

InSight
The Association for Education in Healthcare Information Technology

BYLAWS

ARTICLE I
NAME

The name of this Corporation shall be InSight, The Association for Education in Healthcare Information Technology, which shall be recognized as a reference to the official name of the corporation.

ARTICLE II
OFFICES

The Corporation shall maintain in the State of Georgia a registered office and a registered agent at such office, and may have other offices within or without the state.

ARTICLE III
PURPOSES

The Corporation is organized exclusively as a "business league" or "board of trade", as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The Corporation shall at all times comply with the requirements of the Internal Revenue Code and any regulations promulgated thereunder for corporations organized as tax exempt organizations pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

The purpose of the Corporation is to promote the educational interests of the members by:

- (1) providing for the free exchange of ideas, opinions and experiences among members;
- (2) providing educational opportunities for the membership;
- (3) providing a means for the legal exchange of computer programs among members on a user-to-user basis;
- (4) providing for better communications among members;
- (5) providing members with the most current information available about new developments in the health care field; and
- (6) Keeping vendors aware of the needs of the members in the areas of support, and pressing for changes and additions considered essential or desirable by the members.

ARTICLE IV
MEMBERS

Section 1. Classes of Members. The Corporation shall have three classes of membership.

Active Members. Any employee of an organization actively engaged in the health care industry, whose organization utilizes products as defined by a vote of the Board of Directors.

Affiliate Members. Any Board-approved corporation or organization actively engaged in the development and installation of healthcare information products shall be eligible, upon application for Affiliate Membership.

Consultant Members. Any person under contract and sponsored by an organization utilizing products as defined by the Board of Directors.

Section 2. Obligations of Members. It is the obligation of all members to actively participate in the Corporation. Active participation, in addition to timely payment of dues and notification to the corporation of changes in membership eligibility, shall include, but not be limited to the following:

1. Participation in councils and committees of the Corporation;
2. Attendance at member conferences, including the annual conference of the Corporation;
3. Attendance at meetings of the Corporation;
4. Contribution of experience, information, and other material in accordance with the purpose of the Corporation; and adherence to the code of ethics of the organization.

Section 3. Voting Rights. Except as may be otherwise provided by the Corporation's articles of incorporation or these by-laws, each active member shall be entitled to one vote on each matter submitted to a vote of the members. Affiliate members and consultant members shall not have voting rights.

Section 4. Application for Membership. All applications for membership shall be made in the form(s) prescribed by the Board of Directors and shall include an agreement by the applicant to adhere to and be bound by the articles of incorporation, by-laws and resolutions of the Corporation. The applicant will indicate the products utilized.

Section 5. Termination of Membership. Any member may resign by filing a written resignation with the Secretary of the Corporation or by failure to pay dues. The Board of Directors of the Corporation may by majority vote of all of the directors terminate the membership of any member who no longer meets the qualifications for such membership. A member dropped by action of the Board of Directors may make written application to the Board of Directors for reinstatement. The Board of Directors will accept or reject the application for reinstatement by majority vote of all of the Board.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held each year at such place and such time as the Board of Directors may determine.

Section 2. Other Meetings. Other meetings of the Corporation may be called by the President or by a majority of the Board of Directors upon not less than thirty nor more than forty days written notice to all members.

Section 3. Notice of Meetings. Notice of any meetings of the Corporation shall be sent by the Secretary or designee not less than thirty days before that meeting.

Section 4. Quorum. The active members of the Corporation in good standing in attendance at any meeting shall constitute a quorum for the transaction of business. A majority vote shall consist of one more than half of those members present and voting at such meeting.

Section 5. Location. The Board of Directors of the Corporation may designate any place as the place for any annual or other meeting. If not otherwise designated, the place of meeting shall be the registered office of the Corporation.

Section 6. Attendance. Only active members and affiliate members of the Corporation in good standing shall be eligible to attend any meeting of the Corporation. At the discretion of the President, attendance at all or any part of any business meeting may be limited to active members in good standing.

ARTICLE VI OFFICERS AND BOARD OF DIRECTORS

Section 1. Titles. The elected Board of Directors of the Corporation shall consist of eleven members, seven of whom shall be the Officers. The Officers of the Corporation shall be the President, President Elect, Secretary, the Vice President-Finance, the Vice President-Education, the Vice President-Enhancement, and the immediate Past President. The additional members of the Board of Directors shall be the Director-Membership, Director-Education, Director-Enhancement, Director-Enterprise Enhancement, and the immediate Past President of the Corporation. These members of the Board of Directors shall be elected in accordance with these by-laws. The Board of Directors may appoint up to six Directors At-Large in transitional positions for the purpose of assimilating new product line representatives into the Board of Directors for the period of transition.

