

AMENDED AND RESTATED
BYLAWS
OF
AMERICAN HEALTH LAWYERS ASSOCIATION

ARTICLE I - NAME

The name of the organization shall be the “American Health Lawyers Association” [hereinafter “the Association”].

ARTICLE II - PURPOSES

The Association is organized exclusively for charitable and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 (“the Code”). The purpose of the Association shall be to provide an educational medium for lawyers practicing health law and health professionals involved in the healthcare field, including such purposes as follows:

1. To provide an opportunity for lawyers and health professionals to meet and exchange information and ideas;
2. To conduct seminars of interest to such lawyers and health professionals;
3. To encourage the exchange of information of a legal nature in the health field;
4. To publish newsletters and other publications of interest in the field of health law;
5. To conduct legal and other research and to publish or offer for publication the results of such research;
6. To further the development of health law as a recognized legal discipline and to promote health law curricula and careers;
7. To promote the administration of health law and resolution of disputes in the healthcare industry through alternative dispute resolution services.

As a means of accomplishing the foregoing purposes, the Association shall have the power to engage in any lawful act or activity necessary or appropriate to the attainment of those purposes; provided, however, that notwithstanding any provision of these Bylaws or any other provision of law, the Association shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as (a) an organization exempt from Federal income tax under section 501 (c)(3) of the Code, or (b) an organization to which contributions are deductible under sections 170, 2055 and 2522 of the Code.

ARTICLE III - MEMBERSHIP

Section 1 - Categories of Membership

There shall be two (2) classes of membership:

- a) Voting or regular membership shall be accorded
 - i) lawyers who have applied for membership and who pay the requisite dues and fees;
 - ii) students who have applied for membership and who pay the requisite dues and fees;
 - iii) associate members, which shall be comprised of non-lawyers interested in the health industry who shall meet such other criteria recommended by the Executive Committee, in consultation with the Executive Vice President.

Those having voting membership in good standing shall be eligible to vote and hold office in the Association. Each such member shall have one vote. Firms, groups, governmental units, and other collective organizations shall be ineligible for membership in the Association. Members shall not vote for the election of directors, who shall be elected as provided in these Bylaws.

- b) Non-voting membership in the Association shall be honorary membership, which may be voted by the Board of Directors [hereinafter “ the Board”] to any individual who has contributed in an outstanding manner to the Association or has labored to further its purpose and objectives. Non-voting members shall have all rights of regular and voting members except the right to vote and hold office.

Section 2 - Eligibility

- a) An individual shall be eligible for membership in the Association who is a lawyer duly admitted to the bar to practice law, a law student, a graduate student in health care, a non-lawyer interested or employed in the health industry and who shall meet such other criteria as recommended by the Executive Committee, in consultation with the Executive Vice President.
- b) Membership in the Association shall become effective upon receipt of a properly completed application form and receipt of the specified dues and fees.

ARTICLE IV - MEETINGS

Section 1 - Annual Meeting

There shall be an annual meeting of the Membership of the Association (the "Annual Meeting") at a time and place designated by the Board. The Secretary of the Association shall publish in a newsletter or send a notice of the Annual Meeting to members of the Association by regular mail, posted not less than ten (10) days nor more than fifty (50) days prior to the proposed meeting.

Section 2 - Meetings of the Board/Quorum/Notice

The Board of the Association shall meet not less than once a year, at the time of the Annual Meeting of the Association. Other meetings may be called by the President or upon the petition of six (6) directors and shall take place subsequent to receipt of formal notice from the Secretary. Meetings of the Board may be held in person or by telephone conference call. The Board may conduct business by mail between its meetings. A majority of directors then in office shall constitute a quorum. The Executive Vice President shall give notice by telephone, facsimile or electronic mail with acknowledged receipt, personal delivery, independent delivery service or regular mail ("Notice") to the directors of the time, place and purpose of each meeting not less than twenty (20) days prior to such meeting. The President, in consultation with the Executive Vice President, will determine the regular agenda for all meetings of the Board subject to approval of the Executive Committee.

