

MINNESOTA MEDICAL ASSOCIATION

**ARTICLES OF INCORPORATION
and
BYLAWS**

REVISED September 2011

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MINNESOTA MEDICAL ASSOCIATION**

**ARTICLE I
Corporate Name**

The name of this Corporation is Minnesota Medical Association.

**ARTICLE II
Registered Office**

The location of the Corporation's registered office is 1300 Godward Street NE, Suite 2500, City of Minneapolis, County of Hennepin, State of Minnesota, Zip Code of 55413.

**ARTICLE III
Corporate Governance**

The Corporation is governed by Chapter 317A of the Minnesota Statutes as now enacted or hereafter amended, supplemented or substituted (the "Minnesota Nonprofit Corporation Act").

**ARTICLE IV
Corporate Purpose**

4.1. The Corporation is organized and shall be operated exclusively to support and improve the science and art of medicine, and to advance community welfare, community health and scientific education within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, supplemented or substituted (the "Code"), and in furtherance of such purposes the Corporation may:

4.1.1. Elevate the standards of medical education and knowledge at both the undergraduate and the graduate levels;

4.1.2. Foster the presentation of papers, articles, findings and studies by its component medical societies in the fields of medical research, diagnosis, therapy, operative procedure, prevention of disease and promotion of the public health;

4.1.3. Promote high standards of medical and health service in all public programs established for the welfare of the people of Minnesota;

4.1.4. Bring into one federation all medical professionals in the state of Minnesota and unite with similar societies in other states to form the American Medical Association;

4.1.5. Assist officials and agencies of the state of Minnesota with advice and service in the administration of its medical, hospital, welfare and public health programs, and promote through its component medical societies continuous advice and assistance in county welfare and public health programs; and

4.1.6. Engage in any lawful programs or activities which are supportive of physicians' professional growth and development, promote the science and art of medicine, or which promote community welfare, community health and scientific education.

4.2. The Corporation shall have the capacity, authority and powers granted under the Minnesota Nonprofit Corporation Act necessary or proper to accomplish the foregoing purposes.

ARTICLE V No Profit or Pecuniary Gain

The Corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit. The Corporation shall not afford pecuniary gain, incidentally or otherwise, to a component medical society, to its members, trustees, officers, or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any component medical society, member, trustee, officer, or other private person except that reasonable compensation may be paid for services rendered to or for the Corporation in respect to one or more of its purposes, including services by a component medical society, member, trustee, officer or other private person as such.

ARTICLE VI Corporate Dissolution

Upon dissolution of the Corporation, assets shall be distributed in a manner required by Section 317A.735 of the Minnesota Nonprofit Corporation Act, provided, however, that in all events the net assets shall be distributed for one or more exempt purposes or to another nonprofit entity.

ARTICLE VII Duration

The period of duration of the Corporation's existence shall be perpetual.

ARTICLE VIII No Capital Stock

The Corporation shall have no capital stock.

ARTICLE IX Members

The Corporation shall have members which are comprised of classes established pursuant to the Bylaws of the Corporation and hold such rights and preferences for such period of time as authorized by the Bylaws of the Corporation. Members shall pay dues and fulfill eligibility

requirements pursuant to the Bylaws of the Corporation. Members of the Corporation, are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.

ARTICLE X
House of Delegates

The House of Delegates shall meet at least annually and shall consist of those members who are elected pursuant to the Bylaws of the Corporation. The House of Delegates shall represent the members of the Corporation and shall be the legislative body of the Corporation.

ARTICLE XI
Trustees

Management of the business and affairs of the Corporation shall be vested in its Board of Trustees which shall be comprised of natural persons. The members of the Board of Trustees of the Corporation shall serve until their respective successors shall have been elected and qualified, or until the earlier death, resignation, removal or disqualification of the trustees.

A written action by the Board of Trustees taken without a meeting shall be taken as provided in the Bylaws of the Corporation. Any action, other than an action requiring member or House of Delegates' approval, may be taken by written action signed by the number of trustees that would be required to take the same action at a meeting of the Board of Trustees at which all trustees were present.

ARTICLE XII
Trustee Committees

The Board of Trustees may establish committees with rules of procedure as provided pursuant to the Bylaws of the Corporation. Any action at a committee meeting, other than an action requiring member or House of Delegates' approval, may be taken by written action signed by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present.

ARTICLE XIII
Bylaws

The power to adopt, amend or repeal the Bylaws of the Corporation is vested in the House of Delegates pursuant to the Bylaws of the Corporation.

ARTICLE XIV
Amendment of Articles

- 14.1. A majority of trustees may amend the Articles of Incorporation without House of Delegates' approval if the House of Delegates has authorized the Board of Trustees to amend the Articles of Incorporation pursuant to paragraph 14.3 of this Article XIV, or if the amendment merely restates the existing Articles of Incorporation, as amended. An amendment restating the existing Articles of Incorporation may, but need not, be submitted to and approved by the House of Delegates.
- 14.2. Other than as provided pursuant to paragraphs 14.1 and 14.3 of this Article XIV, amendments to the Articles of Incorporation must be approved by a majority of all of the trustees, and a majority of the House of Delegates at a duly held meeting which must also

be a majority of the required quorum. If an amendment is initiated by the trustees, proper notice of the proposed amendment must precede a House of Delegates' meeting at which the amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed and approved by the House of Delegates, the House of Delegates may demand a special Board of Trustees' meeting within sixty (60) days for consideration of the proposed amendment if a regular Board of Trustees' meeting would not occur within sixty (60) days.

14.3. The House of Delegates may authorize the Board of Trustees, subject to paragraph 14.3.2, to exercise from time to time the power of amendment of the Articles of Incorporation without approval by the House of Delegates.

14.3.1. When the House of Delegates has authorized the Board of Trustees to amend the Articles of Incorporation, the Board of Trustees, by a majority vote, unless otherwise provided for in the Articles of Incorporation, Bylaws of the Corporation or a House of Delegates' resolution authorizing that the Board of Trustees action require a greater vote, may amend the Articles of Incorporation at a meeting of the Board of Trustees. Notice of the meeting and of the proposed amendment must be given to the Board of Trustees.