The Board may also appoint ex officio non-voting members. These ex officio members of the Board of Directors may consist of a staff position appointed as the Executive Director and/or any affiliate member board liaison(s).

Section 2. Responsibilities of Officers and Members of the Board of Directors.

President. The President shall have general management over the policies and affairs of the Corporation, and responsibility to see that the by-laws and all resolutions and directions of the Board of Directors are carried out. It is the responsibility of the President to preside at all meetings of the Corporation and of the Board of Directors, and serve as

chief executive officer of the Corporation and exercise such duties as instructed by the Board of Directors.

President Elect. The President Elect shall perform such duties as prescribed by the President or the Board of Directors and in his/her absence or indisposition perform the duties of the President.

Vice President-Finance. The Vice President-Finance shall maintain accounting responsibility for the financial resources of the Corporation. The Vice President-Finance shall have the custody of all the funds and securities of the Corporation and shall manage these funds according to the guidelines established by the Board of Directors. The Vice President-Finance shall perform all duties which are incident to this office, subject, however, at all times to the direction and control of the Board of Directors.

Secretary. The Secretary shall maintain the minutes of all meetings of the Board of Directors, the minutes of all meetings of the Corporation, and any other such minutes which from time to time may be deemed necessary. The Secretary shall attend to the giving and serving of all notices of the Corporation regarding meetings of the Board of Directors or of the members and any other such notices as may be required. The Secretary shall maintain the official documents or records of the Corporation, including the by-laws, minutes, policies and procedures and any other records which the Board of Directors may define.

Vice President-Education The Vice President-Education shall have the primary responsibility for organizing any educational conferences and providing other educational opportunities.

Vice President-Enhancement The Vice President-Enhancement shall have the primary responsibility for direction and coordination of product enhancement processes.

Director-Education The Director-Education shall assist the Vice President-Education in all areas relating to education.

Director-Enhancement The Director-Enhancement shall assist the Vice President-Enhancement in all areas relating to product enhancement processes.

Director-Enterprise Enhancement The Director-Enterprise Enhancement shall assist the Vice Presidents-Education and Enhancement and have the responsibility of supporting designated enterprise-wide products in the product education and enhancement processes as directed by the Board of Directors.

Director-Membership. The Director-Membership shall be responsible for promotion of membership and the maintenance of official membership rolls and shall validate eligibility for membership in the Corporation as appropriate.

Past President. The Past President shall provide continuity of leadership and assistance to the President and Board of Directors in the management and direction of the Corporation.

Directors At-Large. Directors At-Large shall be appointed by the Board of Directors to provide transition representation and assist in the integration of new groups of product users into the organization.

Ex-officio Member-Executive Director. The Executive Director shall provide services to the Corporation as defined by contract with the Corporation.

Ex-officio Members-Affiliate Members. The Affiliate Members shall be those persons who serve, at the request of the Board, as liaisons between the Board of Directors and Board approved vendors. They shall serve as communication and education links between the Board of Directors and the Board approved vendors.

Section 3. Terms of Office and Elections. Using the election process defined in these by-laws, the active members of the Corporation shall elect a Board of Directors and Officers of the Corporation according to the following schedule. Terms of office of the elected Board of Directors and Officers shall begin at the beginning of the next fiscal year of the corporation following their election.

The following positions are elected annually for one-year terms:

President Elect

Director-Education

Director-Enhancement

The following positions are elected biannually in even years for a two-year term:

Vice President-Finance

Director-Membership

The following positions are elected biannually in odd years for two-year terms:

Secretary

Director-Enterprise Enhancement

The following positions of the Board of Directors shall be filled by succession:

Past President President succeeds to position of Past President

President President Elect succeeds to position of President

Vice President-Education Director-Education succeeds to position of Vice President-Education

Vice President-Enhancement Director-Enhancement succeeds to position of Vice President-Enhancement

Ex officio members of the Board of Directors will serve for periods of time defined by majority vote of the Board of Directors. Directors at Large will serve for up to one-year terms and may be reappointed to the Board of Directors at the discretion of the Board of Directors.