Section 3 - Special Meetings

Special meetings of the Membership of the Association may be called by the President or Board at any time and may be called upon written request to the Board by a quorum of the regular members of the Association. Notice of such special meetings shall have been given to all members of the Association not less than ten (10) days nor more than fifty (50) days prior to the time of the meeting. Ten (10) percent of the membership or fifty (50) members, whichever is less, shall constitute a quorum for special meetings.

Section 4 - Rules of Procedure

The order of business for the Annual Meeting and for all special meetings of the Membership of the Association shall be designated by the Board. Where no order is so designated and when not otherwise expressly provided for in these Bylaws, the order of business and conduct of meetings shall be governed by Roberts Rules of Order, Revised.

Section 5 - Action Without a Meeting

Any action required or permitted to be taken at a meeting of the members, directors or any committee of the directors of the Association may be taken without a meeting if a consent in writing

or by electronic mail, setting forth the action so taken shall be signed or approved by electronic mail or through an electronic survey tool, consistent with law in the District of Columbia, by all of the members or directors entitled to vote with respect to the subject matter thereof. Where all the actions that would otherwise have been taken at the Annual Meeting of members or directors are taken by written consent as provided herein, no such Annual Meeting need be held for such year.

Section 6 - Waiver of Notice

Whenever any notice is required by these Bylaws or by law to be given to any member or director of the Association, a waiver thereof in writing signed by all persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1 - Election and Terms of Officers

The officers of the Association shall be a President, President-Elect, President-Elect Designate/Treasurer, and Secretary. They shall serve terms of one year. The President-Elect shall become President upon the expiration of the term of the President-Elect and shall fill the unexpired term (if any) of the President. The President-Elect Designate/Treasurer shall become President-Elect upon the expiration of the term of the President-Elect Designate/Treasurer and shall fill the unexpired term (if any) of the President-Elect. The President-Elect Designate/Treasurer shall be elected by the Board. The Secretary shall be appointed by the President from among the members of the Executive Committee. The Secretary will not, by such appointment as Secretary, be presumed to be in line for advancement to President-Elect Designate/Treasurer, President-Elect, or President.

Section 2 - Election and Terms of Directors

- a) The Board shall consist of the officers set forth in Article V, Section 1, the immediate past President, the Executive Vice President, and not more than twenty-two (22) additional members, each of whom shall be elected by the directors serving at the time of such election in accordance with this Section 2. The number of members needed to fill the vacancies on the Board shall be elected and/or re-elected each year for a normal term of three (3) years, except that members may be elected to fill unexpired terms when vacancies result in the middle of a term. Membership on the Board, with the exception of elected officers, shall be limited to two (2) consecutive terms and such individuals having served two (2) consecutive terms shall not thereafter be eligible for re-election to the Board until the Annual Meeting next following the expiration of their second consecutive term.

- b) Elections for full and unexpired terms shall be conducted at the meeting of the Board scheduled at the time of the Annual Meeting, or by written or electronic consent, consistent with law in the District of Columbia, in lieu of conducting a vote at said Annual Meeting. If conducted by written or electronic consent, a ballot, listing the name of the candidates, shall be mailed or electronically mailed to each director. No ballot shall be counted if postmarked or electronically mailed later than fifteen (15) days after the date of mailing of the ballot to each director. The person receiving the greatest number of votes for each office shall be elected. The votes shall be tabulated by the Secretary and reported to the Board. The result of the election shall be announced at the Annual Meeting or by newsletter or other publication of the Association.
- c) Upon the expiration of the term of the President, the President shall become the immediate past President for a term of one year, with all of the rights and duties of a director. Every past President shall be a member of the Past Presidents' Council. Upon the expiration of the term of the President, the President shall become the Chair of the Past Presidents' Council for a one-year term.
- d) Service by a director on the Executive Committee as Chair of the Membership Committee, as Chair of the Professional Resources Committee, as Chair of the Public Interest Committee, or as Chair of the Practice Group Committee shall not extend the maximum elected term of said director.
- e) Terms of officers and directors shall commence at the end of the Annual Meeting at which they were elected and shall continue until their successors are elected and take office, provided, however, in the case of any vacancy filled in the middle of a term, the individual elected shall take office upon election and shall complete the unexpired term.