14.3.2. The House of Delegates voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board of Trustees to exercise the power of the House of Delegates to amend the Articles of Incorporation.

10/2011 (formatting only)

MINNESOTA MEDICAL ASSOCIATION

BYLAWS

ARTICLE I MEMBERSHIP

- 1.1 Limitations** Membership in the Minnesota Medical Association (the “Association,” or “MMA”) is limited to individuals agreeing to comply with and be bound by all the provisions of the Articles of Incorporation and Bylaws of the Association; the Constitution and Bylaws of the American Medical Association (the “AMA”); and the Principles of Medical Ethics of the American Medical Association.
- 1.2 Eligibility** An individual is eligible to become a member who is:
- A. Licensed to practice medicine or osteopathy in the State of Minnesota, any other state, the District of Columbia, Puerto Rico, Guam or the United States Virgin Islands;
 - B. A Doctor of Medicine or Osteopathy who is eligible for licensure in Minnesota and who is not engaged in an activity which requires medical licensure;
 - C. Engaged in a resident or fellow program approved by the Liaison Committee on Graduate Medical Education; or
 - D. Enrolled in and actively pursuing an approved course within the State of Minnesota leading to the degree of Doctor of Medicine or Osteopathy.
- 1.3 Membership Classifications**
- A. **Regular** Those members who meet the eligibility requirements in Section 1.2, subdivision A or B and do not meet any of the membership classifications in Section 1.3, subdivision B through E.
 - B. **Retired** Those members, age fifty or over, who are not engaged in the practice of medicine for compensation.
 - C. **Resident** Any person engaged in a resident or fellow program approved by the Liaison Committee on Graduate Medical Education. This class of membership is forfeited when the member is no longer engaged in these programs.
 - D. **Medical Student** Any person enrolled in and actively pursuing an approved course leading to a degree of Doctor of Medicine or Osteopathy. This class of membership is forfeited when the member is graduated or is no longer enrolled in the course.
 - E. **Emeritus** Those members recognized by the House of Delegates or Board of Trustees for providing exceptional service to the profession of medicine.

**ARTICLE II
DUES**

- 2.1 Annual Dues Rate**Dues and assessments for all classifications of membership, the time of payment and exemptions from payment of dues shall be established by the House of Delegates for each fiscal year based upon the recommendations of the Board of Trustees. The Board of Trustees may establish, on an annual basis, an administrative service fee for members exempt from dues.
- 2.2 Payment**Dues shall be collected on an annual basis.

**ARTICLE III
COMPONENT MEDICAL SOCIETIES**

- 3.1 Authorization to Organize**The members of the Association, except at-large members, shall be organized into component medical societies, (“societies”) chartered by the Association. Not more than one society shall be chartered to operate in any county except in a county so large in area as to make it impractical for one society to operate. All societies will be organized into trustee districts. No single society may be part of more than one trustee district. The territorial jurisdiction of each society shall be determined by the House of Delegates and set forth in the charter issued to it by the Association.
- 3.2 Charter Qualifications**Any society which has adopted principles of organization not in conflict with the Articles of Incorporation and Bylaws of the Association may, upon approval of its application by the House of Delegates, become a chartered component medical society and receive a charter evidencing that fact. Each charter shall be signed by the President and the Secretary-Treasurer of the Association.
- 3.3 Limitations**Nothing contained in any charter issued or in the Articles of Incorporation or Bylaws of the Association and no action of the House of Delegates or of the Board of Trustees shall bind or commit any society to carry out any policy or recommendation of the Association not consistent with the Articles of Incorporation or Bylaws.

3.4 Revocation of Charter and Consolidation Any charter issued to a society may be revoked by the House of Delegates if the society acts in violation of the Articles of Incorporation or Bylaws of the Association. If the House of Delegates finds that any society is not functioning effectively, the House of Delegates may consolidate that society into any physically contiguous society.

3.5 Unified Membership A person applying for membership in a component medical society must concurrently apply for the same class of membership in the Association. Membership in the Association may not be discontinued unless membership in the society is also discontinued. Application to a component medical society may be made as follows:

- A. If the member's residence and principal office are in different jurisdictions, membership may be elected in the society with jurisdiction over either the residence or the principal office.
- B. If the member's residence and principal office are in one society's jurisdiction, the member must elect that society, except as otherwise provided in this section.
- C. If the member's residence or principal office is on or near a society line, and the society in which the residence or principal office is located consents, the member may elect the adjoining medical society.
- D. For purposes of membership and delegate count, the member must designate the primary component medical society through which the member's MMA dues will be paid.
- E. Component medical societies may accept members who are dues paying members of another component medical society provided these members are currently MMA members in good standing. A list of these members shall be provided annually to the MMA by each component medical society.
- F. A medical student may join a society with jurisdiction over the area in which the medical student's residence is located or the area in which the school is located.
- G. A resident may join a society with jurisdiction over the area in which the physician's residence is located or the area in which the hospital or primary training facility is located.
- H. A member who moves to a different society jurisdiction may elect to maintain membership in the society to which the member belonged prior to moving or may transfer membership to the society of the jurisdiction to which the member has moved.

For members who transfer their membership from one component medical society to another, the membership shall be reciprocal for that calendar year and no additional dues shall be assessed granted that full dues have been received prior to the transfer.

- 3.6 Scope of Organization** Each society shall have general direction of the affairs of the profession in its county or district; shall further the purposes of the Association; and shall foster membership in the Association.
- 3.7 Membership Qualifications** Each component society shall judge the qualifications of its own applicants, but, as such societies are the only portals to this Association, ample opportunity to become a member shall be given to every physician in the county or district who is eligible according to the provisions of the Articles of Incorporation and Bylaws.
- 3.8 Data Requirements** The Secretary of each society shall keep a roster of its members showing the full name, address, medical school and date of graduation, date of license to practice in this state, and other relevant information requested by the Association.
- 3.9 Dues Processing** Each component medical society shall forward the dues of its members to the Association on a monthly basis. Assessments shall be forwarded within the time specified. Component medical societies accepting guest members, as defined in Article III, Section 3.5, Paragraph E, shall be responsible for all administration and collection of any fees they choose to assess for guest memberships.

