



*Minnesota Hospital Association*

**Tentative Recommended Amendments to the  
Bylaws  
of  
Minnesota Hospital Association**

**Article 1**

**Principal Office**

The principal office of this corporation, at which the general business of this corporation shall be transacted and where the records of this corporation shall be kept, shall be at such place in the State of Minnesota as shall be fixed from time to time by duly adopted resolutions of the board of directors. Until otherwise fixed by the board of directors, the principal office shall be at 2550 University Avenue West, Suite 350-South, St. Paul, Minnesota 55114-1900.

**Article 2**

**Membership**

**SECTION 2.1 Membership Regions.** The membership of this corporation shall be divided into the six regions described in Exhibit A. The number and description of the regions may be amended, effective as of the end of any fiscal year of this corporation, by a duly adopted resolution of the board of directors.

**SECTION 2.2 Voting Members.** This corporation shall have a class of members with voting rights who shall be designated as voting members. Institutions or organizations that are active in the health care industry and that support this corporation's purposes are eligible to become voting members. Any questions as to eligibility shall be resolved by the board of directors. Any eligible organization desiring to become a voting member of this corporation shall submit a membership application to the secretary of the corporation. If approved by the board of directors, such organization shall become a voting member upon payment of such dues or assessments as the board of directors may determine. The board of directors may establish additional rules and regulations pertaining to membership as are consistent with the articles of incorporation and these bylaws.

Organizations under common control, such as a health system of multiple corporations, shall be eligible for a single voting membership which shall be held by the organization which controls such related entities. Each voting member shall be deemed to be a voting member in the region in which the voting member has its principal place of business and, if it is outside of Minnesota, the board of directors shall designate the applicable region.

As of the effective date of these restated bylaws, the voting members of this corporation and the region in which each is a voting member are listed in Exhibit B to these restated bylaws.

**SECTION 2.3 Regional Members.** This corporation shall have regional members which shall be organizations or institutions which are controlled by a voting member and the gross revenue of which is included in the calculation of the dues of the voting member which controls the regional member.

The sole voting right of the regional members shall be the right to participate in the election of regional directors as provided in Section 4.4.

As of the effective date of these restated bylaws, the regional members of this corporation and the region in which each is a member are listed in Exhibit B to these restated bylaws.

**SECTION 2.4 Associate Members.** Any organization that supports the purposes of this corporation but which is not otherwise eligible to be a voting member or a regional member is eligible to become an associate member. Associate members shall be approved by the board of directors and shall become associate members upon payment of such dues or assessments as the board of directors may determine. Associate members shall not have voting rights.

**SECTION 2.5 Representatives.** Each voting member and each regional member shall appoint a registered representative (hereinafter the “member representative”) and a registered alternate (hereinafter the “alternate”) to act on behalf of the member in all matters relating to this corporation. The member representative must be the chief executive officer, however designated, of the voting member or regional member. The alternate must be of a senior executive management level in the organization. The alternate may attend meetings of the voting members and meetings of the regional members in the absence of the member representative. The designation or revocation of each member representative and alternate shall be certified in writing to the secretary/treasurer of this corporation by the voting member or regional member and shall take effect immediately upon delivery of such certification.

**SECTION 2.6 Dues and Assessments.** Members of this corporation may be required to pay dues. The board of directors shall have the authority to determine from time to time the amounts of dues, the basis on which the dues will be allocated among the members, and the methods of collection thereof. The board of directors shall have the authority to cancel any member’s membership for nonpayment of dues. Unbudgeted special assessments, in an aggregate amount not exceeding ten percent of the budgeted dues for the period in question may be made by the board of directors without the approval of the membership. Unbudgeted assessments, which in the aggregate exceed ten percent of the budgeted dues for the period in question may be made only upon the affirmative vote of at least two-thirds of all the voting members. All unbudgeted assessments shall be based on a methodology that is reasonably related to the purpose for which the assessment is being made and that is uniformly applied. The board of directors shall have the authority to cancel any member’s membership for nonpayment of unbudgeted assessments.

