

**BYLAWS  
of the  
CASE MANAGEMENT SOCIETY OF AMERICA**

Proposed Revisions June 8, 2010

**ARTICLE I - NAME AND OFFICES**

**Section 1. Name** - The name of the Society shall be the Case Management Society of America, Inc., a District of Columbia not-for-profit corporation.

**Section 2. Offices** - The Society shall maintain a registered office and registered agent in the District of Columbia. The Society may have other offices as the Board of Directors may determine from time to time.

**ARTICLE II - PURPOSE**

**Section 1. Purpose** - This Society is organized to provide the means by which persons and firms offering services or products within or to the case management field may voluntarily coordinate their efforts to advance the practice in all respects. To this end, the Society, among other activities, shall endeavor to:

- a. Provide the opportunity for the exchange of experience and opinions through discussion, study and publications.
- b. Promote the professionalism, science and recognized scope of the practice of case management.
- c. Provide an international forum, and assist in unifying professionals actively engaged in case management.
- d. Educate its members, health care delivery system, payer communities, and the public in the advancement and improvement of quality care, professionalism, costs/benefit effectiveness, and health benefits of case management.
- e. Develop and encourage consistent professional standards of performance, competence, service and conduct of professional case managers and those supporting case management.
- f. Conduct and cooperate in research and courses of studies for the benefit of advancing the practice of case management.
- g. Promote the public stature and respect accorded the case management practice while meeting the best interests of practitioners and the public.

**ARTICLE III - MEMBERS**

**Section 1. Classes of Members** - The Society shall have six classes of members.

- a. Case Manager Membership. Case Manager membership shall be those persons engaged in the field of case management. The case manager member must have a health professional degree, current license or national certification in the health or human service profession.
- b. Associate Membership. Associate membership shall be those individuals actively providing case management-related services and not qualified in Article III, Section 1a including individuals designated as representatives of corporations participating in the Corporate Partner Program.
- ~~c.~~ Student Membership. Student membership shall be any person who is either enrolled in a program of case management or related health or human services field that leads to a baccalaureate degree, licensure or national certification or graduate degree.
- ~~d.~~ Company Individual Membership. Company individual membership shall be those groups of individuals (5 or more) who are being sponsored by a company and receive individual

**Deleted:** c. . Corporate Partner Membership. Corporate partner membership shall be those business entities which have relationships to provide services necessary to ensure cost-effective and efficient health care and which have met the requirements of the Corporate Partner Program as established by the Society's Board of Directors. Membership belongs to the corporation, and it shall notify the Society as to its designated representative. ¶  
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membership. The membership belongs to the company and it shall notify the Society as to its designated representatives.

**e. Lifetime Membership.** Lifetime membership shall be conveyed to those individuals that have served the organization in the Presidential capacity for one elected term, any individual so designated by the Board of Directors, and/or an individual that chooses to subscribe to lifetime membership through a Board of Directors designated fee.

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**Section 2. Application for Membership** - Any applicant eligible for membership under these Bylaws may apply for membership by written application on such forms as may be prescribed by the Society from time to time. Application forms shall be submitted to the Society. If an applicant is not accepted, the applicant may file an appeal for admission to the Board of Directors for further review and consideration. The Board of Directors' determination shall be final.

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**Section 3. Voting Rights** - Each member under Article III, Section 1, except Corporate Partner Members as described in Article III, Section 1(c) in good standing shall be entitled to vote on each matter submitted to a vote of the members. The result of a vote by a majority of those voting at a meeting at which a quorum is present shall constitute the action of the membership.

a. **Voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission)** - All matters of business of the Society, except as otherwise specified by law or these Bylaws, may be submitted to the members on a mail ballot or for voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) by direction of the Board of Directors, provided that a period shall be permitted for voting, and provided that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member. On all mail ballots or voting otherwise permitted under these Bylaws, all such persons voting shall be counted as present for purposes of voting and determining a quorum, and a majority of the members voting shall prevail, provided that sufficient ballots or votes are received to constitute a quorum.

b. **Elections** - Officers and directors shall be elected by Mail or Electronic Communication in accordance with procedures adopted by the Board of Directors in accordance with Article III, Section 3a. The votes will be counted and the persons receiving the most votes shall be declared elected.

c. **Proxy Voting** - Proxy voting is not permitted.

**Section 4. Termination of Membership** - Membership in the Society may terminate by voluntary resignation; for failure to pay dues or other charges; or as otherwise provided in these Bylaws or Board policy. The Board of Directors may, by a majority vote at a meeting at which a quorum is present, terminate the membership of any member who becomes ineligible for membership. All rights, privileges and interest of a member in or to the Society shall cease upon termination of membership, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges accrued and unpaid before termination.

**Section 5. Censure, Suspension and Expulsion** - The Board of Directors may, by affirmative vote of two-thirds of all the directors, censure, suspend or expel a member for cause after providing the member notice of and an opportunity to be present and be heard at an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors.