Component medical societies may contract with the Association to bill its members and collect dues and assessments on its behalf.

- 3.10 Suspension** Each component medical society which fails to forward to the Association the dues of its members according to the terms of its contract shall be suspended and none of its members or delegates shall be permitted to participate in any of the business proceedings of the Association or of the House of Delegates until the requirements have been met.

ARTICLE IV TERMINATION OF MEMBERSHIP

- 4.1 Member Resignation or Withdrawal of Application**
Resignation A member may resign at any time by giving written notice of such resignation to the Board of Trustees. Resignation is effective without acceptance when the notice is given to the Association, unless a later effective time is specified in the notice. The resignation of a member does not relieve the member from any obligations the member may have to the Association for dues, assessments, fees or charges for goods or services.
- B. Withdrawal of Application** An applicant may withdraw his/her application at any time in the application process.

4.2 Automatic SuspensionThe following occurrences disqualify an applicant for membership or shall result in automatic suspension of membership, without rights to a hearing under Article V:

- A. **Dues Delinquency** Any member delinquent in dues or special assessments shall be suspended from membership. The member may be reinstated if dues and assessments for the year in which the suspension was invoked and the dues and assessments for the year in which application for reinstatement is made are paid in full. Delinquency dates shall be determined by the Board of Trustees.
- B. **License Revocation** Any member whose Minnesota license is revoked shall thereupon cease to be a member of the Association.
- C. **Concurrent Membership** Any member, other than an at-large member, who ceases to be a member of a component society, for any reason, shall cease to be a member of the Association for the same period of time.

4.3 Disciplinary Actions

- A. Membership may be denied, revoked or restricted only by the action of the Board of Trustees and shall be binding upon the component societies.

**ARTICLE V
ELECTIONS**

5.1 Process of Election of Delegates and Alternate Delegates to the MMA House of Delegates**Right to Vote** A member of the Association has the right to vote for election of members of the House of Delegates as provided below, but on no other matter. Voting shall not be cumulative and shall not be by proxy.

- B. **Component Society Delegates and Alternate Delegates** The members of each component medical society shall annually elect Delegates and Alternate Delegates to the House of Delegates as follows:
 - 1) For each 50 members or any fraction thereof as recorded on the books of the Association on December 31 of the year preceding the MMA House of Delegates meeting, each component medical society shall elect one Delegate and one Alternate Delegate, provided that each component medical society shall elect at least one Delegate and one Alternate Delegate. Component medical societies will be notified each year of the number of Delegates and Alternate Delegates to be elected for that year.
 - 2) The component medical society shall elect only active members to the office of Delegate or Alternate Delegate. The component medical society may authorize the MMA to appoint Delegates and Alternate Delegates on behalf of eh component medical society. The MMA may appoint Delegates and

Alternate Delegates for unfilled positions for non-staffed component medical societies no sooner than 75 days before the House of Delegates meeting.

- 3) The term of office of Delegates and Alternate Delegates will be determined by the component medical society.
- 4) The component medical society shall not allow cumulative voting or voting by proxy in the election of Delegates and Alternate Delegates.
- 5) A majority vote of members of the component medical society is necessary to remove a Delegate or Alternate Delegate elected from that component medical society.

C. Specialty Society Delegates and Alternate Delegates

- 1) **Specialty Society Application for Representation in the House of Delegates** Specialty societies not currently represented may apply for Delegate and Alternate Delegate representation in the Association House of Delegates. The specialty society must submit to the Association Board of Trustees an application for Delegate and Alternate Delegate representation in the Association House of Delegates and such additional information as the Board may request for its review. Upon receipt of an application, the Board of Trustees shall study the application for representations, and the Board shall make a recommendation to the House of Delegates regarding the granting of representation in the House of Delegates. The House of Delegates may approve or deny representation and shall have the final authority for acting on such requests. If approved, such representation shall be effective at the next meeting of the House of Delegates.

The following guidelines shall be utilized in evaluating specialty society applications for representation in the Association House of Delegates:

- a) The physician specialty society shall have a minimum of 25 members or two-thirds of the society's membership, whichever is greater, who are also members of this Association.
- b) An organization that is not represented in the House of Delegates but which is seeking representation must demonstrate (1) that it represents a field of medicine which has recognized scientific validity or that it serves physicians in some capacity related to their professional activities and (2) that it has a unique expertise, perspective, or capability that is not already represented in the House of Delegates.
- c) The organization must be established and stable; therefore, it must have been in existence for at least five years prior to submitting its application.

- d) The organization must be active within its field of medicine and hold at least one meeting of its members per year.
 - e) The organization must be statewide in scope and it must not restrict its members geographically.
 - f) The organization must submit a resolution or other official statement to show that the request is approved by the governing body of the organization.
- 2) **Election of Delegates and Alternate Delegates** The members of each specialty society represented in the House of Delegates may annually elect from its membership an active member of the Association to the offices of Delegate and Alternate Delegate of the House of Delegates.
- a) The term of office of Delegates and Alternate Delegates will be determined by the specialty society.
 - b) The manner of selection of the Delegate and Alternate Delegate may be determined by each specialty society.
- 3) **Termination of Specialty Society Representation in the House of Delegates** Any request to terminate the representations of a specialty society in the House of Delegates shall be submitted to, or initiated by, the Board of Trustees. The Board of Trustees shall present the request, together with its recommendation, to the House of Delegates. The House of Delegates may take action as it deems advisable.

D. Section Delegates

- 1) **Election** Each section of the Association constituted in conformity with Section 9.2 of these Bylaws may annually elect from among the members of the section, one Delegate and one Alternate Delegate, in a manner determined by the section and approved by the Board of Trustees.
- 2) **Termination of Section Representative** Any Delegate or Alternate Delegate elected by a section may be removed from the office by a majority of the members of the section.

- E. **Delegate-Alternate Delegate from Medical Schools** The Dean of each Minnesota Medical School may appoint a Delegate and Alternate Delegate who are MMA members to represent that Medical School in the Minnesota Medical Association House of Delegates. The term of office of Delegates and Alternate Delegates will be one year from each January 1.