**SECTION 2.7 Membership Year.** The membership year for the members of this corporation shall be the same as the fiscal year of this corporation. Members admitted to the membership prior to April 1 in any year shall pay dues for the full calendar year. The dues of members admitted after April 1 of any year shall be pro-rated in proportion to the number of whole months remaining in the year of their application for membership.

**SECTION 2.8 Interest in Property.** The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

**SECTION 2.9 Resignation.** Any member may resign its membership at any time by giving at least 90 days advance written notice to the board of directors or to the secretary. Such resignation shall take effect at the end of such 90-day period or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member that resigns its membership shall not be entitled to a refund of any dues or other payments made to this corporation and shall be obligated to pay all dues for the membership year in which (or at the end of which) such resignation occurs together with all assessments levied by the board of directors or voting members prior to the date of the member's notice of resignation.

**SECTION 2.10 Termination.** Any membership may be terminated with or without cause by the board of directors by providing the member with not less than 15 days' written notice of the proposed termination and the reasons for it, if any, and with an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed termination. In the event of such termination, the member shall be obligated to pay all dues through the date of termination on a pro-rated basis and shall be obligated to pay levied assessments due prior to such termination.

### **Article 3**

#### **Meetings of Members**

**SECTION 3.1 Annual Meeting.** The annual meeting of the members of this corporation for the presentation of reports on the activities and financial condition of this corporation, and the transaction of such other business as may properly come before the meeting, shall be held at such time in the month of September in each year as may be designated from time to time by the board of directors and at the place, within or without the State of Minnesota, designated from time to time by the board of directors. If the board of directors does not fix a different time or place, each such meeting shall be held at 12:00 p.m. Central Time on the third Wednesday in September at the principal office of this corporation.

**SECTION 3.2 Special Meetings.** Special meetings of the members of this corporation may be called at any time (a) by the chairperson, (b) by the board of directors, or (c) upon written request of at least ~~twenty five~~ members or ~~thirty~~ percent of the voting members of this corporation, whichever is less. Anyone entitled to call a special meeting of the members may make written request to the chairperson to call the meeting, and the secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after the chairperson received the request. If the secretary fails to give notice of the meeting within thirty days from the date on which the request is received by the chairperson, the person or persons who requested the meeting may fix the time and place of the meeting and give

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notice thereof in the manner hereinafter provided. If a special meeting is demanded by the voting members, the meeting shall be held in the county where the principal office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

**SECTION 3.3 Notice.** Written notice of each meeting of the members, stating the time and place thereof, shall be mailed, postage prepaid, or emailed not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to each member representative at his or her last known address or email address. Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance of its member representative or alternate. Attendance by a member representative or alternate at a meeting is deemed a waiver unless the member representative or alternate objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and the member representative or alternate does not participate in the consideration of the item at that meeting. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**SECTION 3.4 Members' List.** The corporation shall maintain a list of current members, which shall be available to members upon request. Such membership list shall be updated at least annually and may be made available through a published directory, electronic file or web posting.

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**SECTION 3.5 Voting; Quorum.** At all meetings of the members, each member representative (or, in the event the member representative is not in attendance, the alternate) shall be entitled to cast one vote on any question coming before the meeting subject to the limitations contained in Section 2.2. Neither member representatives nor alternates may vote by proxy. Cumulative voting shall not be permitted. The presence of thirty percent of the voting members or twenty five voting members, whichever is less, shall constitute a quorum at any meeting thereof. A majority of the member representatives or alternates present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the member representatives and alternates present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business.

**Deleted:** The board of directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the board of directors fails to set such a date, the date shall be the 60th day before the date of the meeting. After fixing a record date for a meeting, the secretary shall prepare a list of the names in alphabetical order and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of this corporation for inspection and copying on written demand by any voting member or the agent or attorney of any voting member, at the voting member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

**SECTION 3.7 Written Ballot.** An action that may be taken at a regular or special meeting of the members, or group thereof, may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, Section 317A.447.