**Section 6. Reinstatement** - Upon written request signed by a former member and filed with the Secretary, the Board may, by affirmative vote of two-thirds of the directors present at a meeting at which a quorum is present, reinstate a former member to membership upon such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership** - Membership in this Society is not transferable or assignable, except as stated in Article III, Section 1c & e.

#### **ARTICLE IV - AFFILIATE MEMBERSHIP**

**Section 1. Affiliates** - Organizations of members in Chapters which meet the Society's criteria for affiliation as adopted from time to time by the Board of Directors, and agree to adopt the model Affiliate Bylaws of the Society, and execute the Society Affiliate Agreement, may become Society Affiliates.

**Section 2. Membership** - Membership shall be in accordance with the signed Affiliate Agreement.

**Section 3. Activities** - Each Affiliate shall elect its own officers and directors; appoint such committees and carry on such revenue-producing activities as are consistent with these Bylaws and not in conflict with Society's activities; and shall provide such information to the Society as shall be necessary for performance of the Affiliate Agreement.

**Section 4. Society Representative** - An Affiliate's President or other designated representative shall represent the Affiliate to the Society through the Chapter Presidents' Council. All Society members within an Affiliate's area are eligible for membership in the Affiliate.

**Section 5. Application** - Members of an existing Affiliate sufficient to establish a new and separate affiliate based on current affiliation criteria may petition the Board of Directors to establish a new affiliate based on revised boundaries. Boundaries may be redefined at the written request of the members, in consultation with the existing Affiliate and approved by the Society's Board of Directors. New affiliate formation will be guided by the Affiliate Agreement.

#### **ARTICLE V - INTERNATIONAL ALLIANCES**

**Section 1. International Alliances** - Regional organizations located outside the United States of persons and organizations are eligible for International Alliance status with the Society provided they meet criteria for alliance as may be adopted from time to time by the Society Board of Directors. International Alliances hold non-voting status and will be allied with Case Management Society of America.

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#### **ARTICLE VI - DUES, FEES AND ASSESSMENTS**

**Section 1. Dues** - The annual dues for each class of members of the Society shall be determined by the Board of Directors from time to time.

**Section 2. Fees** - Fees and assessments shall be determined by the Board of Directors from time to time.

**Section 3. Termination for Failure to Pay Dues** - Members who fail to pay their dues, fees, assessments, or other charges owed to the Society within thirty days from the time they become due shall be notified by the Society office and if payment is not made within the next succeeding thirty days, shall be deemed to have resigned from membership and, without further notice and without a hearing, be dropped from the rolls and forfeit all rights and privileges of membership.

## ARTICLE VII - MEETINGS OF MEMBERS

**Section 1. Annual Meeting** - An annual meeting of the members shall be held at such time and place as may be fixed by resolution of the Board of Directors.

**Section 2. Special Meetings** - Special meetings may be called by the Board of Directors, or the President upon the written request of not less than 1% of the membership or fifty members, whichever is greater, of the members having voting rights after filing of the request with the Executive Director. The person[s] calling a special meeting of the members shall fix the time and place of any meeting called by them.

**Section 3. Notice of Meetings** - Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five or more than sixty days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation or these Bylaws. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

**Section 4. Quorum** - The members present at a meeting to constitute a quorum will be 1% of the membership or fifty members, whichever is greater. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 5. Manner of Action** - The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

**Section 6. Action Without Meeting** - The members may take any action without a meeting which they could take at any meeting of the members if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote on the subject thereof. Alternatively, the members may take any action without a meeting which they could take at any meeting of the members, where such action is based on voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws.

## ARTICLE VIII- OFFICERS

**Section 1. Officers** - The elected officers of the Society shall be the President, the President-Elect or Immediate Past President (as set forth in Section 5), Secretary, and the Treasurer. Notwithstanding the above, the Treasurer may be appointed by the Board of Directors as set forth in Section 7 of this Article. The President automatically assumes the office of Immediate Past President upon vacating the office of President.

**Section 2. Qualifications** - Case Manager or Associate members who have met nominations criteria and who are members in good standing shall be eligible for nomination and election to any office of the Society.

**Section 3. Term of Office** - The Officers shall hold office for the following terms: President – 2 years, President-Elect or Immediate Past President – 1 year, Secretary – 2 years, and Treasurer – 3 years. The terms shall run from Annual Meeting to Annual Meeting or until his/her successor is elected and qualified or until his/her death, resignation or removal. The President-Elect shall automatically succeed to the Presidency at the adjournment of the Annual Meeting. The President-Elect shall automatically succeed to the Presidency at the adjournment of the Annual Meeting. In the event of a vacancy in the Presidency, either the President-Elect or the Immediate Past-President, whichever is in office at the time of the vacancy, shall automatically succeed to the Presidency for the unexpired portion of the term. Any other vacancies shall be filled by the Board of Directors for the unexpired portion of the term.