- 5.2 Officers**
Officers Elected by the House The Nominating Committee will report to the House of Delegates at each Annual Meeting a slate of candidates for the office of Speaker, Vice-Speaker, President-Elect, and Secretary-Treasurer.
- B. **Ballots** Voting shall take place in writing. The nominees will be listed alphabetically on a written ballot. Nominations for all offices shall be accepted by the Speaker of the House from any Delegate prior to printing of the ballot.
 - C. **Majority Vote** A majority of the vote cast is required to elect a nominee. A run-off shall be conducted until one nominee receives a majority vote. After the second ballot, the nominee with the fewest votes is dropped from each subsequent ballot.
 - D. **Chairperson of the Board of Trustees** At least ninety days before convening of the House of Delegates meeting, the Board of Trustees shall open, to all voting members of the Board of Trustees, nominations for Chairperson who shall be elected from among the elected Trustees by the voting members of the Board of Trustees to serve a one-year term commencing at the close of the MMA House of Delegates meeting.
 - E. **Terms of Office** The President-Elect, following election, shall serve as President-Elect until the end of the next Annual Meeting following the Annual Meeting at which the election occurred, at which time he/she shall become President. The President shall serve until the end of the next Annual Meeting at which time he/she shall become Immediate Past President and serve as such for a period of one year. Each other officer shall serve for a period of one year beginning at the end of the Annual Meeting at which the election occurred and until a qualified successor is elected. No officer shall serve more than 12 years in any single office, not including election or appointment to fill a vacancy.
 - F. **Removal from Office of Officers Elected by the House** Any Officer of the Association, except for the Speaker and Vice-Speaker of the MMA House of Delegates, and the Chairperson of the Board of Trustees may be removed from office by affirmative vote of a majority of the House of Delegates. The Speaker and Vice-Speaker may be removed from office by a two-thirds vote of the entire House of Delegates.
 - G. **Removal from Office of the Chairperson of the Board of Trustees** The Chairperson of the Board of Trustees may be removed from office by affirmative vote of a majority of the voting members of the Board of Trustees.
- 5.3 Trustees**
A. Geographic Trustee Election Process At each annual meeting, the House of Delegates shall elect a Trustee to fill the term of each Trustee representing a geographic Trustee District, as described in Section 8.2, whose term expires at the end of that annual meeting. At least one month in advance of each annual meeting of the House of Delegates, the Delegates in each Trustee District for which a Trustee is to be elected shall hold a caucus at which they shall select a nominee for the office of Trustee and the name of the nominee shall be submitted to the House of Delegates for its consideration. The Speaker shall designate one component society Secretary,

within each Trustee District concerned, to assume the responsibility for setting the date, place and time for such caucus. The Delegates present at this caucus shall select a Chairperson who shall present to the House of Delegates the name of the nominee selected. At the Annual Meeting of the House of Delegates, other nominations for the office of Trustee representing geographic Trustee Districts may be made from the floor, but only by one of the component medical societies in the applicable Trustee District or by an individual member of one of the component medical societies in the applicable Trustee District. No person may be nominated for or elected to the office of Trustee for any Trustee District unless the person is a member of the component medical society or one of the component medical societies in the applicable Trustee District and a regular member of the Association.

- B. **Geographic Trustee Terms of Office** Each Trustee representing a geographic Trustee District shall serve for a term of three years beginning at the conclusion of the Annual Meeting during which the Trustee is elected. Terms of the Trustees will be arranged so that, as nearly as possible, one-third shall be elected each year.
- C. **At-Large Trustee Election Process** At each Annual Meeting of the House of Delegates, if the Nominating Committee forwards nominations for any At-Large Trustee positions to the House of Delegates, the House of Delegates shall vote for the candidate(s) nominated by the Nominating Committee and any candidates as nominated by the House of Delegates. The Nominating Committee will identify the characteristics addressed by each candidate as outlined in Section 7.6.A (ii) and the reason for selection of the nominated candidate(s).
- D. **At-Large Trustee Terms of Office** Each At-Large Trustee shall serve for a term of three years beginning at the conclusion of the Annual Meeting during which the Trustee is elected. Terms of the At-Large Trustees will be arranged so that, as nearly as possible, one-third of the At-Large Trustees are elected each year. Trustees shall serve no more than one term of three years as an At-Large Trustee, not including election or appointment to fill a vacancy. The term of an At-Large Trustee may be more than three years but not more than five years if it is to assure that terms are staggered. An At-Large Trustee may be elected as a Trustee representing a geographic Trustee District upon completion of his/her term of office, or upon resignation, as an At-Large Trustee.
- E. **Removal from Office** Any Trustee may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the entire House of Delegates.
- F. **Term Limitation** Trustees may serve no more than three terms of three years each, not including election or appointment to fill a vacancy. Accordingly, Trustees may serve up to three terms of three years each as a Trustee representing a geographic Trustee District, or a combination of two terms of three years each as a Trustee representing a geographic Trustee District, and one three year term as an At-Large Trustee.

5.4 AMA Delegates and Alternate Delegates

- A. AMA Delegates and Alternate Delegates shall be elected by the MMA House of Delegates. The Nominating t Committee shall report to the Annual Meeting of the House of Delegates a slate of candidates from among the members of the MMA for Delegates and Alternate Delegates to the AMA. All nominees must be AMA members. No officer or trustee, except the President-Elect, President or Immediate Past President, shall also serve concurrently as an American Medical Association Delegate or Alternate Delegate.
- B. Elections by the House of Delegates for AMA Delegates shall be held in the following order: AMA Delegates to be elected for a full term; AMA Delegates to be elected to fill an unexpired term. Unsuccessful nominees for the election of AMA Delegates to be elected for a full term shall automatically be nominated for the election of AMA Delegates to fill an unexpired term.
- C. Elections for AMA Alternate Delegates shall be held in the same manner as elections for AMA Delegates.
- D. Any Delegate or Alternate Delegate to the American Medical Association may be removed from office by affirmative vote of a majority of the House of Delegates.
- E. AMA Delegates and AMA Alternate Delegates shall serve no more than 12 years in any single office, not including election or appointment to fill a vacancy.
- F. In the event that the number of AMA members declines causing the number of AMA Delegates and Alternate Delegates from Minnesota to decrease, the Delegate(s) and Alternate Delegate(s) with the least seniority shall lose their positions on the delegation. Seniority shall be determined by the year the Delegate or Alternate Delegate was elected to their current position. Should this provision apply to more than one Delegate or Alternate Delegate with equal seniority, seniority shall be determined by lot with the MMA Board chairperson supervising.