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**SECTION 3.8 Regional Meetings.** The voting members and regional members of each region may establish their own bylaws and convene periodic meetings for the benefit of such members, all subject to the approval and direction of the board of directors. If the voting members and regional members of a region have not otherwise convened a meeting pursuant to duly adopted bylaws for the purpose of electing a regional director to succeed a regional director whose term will expire at the end of a calendar year, then the voting members and regional members of a region shall convene a meeting on the same day and at the same location of the annual meeting of the members of this corporation in that calendar year for the purpose of electing such successor regional director. Written notice of such meeting shall be given to each voting member and regional member in the region. A quorum for purposes of such meeting shall be the presence of at least ~~thirty~~ percent of the voting members and regional members entitled to vote; provided, however, that in the event a commonly controlled voting member and regional members are entitled to only one vote pursuant to Section 4.4 hereof, then the presence of only one registered representative or alternate from such commonly controlled voting member and regional members shall be counted in ascertaining the presence of a quorum. A majority vote of those registered representatives and alternates present and entitled to vote shall be required to elect a regional director.

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#### Article 4

#### Directors

**SECTION 4.1 Executive Power.** The executive power of the association shall be vested in the board of directors who shall have charge of the property and management of the affairs of the association and shall have the power and authority to perform all acts and functions not inconsistent with these bylaws. These powers shall include but not be limited to the ability to promulgate rules and regulations as may be reasonably necessary for the orderly and efficient operation of the association.

**SECTION 4.2 Directors.** As of the effective date of these amended bylaws the directors of this corporation shall consist of no fewer than three persons and shall be divided into six categories: standing directors, regional directors, trustee directors, at-large directors, officer directors and ex-officio directors. No more than three directors shall be employed by or represent organizations or facilities that are under common control or ownership. If more than three individuals are elected or selected to serve as directors, the voting member with common control or ownership of the respective directors' organizations or facilities shall select which three individuals shall serve as directors and the resulting vacancy or vacancies shall be filled in accordance with the section 4.10.

**SECTION 4.3 Standing Directors.** Each voting member having ~~\$500 million in~~ revenues as to which dues are assessed ("qualifying revenue") shall be entitled to designate one standing director, who, upon the ratification by the board of directors at the next regular, special or annual meeting of the directors following such designation, shall become a member of the board of directors. The \$500 million qualifying revenue amount in this section shall be adjusted annually based on the change in health care cost growth as estimated by the Minnesota Department of Health or, if the department does not complete an estimate, by another government source selected by the board.

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Each standing director shall be a senior executive of the voting member making the designation. The number and identity of the standing directors may vary in the event of affiliations of voting members or changes in the determination whether a voting member has sufficient qualifying revenue.

\_\_\_\_\_ A standing director designated by a voting member which is no longer entitled to designate a standing director because the voting member no longer has sufficient qualifying revenue shall remain a standing director until the expiration of the calendar year following the fiscal year of the voting member in which the voting member's revenue is insufficient to entitle such voting member to designate a standing director. If a voting member during its fiscal year has not had sufficient qualifying revenue to entitle it to designate a standing director, and in the subsequent fiscal year has sufficient qualifying revenue, then the voting member shall be entitled to designate a standing director at the next annual meeting of the members which follows the end of the fiscal year in which it had qualifying revenue and the term of such standing director shall begin at the beginning of the calendar year following such annual meeting.

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\_\_\_\_\_ In the event of a merger, consolidation, acquisition of assets or affiliation by any other means, pursuant to which two or more voting members which have designated standing directors become commonly controlled, then only one of such standing directors shall remain as a standing director as of the next meeting of the board of directors. The affiliating voting members shall designate in writing which standing director shall remain as a standing director and, in the event they fail to do so, the board of directors shall do so at its next meeting. If two or more voting members affiliate by merger, consolidation, acquisition of assets or by any other means and if, by virtue of such affiliation, the affiliating voting members have qualifying revenue to be entitled to designate a standing director, then such designation shall be made at the next annual meeting of the members and the term of such standing director shall begin at the beginning of the calendar year following such annual meeting.