Section 4. Eligibility. To be eligible to serve on the Board of Directors with the exception of Director At- Large and ex officio positions, a person must be an active member of the Corporation. The President Elect/President/Past President shall not be eligible for reelection to the same position for consecutive terms. Other Directors and Officers shall not be eligible for re-election to the same position for more than two consecutive, full, elected terms.

Section 5. Vacancies. Should a vacancy, except for the office of the President or President Elect, be created through any cause whatsoever, a successor to such person, who shall serve the unexpired portion of such term, shall be named by vote of the Board of Directors. Any vacancy occurring in the office of the President shall be filled by succession of the President Elect who shall then continue for his/her own full term as President. Should a vacancy occur in the office of President following the succession of the President Elect to the Presidency, the continuing order of succession shall be the Secretary followed by the Vice President-Finance. In the event of a vacancy in the office of President Elect the immediate Past President shall perform the duties of that office until an election can be held to fill the position. Such election shall be held within ninety days of such vacancy.

Section 6. Resignation and removal of members of the Board of Directors. Resignation may be by letter of resignation to the Board of Directors or for any one (1) or more of the following reasons:

- (1.) Cessation to satisfy eligibility requirements as set forth,
- (2.) Failure to attend three (3) consecutive Board meetings,

Any Director or Officer may be removed from the Board of Directors, with or without cause, by the affirmative vote of the majority of the total active membership or by the affirmative vote of two-thirds of the Board of Directors. This action shall take place at any annual or other meeting called and noticed for that purpose. Removal may be considered inclusive of but not limited to the following reasons:

- (1.) Conduct detrimental to the interests of the Corporation, or
- (2.) Refusal to render reasonable assistance in carrying out the Corporation's purposes. Any member of the Board of Directors proposed to be removed shall be entitled to at least five (5) days notice in writing prior to the meeting of the members or of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the membership or the Board of Directors at such meeting.

Section 7. Classes. There shall be two classes of Directors. All members of the Board of Directors except for the ex-officio members shall be classified as voting members. All ex-officio members shall be classified as non-voting members.

Section 8. Compensation By the resolution of the Board of Directors, expenses of attendance for any regular or other meeting may be allowed.

ARTICLE VII

AUTHORITY OF THE BOARD OF DIRECTORS

Section 1. Definition of authority The Board of Directors shall supervise, control, and direct the affairs and assets of the

Corporation; shall determine its policies or changes therein within the limits of these by laws; shall actively pursue its purposes; and shall, at its discretion, determine the disbursement of its funds. It may adopt rules and regulations for conduct of its business and may, in the execution of the powers granted, appoint such agents or employees as it may consider necessary. The Board of Directors, by resolution adopted by a majority of the directors in office and in accordance with these by laws may designate one or more councils or committees. These councils or committees to the extent provided in said resolution and not restricted by law, may have and exercise the authority of the Board of Directors or any individual director, of any responsibility imposed upon it by law.

Section 2. Committing the resources of the corporation Material agreements or instruments which commit the resources of the Corporation shall require the approval of a majority of the Board of Directors. A minimum of two Officers shall execute any material agreements or instruments to be entered into by the Corporation.

ARTICLE VIII **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Annual Meeting. The Board of Directors shall hold an annual meeting in conjunction with the annual meeting of the members of the Corporation with no other notice than this bylaw required.

Section 2. Other Meetings. Meetings of the board shall be held at such place as shall be determined by the President, and shall be held at such times as may be necessary to conduct the business of the Corporation. These meetings of the Board of Directors may be called at any time by the President, or on written request to the Secretary by not less than four (4) elected members of the Board of Directors.

Section 3. Notice of Meetings. Notice of any meeting other than the annual meeting shall be given by the Secretary at least two (2) weeks prior thereto by written notice delivered personally or mailed to each Director at his business address, by telegram or by facsimile transmission. Any Director may waive notice of a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or other meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting to another time without further notice.

Section 5. Meetings by Electronic Media. The members of the Board of Directors or any committee of the Board of Directors may participate in and act at any meeting of such board or committee through the use of a conference telephone, other communications equipment, or electronic forum provided that all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting by the person or persons so participating.

ARTICLE IX **COUNCILS, COMMITTEES AND AGENTS OF THE CORPORATION**

Section 1. Councils Councils shall consist of groups of elected or appointed active members representing product areas. Their purpose is to facilitate implementation of the decisions of the members with regard to educational needs and to serve as intermediaries for the members in the product enhancement process. Councils shall be established by majority vote of the Board of Directors.