In the event that a Delegate or Delegates lose their position, the Delegate(s) shall become Alternate Delegate(s) with the Alternate Delegate(s) with the least seniority relinquishing their position(s) on the delegation. If two or more Alternate Delegates are equal in seniority, the seniority shall be determined by lot under the supervision of the MMA Board chairperson.

Alternate Delegates who relinquish their position(s) on the delegation shall be considered by the MMA Board of Trustees at the next available opportunity for vacancies on the AMA delegation.

ARTICLE VI MEETINGS

- 6.1 Annual Meeting of the House of Delegates**The Annual Meeting of the House of Delegates shall be at a time and place the Board of Trustees shall determine. There shall be no annual meeting of the Association members.

6.2 Special Meetings Special meetings of the House of Delegates may be called at any time by the Speaker or the Vice-Speaker and shall be called by the President at the request of two-thirds of the Trustees or if at least ten percent of the Delegates representing at least ten component or specialty societies sign, date and deliver to the President or the Secretary-Treasurer one or more written demands for the meeting describing the purpose for which it is to be held.

6.3 Notice of Meetings Written notice of the time and place of each Annual Meeting and of the time, place and purposes of each special meeting of the House of Delegates shall be given by the Secretary-Treasurer not less than five days prior to the scheduled time.

ARTICLE VII HOUSE OF DELEGATES

7.1 Composition and Authority The House of Delegates consists of Delegates elected as provided in Article V, above, and has the following powers:

- A. To function as the legislative body of the Association.
- B. To bind members by adopting principles of medical ethics not inconsistent with or contrary to the Constitution and Bylaws of the American Medical Association or state and federal law.
- C. To provide oversight to the MMA by reviewing the financial health of the organization including audit, budget and dues trends and by providing recommendations to the Board of Trustees to strengthen the financial health of the MMA.
- D. To receive and consider reports and resolutions**
 - 1) Resolutions considered as regular business shall be submitted to the office of the Association at least 30 days prior to the commencement of the House of Delegates meeting at which they are to be considered. A late resolution may be received upon permission of the Speaker of the House or upon a two-thirds vote of the House of Delegates.
 - 2) Resolutions may be submitted by members of the House of Delegates, members of the Board of Trustees, component medical societies, or committees or sections of the Association.
 - 3) Reports will be received from the President, Chairperson of the Board of Trustees, Trustees, and Secretary-Treasurer of the Association and from all committees and sections of the Association. Additional reports will be received from individuals or organizations as may be invited to report by the Speaker of the House.
- E. To adopt rules and procedures for the transaction of its business

F. To judge the election and qualification of its members

7.2 Delegate Credentialing. The word Delegate used in these Bylaws refers to the Delegate, the Alternate Delegate substituting for the Delegate or an Acting Delegate.

A. The component or specialty society or section shall deposit with the credentials committee a list of authorized delegates. Delegates on such list shall be considered credentialed.

B. A Delegate may be seated without credentials if approved by the Credentials Committee.

C. In the event no Delegate or Alternate Delegate is present from a given component medical society, specialty society or section, the House of Delegates may appoint an Acting Delegate from among the members present from that society, section or trustee district. The Acting Delegate serves only in the absence of the Delegate or Alternate Delegate.

7.3 QuorumA quorum consists of 30 or more Delegates from 17 or more component or specialty societies or sections. If the quorum is no longer present after commencement of the proceedings, the proceedings shall be suspended until a quorum is again present.

7.4 Conduct of MeetingAll meetings of the House of Delegates, except executive sessions, shall be open to all members of the Association.

- A. The Speaker or a majority of the Delegates present shall have authority to declare which sessions of the House of Delegates shall be executive sessions and to invite persons who are not Delegates to be present at executive sessions.
- B. The privilege of the floor, except attendance at executive session, but no right to vote is granted to the MMA and AMA Presidents, Presidents-Elect, Trustees, Secretaries, Treasurers, Past-Presidents, the Speaker and Vice-Speaker of the AMA House of Delegates, the AMA Trustees, and MMA Delegates and Alternate Delegates to the American Medical Association unless those persons are also delegates to the House of Delegates.

7.5 Voting PrivilegeEach qualified Delegate, Alternate Delegate or Acting Delegate is entitled to one vote. The Speaker and Vice-Speaker shall not vote except in the case of a tie, in which case the Speaker may cast one vote.

7.6 Committees of the HouseThe Speaker shall appoint the Nominating Committee according to Section 7.6.A, and the Credentials, Rules and other Committees as may be appropriate. Members of all committees shall be Delegates or Alternate Delegates.

A. Nominating Committee

1. The Nominating Committee is charged with the following responsibilities:
 - a. The Nominating Committee shall report to the House of Delegates at each Annual Meeting a slate of candidates for the offices of Speaker, Vice-Speaker, President-Elect, Secretary-Treasurer, AMA Delegates and Alternates and At-Large Trustees;
 - b. The Nominating Committee is only required to place into nomination At-Large Trustees if the Nominating Committee determines that certain segments of the MMA membership are under-represented. The Nominating Committee will take into consideration at least the following characteristics when coming to a recommendation to nominate an At-Large Trustee(s): (a) geography; (b) specialty (primary and non-primary); (c) age; (d) clinic size; (e) gender; (f) and ethnic origin/nationality of the current members of the Board of Trustees.
2. The Immediate Past-President of the Association shall serve as Chairperson of the Nominating Committee. In the event the Immediate Past-President is unable to serve, the President shall appoint a Chairperson of the Nominating Committee from among the members of the committee. The remaining members of the Nominating Committee shall be the President-Elect, MMA Board Chairperson (or designee appointed by the MMA Board Chairperson), Chairperson of the

AMA Delegation (or a designee appointed by the Chairperson of the AMA Delegation), and two past MMA Presidents invited to serve in reverse chronology of their terms of office. Each Trustee District that is not represented by one the slotted positions on the Nominating Committee described above shall appoint one representative to the Nominating Committee. This appointment shall be submitted to the Chairperson of the Nominating Committee within sixty days after the MMA Annual Meeting.