**SECTION 4.4 Regional Directors.** The voting members and the regional members of each region shall collectively elect one regional director. In voting for the regional director, the voting member and regional members that are under common control shall collectively be entitled to one vote. Each regional director must be a senior executive of a voting member or regional member from the region.

**SECTION 4.5 Trustee Directors.** A maximum of five trustee directors may be elected by the voting members. Each trustee director shall be a member of the governing body or designated community advisory board of a voting member or regional member. The voting members may not elect a successor to a trustee director whose term is expiring at the end of the calendar year if the nominating committee has not nominated a successor.

**SECTION 4.6 At-Large Directors.** A maximum of five at-large directors may be elected by the voting members. The members may not elect a successor to an at-large director whose term is expiring at the end of the calendar year if the nominating committee has not nominated a successor.

**SECTION 4.7 Officer Directors.** Upon election to officer positions by the membership, officers and the immediate past chair shall serve as officer directors.

**SECTION 4.7 Ex-Officio Directors.** The president of this corporation shall serve as an ex-officio director of the association with voting rights. A maximum of five other discretionary ex-officio directors with voting rights may be selected by the board upon recommendation by the nominations committee. Each discretionary ex-officio member shall be a representative of a voting or regional member who is serving on the American Hospital Association's Board of Trustees, Regional Policy Board, or as an officer of one of its committees.

**SECTION 4.8 Terms.**

There shall be no limit on the number of consecutive terms that may be served by a standing director.

The board of directors, other than standing, officer and ex-officio directors, shall be divided into three classes as nearly equal in number as possible, so that the terms of office of approximately one-third of those directors shall expire each year. Directors shall be elected for three-year terms, which shall begin at the beginning of the calendar year that follows the annual meeting at which they were designated or elected.

A director shall hold office for the term for which he or she was elected or until the director's prior death, resignation, removal or automatic termination. A director shall be limited to two consecutive three-year terms; provided, however, the following years of service shall not count toward the two-term limit:

- (a) service as a standing director;
- (b) service as a director for a term of less than three years;
- (c) service as an officer director; or
- (c) service as an ex-officio director.

**SECTION 4.9 Removal.** Any director may be removed at any time with or without cause by the board of directors.

**Deleted:** A. . The voting members entitled to designate a standing director as of the date of these amended bylaws are as follows:¶  
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1. . Allina Hospitals & Clinics . 6. . HealthPartners, Inc.¶  
2. . CentraCare Health System . 7. . Hennepin Healthcare System, Inc.¶  
3. . Children's Hospitals and Clinics . 8. . Mayo Foundation .  
. of Minnesota . 9. . North Memorial Health Care¶  
4. . Fairview Health Services . 10. . Park Nicollet Health Services¶  
5. . HealthEast Care System . 11. . SMDC Health System¶  
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**Deleted:** The failure by a director to attend two consecutive meetings of the board of directors constitutes cause for removal by the board of directors.



**SECTION 4.10 Vacancies.** Subject to the determination of the nominating committee not to fill a vacancy in an at-large or trustee director position, any vacancy occurring because of the death, resignation or removal of a director shall be filled for the unexpired term of such director in accordance with the following:

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- A. A vacancy in the position of an at-large director shall be filled by the board of directors.
- B. A vacancy in the position of regional director shall be filled by an election of the voting members and regional members in that region.
- C. A vacancy in the position of a standing director shall be filled by designation of the voting member and ratification of the board of directors, unless such vacancy is the result of the resignation or termination of membership of the voting member who designated the standing director, in which case the vacancy shall not be filled.

**SECTION 4.11 Automatic Termination.** In the event of the resignation of a member or the termination of a member's membership by action of the board of directors, the individual designated by the member as a standing director and any regional director and/or trustee director who has qualified as such regional director or trustee director by virtue of the individual's service as a senior executive or member of the governing body of the commonly controlled voting member and/or regional member who is resigning or whose membership is being terminated shall automatically cease to be a director upon the effective date of the member's resignation or termination.