Section 3 - Duties of the President

The President shall be the chief elected officer of the Association. The President shall preside at all membership meetings and serve as Chair of the Board. The President shall preside over all meetings of the Board and all meetings of the Executive Committee. The President, in consultation with the Executive Vice President, will determine the regular agenda of all meetings of the Executive Committee, and of all meetings of the Board, subject to the approval of the Executive Committee. The President shall preside over the activities of the Association, present a report at the Annual Meeting, appoint the chairs and members of committees as authorized by the Board, appoint the Secretary from among the members of the Executive Committee and perform such other duties as are inherent in the office of President or as authorized by the Board.

Section 4 - Duties of the President-Elect

The President-Elect shall be the Chair of the Program Committee, and Chair of the Annual Meeting of the Association. The President-Elect shall, in the absence of the President, perform all duties and assume all responsibilities of the President. If the President shall cease to so serve, the President-Elect shall thereupon become President for the remainder of the unexpired term and thereafter serve for the term for which he or she was elected.

Section 5 - Duties of the President-Elect Designate/Treasurer

The President-Elect Designate shall also serve as Treasurer of the Association and as Chair of the Finance Committee. The President-Elect Designate/Treasurer shall, in the absence of the President-Elect, perform all duties and assume all responsibilities of the President-Elect. If the President-Elect shall cease to so serve, the President-Elect Designate/Treasurer shall thereupon become President-Elect for the remainder of the unexpired term and thereafter serve for the term for which he or she was elected.

Section 6 - Duties of the Secretary

The Secretary shall be the historian of the Association, shall keep or cause to be kept the minutes of meetings of the Association, the Board, and any committees of the Board and perform all other duties incident to the office of Secretary.

Section 7 - Duties of the Treasurer

The President-Elect Designate shall also serve as Treasurer of the Association. The Treasurer shall supervise the financial affairs of the Association. The Treasurer shall cause a complete record to be kept of all receipts and disbursements and shall make regular reports to the Board and an annual report to the Association. Within ninety (90) days of the close of each fiscal year, the Treasurer shall cause an audit to be conducted by a certified public accountant designated by the Board. Audit statements shall be provided to each director and shall be available to any voting member at the office of the Association.

Section 8 - Duties of Past Presidents

The past Presidents of the National Health Lawyers Association, Inc. (“ NHLA”), the American Academy of Healthcare Attorneys (“ AAHA”) and of the Association (“ past Presidents”) shall be members of the Past Presidents’ Council, and shall advise the President and the Board, providing continuity in the policies, procedures and operations of the Board, and shall perform such other duties as shall be assigned to them by the Board or President.

Section 9 - Duties of Board

In addition to the duties specified in these Bylaws, the Board shall have the powers necessary generally to govern the affairs of the Association, including, but not limited to, making policy

decisions for the Association, establishing rules and procedures for the Board and the Association, and approving, modifying or disapproving reports, resolutions, or actions of officers or committees of the Association.

Section 10 - Vacancies

Except as otherwise provided herein, a vacancy in any office on the Board shall be filled by the affirmative vote of a majority of the then directors, even if less than a quorum.

Section 11 - Executive Vice President

The Board shall appoint and employ an Executive Vice President who shall conduct the daily affairs of the Association under the direction of the Board. The Executive Vice President shall be an ex officio voting member of the Board. The Executive Vice President, or his or her designee, shall attend all committee meetings of the Board, subject to the authority of the committees to meet, as appropriate, in executive session.

Funds of the Association shall be deposited and disbursed by the Executive Vice President under the supervision of the President-Elect Designate/Treasurer and the Board. The Executive Vice President shall be bonded and shall keep appropriate records, and prepare and file all necessary reports, returns and filings, and prepare an operating budget and financial statements.

The Board may authorize reasonable compensation for the Executive Vice President.