3. No members of the Nominating Committee can be nominated for the positions of Speaker, Vice-Speaker, President-Elect, Secretary-Treasurer or At-Large Trustee. A member of the Nominating Committee may be nominated as an AMA Delegate or Alternate. If a member of the Nominating Committee desires to be nominated or is nominated as an AMA Delegate or Alternate, that member must withdraw from that discussion when these nominations are discussed by the Nominating Committee.

B. Credentials Committee

- 1) The Credentials Committee shall consist of five members appointed by the Speaker and chosen from the Delegates.
- 2) The Credentials Committee shall report its recommendations regarding seating of Delegates and Alternate Delegates based upon the requirements of these Bylaws.
- 3) The Credentials Committee shall be responsible for the distribution, collection and counting of all ballots in the House of Delegates. The Chairperson of the Credentials Committee shall report all election results directly to the Speaker of the House.

C. Rules Committee

- 1) The Rules Committee shall consist of three members appointed from the Delegates.
- 2) The Rules Committee shall recommend to the House of Delegates rules for the operation of the House.

ARTICLE VIII BOARD OF TRUSTEES

- 8.1 Responsibility and Authority.** Between sessions of the House of Delegates, the affairs of the Association shall be managed by a Board of Directors which shall be known as the Board of Trustees. It shall have authority to do and perform all acts and functions which the House of Delegates might do or perform not inconsistent with the Articles of Incorporation and Bylaws or with any action taken by the House of Delegates. The Board of Trustees shall consist of: (1) representatives of geographic Trustee Districts, as described in Section 8.2; (2) At-Large Trustees as described in Section 8.3; and (3) Ex

officio Trustees, as described in Section 8.4. At least every ten years (years ending in 5) the House of Delegates, based on recommendations of the Board of Trustees, shall review and, if the House of Delegates finds it appropriate, amend the number of Trustees (which shall never be less than three), group the component societies into Trustee Districts, (provided that the number of Trustees from a single Trustee District shall not comprise a majority of geographic Trustees elected to represent the Trustee District) set the number of Trustees representing each Trustee District, and set the number of possible At-Large Trustee positions.

A. **Budget and Dues Level Assessments.** The Board of Trustees shall have the authority to develop the budget and set dues level assessments and other charges payable by members of the MMA consistent with policy direction established by the House of Delegates.

8.2 Trustee District Designation The Board of Trustees shall have twenty Trustees representing geographic Trustee Districts. Each Trustee shall be designated to represent one and only one Trustee District. The Trustee Districts and number of Trustees per Trustee District are as follows:

Trustee District	Number of Geographic Trustees Represented on Board of Trustees
Twin City	9
South East	4
North Central	2
North East	2
South West	2
North West	1
Total	20

8.3. At-Large Trustees The Board of Trustees may have up to three At-Large Trustees, to be elected as set forth in Section 5.3 above.

- 8.4. Additional Members**The President, President-Elect, Immediate Past-President, Secretary-Treasurer, Speaker of the House, Vice-Speaker of the House, and Chairperson of the AMA Delegation shall be additional members of the Board of Trustees with the full right to vote on all matters. The Board may designate permanent guests.
- 8.5. AMA Officers, Delegates and Alternate Delegates**Any member of the Association elected to serve as President, President-Elect, Immediate Past-President, Secretary-Treasurer, Vice-Speaker, Speaker or Trustee of the American Medical Association will be an ex-officio member of the Board of Trustees, but without the right to vote.
- 8.6. Young Physicians Section, Resident and Fellow Section and Medical Student Representation.** One member of the Board of Trustees shall be elected in a manner prescribed by the Board of Trustees from the members of each of the following sections: Young Physicians Section, Resident/Fellows and Medical Student Section. These terms shall be for one year from one Annual Meeting of the Association until the next. These Trustees may be reelected for one additional year. The Resident/Fellow Trustee and the Medical Student Trustee shall have the right to vote.
- 8.7. Quorum**A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business provided that if a vacancy exists by reason of death, resignation or other, a majority of the remaining Trustees shall constitute a quorum for the purpose of filling such vacancy.
- 8.8. Special Meeting Determination**Special meetings of the Board of Trustees may be held at such times as the Board of Trustees may determine or upon the written request of the Chairperson of the Board of Trustees or of any three Trustees.
- B. Written notice of the time and place of each special meeting of the Board of Trustees shall be given by the Secretary-Treasurer to each member of the Board of Trustees not less than five days prior to the time fixed therefor.
- 8.9. Executive Session**The Board of Trustees may, by order of the Chairperson or by the vote of a majority of its voting members present, declare an executive session. The executive session is open to only the voting members and others as may be invited to remain by the Chairperson or by a majority of its voting members.
- 8.10. Staff Employment**The Board of Trustees shall have authority to employ such persons, including a chief executive officer whose title shall be determined from time to time by the Board of Trustees, as it deems necessary to carry out the work of the Association.
- 8.11. Association Publications**The Board of Trustees shall provide and have responsibility for the publication and distribution of all proceedings and transactions of the Association and of Minnesota Medicine. It shall appoint the editor and members of the Board of Editors of Minnesota Medicine and determine the compensation to be paid to each.
- 8.12. Execution of Contracts**The Board of Trustees or its specific designee shall execute contracts of the Association: the Chairperson of the Board of Trustees, President,

Treasurer, Chief Executive Officer. All bonds, stocks, mortgages, contracts, notes, debentures and other negotiable instruments and all other real and personal property, of every nature whatsoever, that may be owned or held by the Association may be sold, transferred or assigned, in accordance with the order of the Board of Trustees.