## Article 5

### Meetings of the Board of Directors

**SECTION 5.1 Annual Meeting.** The annual meeting of the board of directors for the purpose of electing officers and directors and transacting such other business as may properly come before the meeting shall be held sometime after the annual meeting of the members of this corporation at the time and place, within or without the State of Minnesota, designated from time to time by the board of directors.

**SECTION 5.2 Other Meetings.** Other meetings of the board of directors may be held at such time and place as are announced at a previous meeting of the board of directors. Meetings of the board of directors may also be called at any time (a) by the president, (b) by the board of directors, or (c) upon the written request of one-third or more members of the board of directors. Anyone entitled to call a meeting of the board of directors may make a written request to the secretary to call the meeting, and the secretary shall give notice of the meeting, setting forth the time, place and purpose thereof, to be held between five and thirty days after receiving the request. If the secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

**SECTION 5.3 Notice of Meetings.** Written notice of each meeting of the board of directors for which written notice is required, and of each annual meeting, stating the time, place and purpose thereof shall be e-mailed or mailed, postage prepaid, not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each director at his or her address according to the last available records of this corporation. Any director may



waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance at a meeting is deemed a waiver unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the director does not participate in the meeting.

**SECTION 5.4 Quorum and Voting.** The presence of a majority of the members of the board of directors shall constitute a quorum at any meeting thereof, but the directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the board of directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business; provided, however, that a vote of 2/3 of the directors shall be required for approval of mergers, consolidations, or dissolution, as well as for the hiring and termination of the president. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the board of directors. A director who is present at a meeting of the board of directors when an action is approved by the board of directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

**SECTION 5.5 Adjourned Meetings.** When a meeting of the board of directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

**SECTION 5.6 Written Action.** Any action that could be taken at a meeting of the board of directors may be taken by written action signed by all of the directors. Any such action may also be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board of directors at which all directors were present. All directors shall be notified immediately of the effective date of any such written action that is duly taken.

**SECTION 5.7 Director Conflicts of Interest.** This corporation shall not enter into any contract or transaction with (a) its director or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes, Section 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization in or of which this corporation's director, or a member of the family of its director, is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the board of directors, and the board of directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire board of directors, at a meeting at which there is a quorum without counting the interested director. For purposes of these restated bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with the provisions of this Section 5.7 shall not invalidate any contract or transaction to which this corporation is a party.

## **Article 6**

### **Officers**

**SECTION 6.1 Tenure of Office.** The officers of this corporation shall be a chairperson, chair-elect, a president, and a secretary/treasurer and such other officers as the board of directors may from time to time designate. With the exception of the president, who shall be designated by the board of directors, officers shall be elected by the voting members to serve for a term of one year and until their respective successors are chosen and have qualified. Any officer may at any time be removed by the board of directors or membership with or without cause; provided, however, that the president may be removed only by the board of directors with or without cause. The same person may hold more than one office at the same time. To be eligible for election as the chairperson, chair-elect or secretary/treasurer, a person must be a director of this corporation.

**SECTION 6.2 Chairperson.** The chairperson shall preside at all meetings of the membership, the board of directors, and the executive committee. He or she may execute on behalf of this corporation all contracts, deeds, conveyances and other instruments in writing which may be required or authorized by the board of directors for the proper and necessary transaction of the business of this corporation. He or she shall appoint the members and the chairs of the committees of the board of directors and serve as an ex officio member of each, and possess such additional authority and responsibilities as the board of directors may determine from time to time.

**SECTION 6.3 President.** The president shall be the chief executive officer of this corporation. He or she shall be responsible for the general supervision, direction and management of the affairs of this corporation. The execution of any instrument by the president on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the chairperson.

**SECTION 6.4 Chair-elect.** The chair-elect shall perform the duties of the chairperson in case of the chairperson's absence or disability. The execution of any instrument by the chair-elect on behalf of this corporation shall have the same force and effect as if it were executed on behalf of this corporation by the chairperson.