ARTICLE VI - COMMITTEES

Section 1 - Executive Committee

The Executive Committee shall be comprised of eight (8) voting members and one (1) ex officio non-voting member. The eight (8) voting members shall be the President, who shall serve as its Chair, the President-Elect, the President-Elect Designate, the Chair of the Membership Committee, the Chair of the Professional Resources Committee, the Chair of the Practice Group Committee, the Chair of the Public Interest Committee, and one at-large member from the Board chosen by the President. The one (1) ex officio non-voting member shall be the immediate past President of the Association. The four (4) committee Chairs and the Secretary shall be appointed by the President. The officers other than the Secretary shall be elected by the Board at the Board meeting held at the time of the Annual Meeting.

Committee Chairs who serve by designation on the Executive Committee shall be eligible for an elected position in the succeeding year.

The Executive Committee shall have the power and duty to conduct the affairs of the Association and to exercise the powers of the Board when the Board is not in session. Notwithstanding the

preceding sentence, the Executive Committee shall not have the authority to amend, alter, or repeal the Articles of Incorporation or these Bylaws; to amend or repeal any resolution previously adopted by the Board; to adopt a plan of merger or consolidation with another corporation; to authorize a sale, lease, exchange, mortgage, pledge or other disposition of the property or assets of the Association other than in the ordinary course of business; to authorize the voluntary dissolution of the Association; to revoke voluntary dissolution proceedings; to adopt a plan for the distribution of the assets of the Association; to approve the appointment of the Executive Vice President of the Association; or to adopt an annual budget for the Association.

In addition, the Executive Committee shall not have the authority to take any action with respect to the election or removal of officers or the filling of vacancies on the Board. The designation of the Executive Committee shall not operate to relieve the Board of any responsibility imposed by law.

The Executive Committee will meet in person a minimum of three (3) times a year (including any meetings in conjunction with full Board meetings). The Executive Vice President shall give notice of the meetings consistent with the Notice required for Board meetings.

Section 2 - Special Committees

Special Committees shall be appointed and discharged by the President from time to time as authorized by the Board. Unless specifically provided otherwise by resolution of the Board, Special Committees shall be advisory to and shall report to the Executive Committee their recommendations for action. Special Committees may include individuals who are not directors. All committees shall operate under committee protocols as established by the Executive Committee.

Section 3 - Nominating Committee

The Nominating Committee will consist of the last two past Presidents, the President, the President-Elect, the President-Elect Designate, and two at-large members (agreeing to be disqualified from any nomination) selected by action of the Board. One at-large member must be a director. The Nominating Committee will nominate officers, other than the Secretary, and persons to fill vacancies on the Board and the Nominating Committee. The President shall serve as Chair.

The Nominating Committee shall review the qualifications of potential candidates for officer and director positions. Not later than thirty (30) days prior to the Annual Meeting, the Nominating Committee shall recommend to the Board candidates for the officer and director positions, to be filled by election at the Board meeting held at the time of the Annual Meeting. Where any vacancy is to be filled other than at the time of the Annual Meeting, the Nominating Committee shall make its recommendation at least thirty (30) days prior to the election or the time a ballot is sent to each director.

Section 4 - Public Interest Committee

The Public Interest Committee shall be appointed by the President and shall be comprised of not more than eight (8) members, all of whom shall be current directors. The President shall appoint a Chair, who shall serve as a member of the Executive Committee. The special responsibilities of the Public Interest Committee shall include advising the Board, the President and the Executive Committee regarding the initiation of activities in the public interest and the fulfillment of the objectives and enhancement of the nonprofit purposes of the Association, and the conduct of one or more activities annually in furtherance of the Public Interest Committee's purposes, and such other responsibilities as are designated by the President and consistent with the objectives of the Association. The President shall also appoint one (1) member of the Past President's Council as a nonvoting, ex officio member of the Public Interest Committee to serve as a liaison between the Past Presidents' Council and the Public Interest Committee.

Section 5 - Membership Committee

The Membership Committee shall be appointed by the President and shall be comprised of not more than eight (8) members, all of whom shall be current directors. The President shall appoint a Chair, who shall also serve as a member of the Executive Committee. The responsibilities of the Membership Committee shall include advising the Board, the President and the Executive Committee regarding the further development of services to the members and the expansion of the membership of the Association, and such other responsibilities as are designated by the President and consistent with the objectives of the Association.