Section 2. Committees of the Board of Directors The Board of Directors may designate one or more committees, each of which shall consist of two or more directors. These committees shall have and exercise the authority of the Board of Directors or any individual director, of any responsibility imposed upon the board or the individual director by law. These committees shall be referred to as Committees of the Board.

Section 3. Other Committees and Agents Other committees and agents not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or these by-laws, members of each such standing or ad hoc committee and each such agent shall be members of the Corporation. The President of the corporation or the appointed committee chairperson thereof shall then appoint the committee members. Any person so designated may be removed by the person or persons authorized to appoint such member whenever in their judgment

the best interests of the Corporation shall be served by such removal. These committees or agents shall be referred to as Committees of the Members.

Section 4. Standing Committees. Standing committees are established for the purpose of conducting specific functions of the corporation. Standing Committees of the Board of Directors shall consist entirely of members of the Board of Directors. Standing Committees of the membership shall consist of at least one member of the Board of Directors and at least one member of the Corporation who is not a member of the Board of Directors:

The following Standing Committees of the Board of Directors are hereby established:

Finance Committee, whose duty it shall be to prepare a budget for approval by the Board of Directors prior to the beginning of the fiscal year and to develop and maintain the financial policies and procedures of the Corporation.

Conference Planning Committee, whose duty it shall be to oversee planning and coordination of the annual meeting of the members

The following Standing Committees of the Members are hereby established:

Education Committee, whose duty it shall be to support the education process

Enhancement Committee, whose duty it shall be to support and facilitate the enhancement process

By-laws Committee, whose duty it shall be to review and prepare for submission to the members all proposed amendments to these by-laws.

Nominating Committee, whose duty it shall be to select a slate of candidates to stand for election to any elected position to the Board of Directors and to conduct the elections in accordance with the procedure defined in these by-laws. The nominating committee shall consist of two members of the Board of Directors and nine general members elected by the general membership at the annual meeting of the members. The Committee shall be chaired by the immediate Past President. The other Board representative shall be the Director-Membership.

Membership Committee, whose duty it shall be to provide membership services and promote membership in the Corporation.

Communications Committee, whose duty it shall be to keep the membership informed of activities of the Corporation through, but not limited to, a regularly published newsletter and electronic communications.

Section 5. Membership of Standing Committees. Membership of the Standing Committees shall be established in the policies of the board except as directed in the by-laws.

Section 6. Term of Office. Each member of a committee shall continue as such until his successor is appointed or elected, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 7. Vacancies. Vacancies in the membership of any council or elected committee positions may be filled by appointment of the Board of Directors. Other vacancies in the membership of any appointed committee may be filled by the Chair.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a council or committee, a majority of the whole council or committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each council or committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Section 10. Reports. All councils, committees or agents shall report to the membership of the Corporation and/or to the Board of Directors.

Section 11. Ex officio membership. The President shall be an ex-officio member of all committees.

ARTICLE X **ELECTIONS AND BALLOTING**

Section 1. Election types. There shall be two types of elections. A General Election shall be held for all matters submitted to a vote of the membership as a whole, including election of the Board of Directors and the Nominating Committee. Council Elections shall be held for all matters submitted to specific groups of members.

Section 2. General Election. The Nominating Committee shall prepare a slate of candidates for each position to be voted on in the General Election, as defined in these by laws. The official slate of candidates for election shall be distributed to all active members in good standing at least ninety (90) days prior to each annual meeting of the Corporation.

Section 3. Council Elections. The election process for Council Elections shall be determined by the Board of Directors and documented in the policies of the corporation

Section 4. Petition. Additional petition nominations may be submitted for any elected position as defined in the policies of the corporation. All qualifying petition candidates shall be added to the ballot and noted as such.

Section 5. Balloting. The method of balloting shall be defined in policy and shall be conducted by the Nominating Committee in accordance with Board established policy.

Section 6. Lack of Majority of Ballot. In the event of a lack of a simple majority of the ballots cast for any Board of Directors or Nominating Committee position, the Nominating Committee will prepare a run-off ballot for the two candidates receiving the highest numbers of votes. Run-off ballots will be distributed to the membership in good standing at least thirty (30) days prior to the annual meeting, which must be returned at least ten (10) days prior to the annual meeting. Any continued lack of simple majority will be resolved by a run-off ballot distributed to those members present at the annual meeting. In all other situations where a plurality of votes exists, the lack of majority will be resolved according to established policy.