**SECTION 6.5 Secretary/Treasurer.** The secretary/treasurer shall provide for the keeping of accurate minutes of all meetings and shall be responsible for the custody of the records, documents and papers of this corporation. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of secretary, or imposed by these restated bylaws.

In addition to the aforementioned duties, the secretary/treasurer shall provide for the maintenance of accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the board of directors at its annual meeting, and shall from time to time make such other reports to the board of directors as it may require. The secretary/treasurer shall perform such other duties as may be assigned to him or her from time to time by the board of directors.

**SECTION 6.6 Additional Powers.** Any officer of this corporation, in addition to the powers conferred upon him or her by these restated bylaws, shall have such powers and perform such additional duties as may be prescribed from time to time by the board of directors.

## **Article 7**

### **Committees**

**SECTION 7.1 Authority.** It is essential that the corporation maintain a strong committee structure, including an effective executive committee. The board of directors shall, from time to time, establish a committee structure. The board of directors may act by and through such committees as may be specified in resolutions adopted by the board of directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the board of directors. Each such committee shall at all times be subject to the control and direction of the board of directors. Committee members, other than members of the executive committee, need not be directors.

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**SECTION 7.2 Executive Committee.** The executive committee shall be composed of the chairperson, chair-elect, president, secretary/treasurer and five other directors elected by the board of directors at the annual meeting; provided, however, that if the immediate past-chairperson is a director, then he or she shall also be a member of the executive committee and the board of directors shall elect only four non-officer directors. The members of the executive committee shall serve for a term of one year. No more than four members of the executive committee may be standing directors. The executive committee shall have the authority of the board of directors in the management of the business of this corporation in the interval between meetings of the board of directors. The executive committee shall at all times be subject to the control and direction of the board of directors.

**SECTION 7.3 Nominating Committee.** The board of directors shall designate a nominating committee.

**SECTION 7.4 Meetings and Voting.** Meetings of each committee may be held at such time and place as are announced at a previous meeting of the committee. Meetings of any committee may also be called at any time by the chairperson of the committee or by the president (or at his or her direction), on at least five days' notice by e-mail or mail, or two days' oral notice by telephone or in person, to each member of the committee. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. At all meetings of a committee of this corporation each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of a majority of the membership of any committee of this corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee of this corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee. Any action that could be taken at a committee meeting may be taken by written action signed by all members of the committee.

## **Article 8**

### **Indemnification**

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

- (a) a director, officer, employee or member of a committee of this corporation, or
- (b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

## **Article 9**

### **Miscellaneous**

**SECTION 9.1 Fiscal Year.** Unless otherwise fixed by the board of directors, the fiscal year of this corporation shall begin on January 1 and end on the succeeding December 31.

**SECTION 9.2 Corporate Seal.** This corporation shall have no seal.

**SECTION 9.3 Electronic Communications.** A member, director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among members, directors, or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the members, board of directors or committee, as the case may be, if the same notice is given of the conference as would

be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

**SECTION 9.4 Amendments.** The board of directors may propose an amendment to the bylaws by adopting a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the voting members. An amendment to the bylaws may also be proposed by written petition signed by at least ~~twenty five~~ voting members or ~~thirty~~ percent of the voting members, whichever is less, and delivered to the secretary. Each proposed amendment shall be considered at a meeting of the voting members, and an amendment shall be adopted upon the affirmative vote of a majority of the voting members present and entitled to vote at the meeting. Notice of the meeting shall include a copy or summary of each proposed amendment. The voting members shall have no power to amend the bylaws except as described in this Section.

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**SECTION 9.5 Authority to Borrow, Encumber Assets.** No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the board of directors. Authority may be given by the board of directors for any of the above purposes and may be general or limited to specific instances.

**SECTION 9.6 Execution of Instruments.** All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the chairperson, chair-elect, president, secretary/treasurer or by such other person or persons as may be designated from time to time by the board of directors.

**SECTION 9.7 Deposit of Funds.** All funds of this corporation shall be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the board of directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the board of directors from time to time.