Section 6 - Finance Committee

The Finance Committee shall be a subcommittee of the Executive Committee and shall be comprised of the President-Elect Designate/Treasurer as Chair and two other members of the Executive Committee, both appointed by the President. The Finance Committee shall review the annual audit statement within ninety days of its preparation and shall advise the Executive Committee and the Board of the findings of such a review. The Finance Committee shall make any recommendations it deems appropriate to the Executive Committee and the Board resulting from such review of the annual audit statement. The Finance Committee shall prepare and recommend to the Board, at a meeting held not more than one hundred twenty (120) days prior to the commencement of the Association's fiscal year, the adoption of a proposed budget and activity plan for the Association. The Finance Committee also shall monitor and report periodically to the Board concerning the financial affairs of the Association, including the conformance to the budget and activity plan then in effect of revenues and expenditures as set forth in the financial records of Association.

Section 7 - Program Committee and Program Chair Subcommittee

The Program Committee shall be appointed by the President and shall be comprised of the President-Elect who shall serve as Chair and not more than eight (8) members, all of whom shall be

current directors. The Program Committee shall propose and recommend to the Board of Directors the time, place, program, participants and other arrangements for the Annual Meeting and policies for other seminars, educational meetings, activities or conferences. The Program Committee shall work with the Executive Vice President in developing and producing the aforesaid seminars and meetings consistent with the budget and the activity plan of the Association then in effect and shall have such other responsibilities as are designated by the President consistent with the objectives of the Association. The Chair of the Program Committee shall also chair a subcommittee comprised of the chairs of each seminar or educational meeting of the Association (the "Program Chair Subcommittee"). The subcommittee shall advise and assist the Program Committee in reviewing the policies for and content of the seminars and meetings of the Association as requested by the Chair of the Program Committee. The selection of individual Program Chairs and Vice Chairs will be determined jointly by the President-Elect as Chair of the Program Committee and the Executive Vice President with involvement, to the extent necessary, by the Executive Committee. The members of the subcommittee may include Association members who are not current directors.

Section 8 – Professional Resources Committee

The Professional Resources Committee of the Association shall be appointed by the President and shall be comprised of not more than eight (8) members, all of whom shall be current directors. The President shall appoint the chair of the Professional Resources Committee, who shall also serve as a member of the Executive Committee. The Professional Resources Committee shall make recommendations to the Board with respect to the manner in which the Association should develop and distribute publications of interest to attorneys and others in the field of health law. The Professional Resources Committee, with the approval of the Board, shall work with the Executive Vice President in carrying out the development and distribution of such publications, consistent with the budget and activity plan of the Association then in effect and shall assume such other responsibilities as are designated by the President and consistent with the objectives of the Association.

Section 9 – Practice Group Committee

The Practice Group Committee of the Association shall be appointed by the President and shall be comprised of not more than eight (8) members, all of whom shall be current directors. The President shall appoint the Chair of the Practice Group Committee, who shall also serve as a member of the Executive Committee. The Practice Group Committee shall develop and recommend for Board approval, consistent with the Strategic Plan of the Association, standards and practices to be followed by each Practice Group and budget and activity requests from each Practice Group.

ARTICLE VII – PRACTICE GROUPS

The Board shall establish practice groups in which the membership may participate and which shall be in furtherance of the Association's purposes. Such practice groups may be established, modified, or terminated by the Board from time to time in the best interests of the membership and the Association. The Board shall adopt and may amend from time to time policies and procedures for the operation of such practice groups.

ARTICLE VIII - DUES

Section 1 - Rates Of Dues

Dues of membership shall be as determined from time to time by the Board.

Section 2 - Resignation

A member may resign at any time and no dues or fees paid shall be refunded.

ARTICLE IX - SUSPENSION, EXPULSION AND TERMINATION

Any member or director whose conduct is detrimental to the best interest of the Association, or who violates the Bylaws, or any rules, or regulations or policies established by the Board, may be suspended or expelled by a vote of at least two-thirds (2/3s) of the directors without any refund of dues after the member has been afforded the opportunity for a hearing before the Board under procedures adopted by the Board.