Section 7. Results of Elections. The Chair of the Nominating Committee shall inform the President of the Board of Directors and each candidate of the results of the election when notified by the tellers. The results of the elections shall also be conveyed to the membership.

ARTICLE XI **CONTRACTS, CHECKS, DRAFTS AND ACCOUNTS**

Section 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these by-laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Borrowings. No borrowings shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors. When so authorized by the Board of Directors, any officer or agent of the Corporation may effect borrowings and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such borrowings and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Corporation, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation, and to that end endorse, assign and deliver the same.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select.

Section 4. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, acceptances, 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 the Board of Directors may from time to time designate.

Section 5. General and Special Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and special accounts with such banks, trust companies or other instruments as the Board of Directors may select, and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these by-laws, as the Board of Directors may deem expedient.

ARTICLE XII

INDEMNIFICATION OF OFFICERS, DIRECTORS, AND AGENTS; INSURANCE

Section 1. Non-derivative Suits or Proceedings. The Corporation may, upon approval of the Board of Directors, indemnify any person who was or is party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that s/he is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Derivative Suits or Proceedings. The Corporation may, upon approval of the Board of Directors, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Indemnification Upon Successful Defense. To the extent that a director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Authorization of Certain Indemnification. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because s/he has met the application standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the voting members.

Section 5. Time of Payment. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that s/he is entitled to be indemnified by the Corporation as authorized herein.

Section 6. Exclusivity. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other by-law, agreement, vote of members or disinterested

Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, or agent, and shall inure to the benefit of the heirs executors and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provision of this section.

Section 8. Notification. If the Corporation has paid indemnity, or has advanced expenses under this Section to a director, officer, or agent, the Corporation shall report the indemnification or advance in writing to the voting members with or before the notice of the next meeting of the voting members.

Section 9. Successive Corporations. For purposes of this section, references to "the Corporation" shall include, in addition to this Corporation, any merged or consolidated corporation absorbed in a merger or consolidation which, if its separate existence has continued, would have had the power and authority to indemnify its directors, officers, or agents so that any person who was a director, officer, or agent of such corporation, or was serving at the request of such corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Section with respect to the surviving corporation as such person could have with respect to such merging or consolidating corporation if its separate existence had continued.

Section 10. Timeframe. Such right of indemnification shall apply to matters arising both before and after the time of adoption of this provision.

ARTICLE XIII **AMENDMENTS TO THE BY LAWS**

Section 1. Bylaw authority. The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the members unless otherwise provided in the articles of incorporation or the by-laws.

Section 2. Amendment Process. Amendments or revisions to these by-laws may be made by the affirmative vote of a majority of the votes cast by the voting members, provided that the voting members have received at least two (2) weeks notice before the vote on amendment. Amendments or revisions may be proposed by the Board of Directors or by petition of one-third (1/3) of the active members of the Corporation, and must be submitted in writing to the Secretary at least sixty (60) days prior to either the meeting in which they are to be considered or the mailing out to members of the ballot to vote on amendments or revisions to the by laws. The By Laws Committee will review suggested amendments and prepare the by-law change proposal. The Secretary shall distribute such proposal of changes to the membership at least three (3) weeks before a meeting to consider changes, or allow three (3) weeks for consideration by members before requiring return-of-mail ballots on such changes.

Section 3. By law definition. The by-laws may contain any provisions for the regulation and management of the affairs of the Corporation consistent with law or the articles of incorporation.

ARTICLE XIV **MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 2. Annual Dues The Board of Directors shall establish annual dues and fees for membership, the appropriate procedures for invoicing for dues, the date when dues and fees are due and payable, and the penalties for failing to pay dues and fees.

Section 3. Participation of Other Corporations It is neither the intention nor the purpose of the Corporation to serve as a forum for vendors.

Section 4. Proceedings When not otherwise provided, Robert's Rules of Order shall govern the proceedings of the Corporation and the Board of Directors.

Section 5. Transition Transition processes to achieve changes required by any By-laws revisions will follow established policy.

ARTICLE XV
DISSOLUTION OF THE CORPORATION

It is intended that the Corporation will be a permanent organization. The Corporation may be dissolved if a majority of the quorum of the active membership votes to do so. Once all outstanding debts have been satisfied, the Board of Directors shall determine the distribution of any funds remaining in accordance with existing law at the time of the dissolution.