except that no person shall be entitled to indemnification for any liability in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding, or for any liability arising out of conduct constituting any of the following:

- a) receipt by an officer or director of a financial benefit to which the officer or director is not entitled;
- b) an intentional infliction of harm upon the Corporation; or
- c) an intentional violation of law.

Article 7
Insurance

- 7.01 This Corporation shall purchase and maintain insurance to the fullest extent permitted by law on behalf of its Officers, Directors, employees and other agents, to cover liability asserted against or incurred by any Officer, Director, employee or agent in such capacity or arising from the Officer's, Director's, employee's or agent's status as such, and whether or not the Corporation has the power to indemnify or advance expenses to such person under these Bylaws or applicable law.

Article 8
Contracts With Directors and Officers

- 8.01 No Member of the Board of Directors or Officer of this Corporation, nor any corporation, firm, association or other entity in which one or more of this Corporation's Directors or

Officers have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless

- a. the material facts regarding that Director's or Officer's financial interest in such contract or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Directors prior to the Board's consideration of such contract or transaction;
- b. such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose without counting the votes of the interested Director(s);
- c. before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- d. the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

No loan shall be made by the Corporation to any of its Officers or Directors.

Article 9

Corporate Records, Contracts and Accounts

- 9.03 **Books and Records.** The Corporation shall keep correct and complete books and records of account, and shall keep written minutes of the proceedings of its Members, Board of Directors, and any committees having any of the authority of the Board of Directors. In addition, the Corporation shall keep at its registered office or principal office a record of the names and addresses of its Members entitled to vote. All books and records of the Corporation may be inspected by any Member,

or the Member's agent or attorney, for any proper purpose at any reasonable time. Without imposing any duty to provide photocopies of its books and records, the Corporation shall be entitled to charge a reasonable fee for providing photocopies of any book or record requested by or on behalf of a Member.

9.04 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

9.05 **Checks.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments shall be signed by the Secretary/Treasurer.

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

Article 10

Waiver

10.01 Whenever any notice whatsoever is required to be given under the provisions of any statutes or under the provisions of the Articles of Incorporation or 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.

Article 11

Amendments

11.01 Any proposed adoption, alteration, repeal or amendment of any provision of these Bylaws shall first be approved by the Board of Directors. If approved by the Board of Directors, the proposed bylaw adoption, alteration, repeal or amendment shall be presented to the Members for approval at the next annual meeting of the Members. The approval of a majority of the voting Members at a meeting at which a quorum is present shall be required for the adoption, alteration, repeal or amendment of any bylaw. Notwithstanding the foregoing, any proposed adoption, alteration, repeal or amendment of a bylaw bearing the signature of at least ten Members in good

standing and submitted to the Board of Directors at least thirty days prior to the annual business meeting of Members must be submitted to the Members for action at the annual business meeting. The Board of Directors may adopt, alter, amend or repeal the bylaws provided that no such action shall become effective until approved by a majority of the voting Members at the next annual meeting of Members.