8.13. Supervision of Component Societies Each Trustee shall supervise the component societies in his/her Trustee District. The Trustee shall visit the counties in the Trustee District when necessary for the following purposes:

- A. Organizing component societies where none exist and reorganizing existing component societies as appropriate.
- B. Inquiring into the conditions of the medical profession in such societies.
- C. Improving and increasing the quality of services of component societies for his/her members.

8.14. Action by Signed Instrument Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting by written action signed by all Trustees. In addition, any action, other than an action requiring member or House of Delegates' approval, may be taken by written action signed by the number of Trustees that would be required to take the same action at a meeting of the Board of Trustees at which all Trustees were present. When written action is taken by less than all Trustees, all Trustees must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Trustee who does not sign or consent to the written action is not liable for the action. A written action is effective when signed by the required number of Trustees, unless a different effective time is provided in the written action.

8.15 Meetings Conducted Solely Through Electronic Communication

The Board of Trustees may specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in Section 8.7 and that the quorum requirements specified in Section 8.6 are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Trustees constitutes personal presence at a meeting.

8.16 Electronic Communications

The Association recognizes that authenticated electronic communications that satisfy the requirements of this Article 8 may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts.

Authenticated communications are those communications that set forth information from which the Association can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Association, or to an officer or agent of the Association who is authorized by the Association to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

8.17 Notice by Electronic Communication

Any notice to Trustees given by the Association by a form of electronic communication consented to by the Trustee to whom notice is given is effective when given. The notice is deemed given: (1) if by facsimile communication, when directed to a telephone number at which the Trustee has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the Trustee has consented to receive notice; (3) if by a posting on an electronic network on which the Trustee has consented to receive notice, together with separate notice to the Trustee of the specific posting, upon the later of the posting or the giving of the separate notice; and (4) if by any other form of electronic communication by which the Trustee has consented to receive notice, when directed to the Trustee.

ARTICLE IX COMMITTEES/SECTIONS

9.1 Committees
Executive Committee The Board of Trustees may establish an Executive Committee which shall have the authority to manage the business of the Association in the interval between meetings of the Board of Trustees. The Executive Committee shall also perform other duties as may be assigned by the Board of Trustees. The Executive Committee shall at all times be subject to the control and direction of the Board of Trustees, with all actions taken being reported to and approved by the Board of Trustees no later than its next regular meeting. The Executive Committee shall have up to nine members including the Chairperson of the Board of Trustees, President, President-Elect, Immediate Past President, Secretary-Treasurer, Speaker of the House of Delegates, and three at-large Trustee representatives elected annually by the Board of Trustees. The Chair-nominee(s) shall serve as ex-officio members without the right to vote. At the invitation of the Chairperson of the Board of Trustees, other parties may attend the meeting but shall have no right to vote.

B. Committee on Administration and Finance The Board of Trustees shall establish a Committee on Administration and Finance. The Treasurer shall be the Chairperson of the Committee. Members of the Committee shall be selected in accordance with current policy on committee appointments. The Committee shall monitor the financial status of the MMA, develop a budget for recommendation to the Board of Trustees and report as appropriate to the Board of Trustees.

- C. **Authority to Create** From time to time the Board of Trustees, by resolution approved by the affirmative vote of a majority of the Board of Trustees, may create additional committees as it may see fit, and may designate the duties and powers of such committees; provided, however, that no committee shall be given authority to amend the Articles of Incorporation or these Bylaws. Committees are subject at all times to the direction and control of the Board of Trustees.
 - D. **Terms of Appointments** The Board of Trustees shall have the authority to determine the terms of membership for each committee of the Association.
- 9.2 Sections Authority to Establish** The Board of Trustees shall have the authority to create special sections for the purpose of organizing members with identifiable common and unique interests. The Board of Trustees shall specify the composition, form and function of each special section so created. Membership in a special section shall be limited to those holding a membership in the Minnesota Medical Association and a component medical society.
- B. **Governing Principles** Each section created by the Board of Trustees shall function pursuant to Governing Principles consistent with these Bylaws and approved by the Board of Trustees.
- 9.3 Subcommittees and Ad Hoc Committees** All committees and sections may establish subcommittees and ad hoc committees within guidelines established by the Board of Trustees.
- 9.4 Reports** All committees and sections are responsible to and shall report to the Board of Trustees, except during periods when the House of Delegates is in session. Each committee and section shall at each annual meeting of the House of Delegates prepare a report to the House of Delegates of its activities during the preceding year.
- 9.5 Rules of Procedure** Except where otherwise provided by or inconsistent with Alice Sturgis' Standard Code of Parliamentary Procedure (latest edition), these Bylaws, or by resolutions of the Board of Trustees:
- A. Each committee or section shall meet at the call of its chairperson, or at such regular time as the committee or section may from time to time determine. Such meeting shall be called by giving thirty days' notice to all of the members. Notice is not required if the date, time and place of the meeting have been announced at a previous meeting. Notice of an adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. A member may waive notice of a meeting of the committee or section. A waiver of notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance is a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.
 - B. At each meeting of a committee, the presence in person of not less than one-third of the members of the committee entitled to vote thereat shall be necessary to constitute

a quorum for the transaction of business. Each section shall determine the size of its quorum. In the absence of a quorum, a majority of the committee members present and entitled to vote thereat may adjourn a meeting until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the members present and entitled to vote may continue to transact business until adjournment, even though the withdrawal of members originally present leaves less than the proportion or number otherwise required for a quorum.

- C. All questions at a duly held meeting shall be decided by a majority vote of the members with voting rights present and entitled to vote at the meeting. Each member shall have one vote at all meetings.
- D. Each committee or section shall report its activities to the Board of Trustees. Minutes, if any, of the meetings must be made available upon request to members of the committee or section and to a member of the Board of Trustees requesting the minutes for review.
- E. A conference among committee or section members by a means of communication through which the members may simultaneously hear each other during the conference constitutes a meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of members participating in the conference is a quorum. In addition, a member may participate in a meeting by any means of communication through which the members, other members participating, and all members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by both of these means constitutes personal presence at the meeting.
- F. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting by written action signed by all committee members. In addition, any action, other than an action requiring member or House of Delegates' approval, may be taken by written action signed by the number of committee members that would be required to take the same action at a meeting of the committee at which all committee members were present. When written action is taken by less than all committee members, all members must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A committee member who does not sign or consent to the written action is not liable for the action. A written action is effective when signed by the required number of committee members, unless a different effective time is provided in the written action.
- G. A committee may specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in this Article IX and that the quorum requirements specified in this Article IX are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video or Internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting

through a form of remote communication that is authorized by the committee constitutes personal presence at a meeting.