ARTICLE X - INDEMNIFICATION

Section 1 - Right of Indemnification: Third-Party Actions

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative by reason of the fact that he or she is or was a director, officer, committee member or employee of the Association, or is or was serving at the request of the Association as a director, officer, or employee of another corporation or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she (a) was not negligent or guilty of misconduct in the performance of his or her duty to the Association; (b) acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association; (c) with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; and (d) in the case of amounts paid in settlement, that such settlement was reasonable and in or not opposed to the best interests of the Association. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or 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 he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that the person has reasonable cause to believe that his or her conduct was unlawful. If, at any time, any provision contained in the laws of the District of Columbia prohibits or limits indemnification in respect of any claim, action, suit or proceeding, except upon a determination of the extent thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

Section 2 - Actions by or in the Right of the Association

The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, committee member, or employee of the Association, or is or was serving at the request of the Association as a director, officer, or employee of another corporation or other enterprise against expenses (including attorneys' fees), actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she (a) was not negligent or guilty of misconduct in the performance of his or her duty to the Association; and (b) acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association. If, at any time, any provision contained in the laws of the District of Columbia prohibits or limits indemnification with respect of any claim, action, suit, or proceeding, except upon a determination of the extent thereof in the manner provided in such provision, indemnification shall be made only in accordance with such provision, and the provisions of this section shall be superseded with respect to transactions governed by such provision.

Section 3 - Expenses of Successful Defense

To the extent that a director, officer, committee member or employee of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4 - Determination of Propriety of Indemnification

Any indemnification under Section 1 or 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, committee member, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2 of this Article. Such determination shall be made either (a) by the Board by a majority vote of a quorum (as defined in these Bylaws) consisting of directors who were not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, or, even if obtainable, and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Notwithstanding the failure or refusal of the directors or counsel to make provision therefore, such indemnification shall be made if a court of competent jurisdiction makes a determination that the director or officer has a right to indemnification hereunder in any specific case upon the application of such person, or if a court of competent jurisdiction determines that such person has satisfied the standards for indemnification specified in Sections 1 or 2.

Section 5 - Expenses During Action

Expenses (including attorneys' fees) incurred in defending an action, whether civil, criminal, administrative, arbitrate or investigative, may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, committee member or employee to repay such amount unless it shall be determined ultimately that he or she is entitled to be indemnified by the Association.

Section 6 - Insurance

The Association, with the approval of the Board, may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Association against any liability asserted against him or her or the Association and incurred by him or her or the Association in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 7 - Advice of Counsel

Neither the Association nor its directors or officers nor any person acting on its behalf shall be liable to anyone for any determination as to the existence or absence of conduct which would provide a basis for making or refusing to make any payment under this Article or for taking or omitting to take any other actions under this Article, if such action or omission is made in reliance upon the advice of counsel.

Section 8 - References Included

Each reference herein to directors, officers, committee members or employees shall be deemed to include references to former directors, officers, committee members or employees and their respective heirs, executors, and administrators. The indemnification hereby provided shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or others, with respect to claims, issues, or matters in relation to which the Association would not have the power to indemnify such person under the provisions of this Article.

Section 9 - Definitions

For the purposes of this Article, references to “other enterprise” shall include employee benefit plans; references to “ fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to serving at the request of the Association shall include any services as a director, officer, or employee of the Association which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants, or beneficiaries and a person who acted in good faith and in a manner he or she reasonably believed to be in the interests of the participants of an employee benefit plan shall be deemed to have acted in a manner not opposed in the best interest of the Association as referred to in the Article.

ARTICLE XI - DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Association, whether voluntary, involuntary, or by operation of law, the Board shall, except as may be otherwise provided by law, transfer all of the assets of the Association in such manner as the directors, in the exercise of discretion, may by a majority vote determine; provided, however, that all such distributions must be for one or more exempt purposes within the meaning of sections 501(c)(3) of the Code. All such distributions to organizations must be to one or more organizations (a) which are exempt from tax as organizations described in section 501 (c)(3) of the Code, and (b) contributions to which are deductible under the provisions of sections 170, 2055 and 2522 of the Code.

ARTICLE XII - ORGANIZATION AND OPERATION

The Association shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the

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