- H. Any notice to a committee member by a form of electronic communication consented to by the committee member to whom notice is given is effective when given. The notice is deemed given: (1) if by facsimile communication, when directed to a telephone number at which the committee member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the committee member has consented to receive notice; (3) if by a posting on an electronic network on which the committee member has consented to receive notice, together with separate notice to the committee member of the specific posting, upon the later of the posting or the giving of the separate notice; and (4) if by any other form of electronic communication by which the committee member has consented to receive notice, when directed to the committee member.

- 9.6 Committee Members Considered Trustees** Committee members are considered to be Trustees for purposes of Section 317A.251, Standard of Conduct, and 317A.255, Director Conflict of Interest, of the Minnesota Statutes as now enacted or hereafter amended, supplemented or substituted (“Minnesota Statutes”), and as such shall act pursuant to such provisions in carrying out all committee acts. In addition, committee members are considered to be Trustees for the purposes of Section 317A.521, Indemnification, of Minnesota Statutes. The Association shall provide indemnification for committee members as required pursuant to these Bylaws.

ARTICLE X OFFICERS

- 10.1 Delineation** The Officers of the Association shall consist of a President, President-Elect, Chairperson of the Board of Trustees, Speaker and Vice-Speaker of the House of Delegates, Secretary-Treasurer and the Immediate Past-President. No person shall be elected to the office of President-Elect who has not been a member of the Association for at least two years prior to election.
- 10.2 Duties of the President** The President shall deliver an address at the Annual Meeting of the Association and perform such other duties as may be delegated by the House of Delegates or the Board of Trustees, including presiding at meetings of the Board of Trustees in the absence of the Chairperson.
- 10.3 Duties of the President-Elect** The President-Elect shall assume the office of President in the event the President is unable to complete a term and shall continue as President through the term to which previously elected.
- 10.4 Duties of the Chairperson of the Board.** The Chairperson of the Board of Trustees shall be elected from among the Trustees of the Board as provided for in Section 5.2 and shall be responsible for the administration of the Board, preside at all Board meetings and perform such other duties as may be conferred upon him/her by the Board of Trustees.

- 10.5. Duties of the Speaker of the House of Delegates**The Speaker of the House of Delegates shall be the presiding officer at all meetings of the House of Delegates and shall perform such duties as custom and parliamentary usage require, including the designation of the official parliamentary procedure to govern the actions of the House and the assignment of items to be considered by any reference committees.
- 10.6. Duties of the Vice-Speaker of the House of Delegates**The Vice-Speaker of the House of Delegates shall assist the Speaker in the conduct of the House of Delegates and perform the duties of the Speaker if the Speaker is unable to serve.
- 10.7. Duties of the Secretary-Treasurer**The Secretary-Treasurer shall, through the chief executive officer, maintain records of the official business of the Association, a record of all proceedings of the Board of Trustees, and a register of physicians licensed to practice in the State of Minnesota, and correspond with component medical societies. The Secretary-Treasurer shall, through the chief executive officer, receive and disburse funds authorized by the Board of Trustees and report receipts and expenditures of the Association annually at the House of Delegates. The Secretary-Treasurer shall give a bond as established by the Trustees with the cost of the bond borne by the Association. The Secretary-Treasurer shall be the Chairperson of the Committee on Administration and Finance.
- 10.8. Duties of the Immediate Past-President**The Immediate Past-President shall serve as Chairperson of the Nominating Committee and/or perform other duties as assigned by the Board of Trustees.
- 10.9. Chief Executive Officer Responsibilities**The chief executive officer, whose title shall be determined from time to time, shall be employed by the Board of Trustees. Under the direction of the Board of Trustees, the chief executive officer shall be responsible for the general administration of the affairs of the Association and shall perform all duties incidental to this office.
- 10.10. Incapacitation or Vacancy of Office**In the event the Chairperson is unable to perform the duties of the office, the President shall serve until the Chairperson resumes the duties or is succeeded by a new Chairperson elected by the Board of Trustees.
- B. If a vacancy occurs in the office of Trustee or any other office of the Association or office of Delegate or Alternate Delegate to the American Medical Association by reason of death, resignation or otherwise, the Board of Trustees may fill such vacancy for a period ending at the expiration of the term of the office or the next Annual Meeting of the House of Delegates, whichever occurs first.
- 10.11. Maintenance of Books, Records and Papers**All books, records and papers belonging to the Association or copies of these documents shall be maintained in the principal office of the Association.

**ARTICLE XI
INDEMNIFICATION OF TRUSTEES,
OFFICERS AND COMMITTEE MEMBERS**

- 11.1. Protection Against Costs Imposed While Acting for the Association** Each Trustee, officer and member of any committee of the Association, whether or not then in office, shall be indemnified by the Association, against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been a Trustee, officer or member of any committee of the Association, such expenses to include the cost of reasonable settlements, provided he/she:
- A. Has not been indemnified by another organization for the same costs and expenses with respect to the same acts or omissions;
 - B. Acted in good faith;
 - C. Received no improper personal benefit, disclosed any potential conflict of interest in the matter in question and refrained from voting on the matter;
 - D. In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and
 - E. In the case of acts or omissions occurring in an official capacity, reasonably believed that the conduct was in the best interests of the Association.

**ARTICLE XII
AMENDMENTS**

- 12.1. Procedure.** These Bylaws may be amended at any special or Annual Meeting of the House of Delegates by majority vote provided:
- A. The Board of Trustees or five members of the House of Delegates have proposed amendments, and
 - B. Each Delegate, Alternate Delegate, Trustee or officer of the Association receives notice of the amendment not less than 5 nor more than thirty days prior to the meeting.