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**Section 4. President** - The President shall serve as Chairman of the Board of Directors and the Executive Committee, with all the powers and responsibilities customary for such office. The President may also observe and participate as a nonvoting member ex officio on all committees except the Nominating Committee. At the Annual Meeting of the Society and at such other times as the President deems appropriate, the President shall report to the Board of Directors or the members on such matters and make such suggestions as may in the President's view tend to promote the benefit of the Society, and shall perform such other duties as prescribed by the Board of Directors or these Bylaws from time to time.

**Section 5. President-Elect and Immediate Past President** - ~~The President-Elect and Immediate Past President shall share one officer position in an alternating manner as set forth in this section. In the first year of the President's tenure, there shall be a Immediate Past President and no President-Elect. In the second year of the President's tenure, there shall be a President-Elect and no Immediate Past President. The Immediate Past President's term shall commence at the beginning of the President's first year in office and shall conclude at the end of the President's first year in office. The President-Elect's term shall commence at the beginning of the President's second year in office and shall conclude at the end of the President's second year in office.~~

~~The President-Elect shall perform such duties and have such powers as prescribed the President or the Board of Directors from time to time. The Immediate Past President shall have duties as may be delegated by the Board of Directors or President.~~

~~In the absence of the President or in the event of his or her inability or refusal to act, the Immediate Past President or President-Elect, whichever may be in office at the time, shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President.~~

**Section 6. Secretary** - The Secretary shall have such duties as prescribed by the President or the Board of Directors from time to time. The Secretary may delegate any duties as specified by the Board of Directors to the Executive Director of the Society or designee thereof. The Secretary shall ensure communication with members and chapters.

**Section 7. Treasurer** - The Treasurer shall remain fully advised as to the financial condition of the Society and shall regularly report to the Board of Directors on the finances of the Society and the adequacy of the accounting records of the Society. ~~The Nominating Committee shall seek to confirm candidates for the Treasurer position at the time other nominations are made but, in the absence of any qualified candidates, the Nominating Committee shall so notify the Board of Directors and the Board may appoint an individual who meets the qualifications of the position as set forth in the Board of Director's policies to serve as Treasurer". Such appointment shall occur concurrent with the nominations for other officer positions and such appointee name shall be included in the slate of candidates with the notation of their appointee status.~~

**Section 8. Removal** - Any officer elected by the members may be removed by the members; any officer appointed by the Board of Directors may be removed by the Board of Directors.

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Section 6. Vice President - The Vice President shall have such duties as may be delegated by the Board of Directors or President.

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## **ARTICLE IX - EXECUTIVE DIRECTOR**

**Section 1. Position** - The Board of Directors shall retain or employ an Executive Director who shall be responsible for the day to day administration and operations of the Society, and execute such duties and such programs and policies as may be directed by the Board of Directors. The

Executive Director shall have notice of and attend all meetings of the Executive Committee and Board of Directors, but may be excused during executive sessions.

**Section 2. Other Duties** - The Executive Director or designee thereof also will perform any functions as may be delegated by or from the Secretary or Treasurer, including signing any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, Executive Committee, or by these Bylaws to some other officer or agent of the Society. The Executive Director or designee thereof shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, shall be custodian of the corporate records of the Society, and execute such documents on behalf of the Society in accordance with the provisions of these Bylaws.

**Section 3.** The Executive Director may retain or employ an Associate Executive Director with duties as designated by the Executive Director.

**Section 4. Bond** - If required by the Board of Directors, the Executive Director shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine, at the Society's expense.

## **ARTICLE X - BOARD OF DIRECTORS**

**Section 1. General Powers** - The affairs of the Society shall be managed by its Board of Directors who shall be responsible for establishing the policies governing the Society. ,

### **Section 2.**

**2.a Composition – Voting Members** – The Board of Directors shall consist of the Elected Officers, the elected representative from the Chapter President's Council, and ~~six~~ members at large elected for a staggered term as herein provided, and the Immediate Past President of the Society who shall serve as a Director Ex Officio with voting privileges.

**2.b Composition** - The Board may also engage advisory members from time to time who shall engage in the dialogue and deliberation of the Board but who shall not have voting privileges. Advisory Members may be appointed by the President and ratified by a quorum of the Voting Board Members for a specified term not to exceed the term of the President. Advisory Members may be excused when the Board is in executive session.

**Section 3. Election** - Directors shall be elected by mail vote of the members or voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) as provided in these Bylaws. The votes cast by mail or otherwise will be counted and the persons receiving the most votes shall be declared elected. Advisory

**Section 4. Tenure** - Each of the ~~six~~ directors shall hold office for a term of three years or until his or her successor is duly elected and qualified or until death, resignation or removal. The Chapter Presidents' Council representative shall hold office for a term of one year or until his or her successor is duly elected and qualified or until death, resignation or removal. A director and the Chapter Presidents' Council representative shall take office immediately following installation at the Annual Meeting. No member of the Board who has served four consecutive years of service as a national Director or Officer of this organization will be eligible to serve in any national Board position until at least one year has elapsed.

**Section 5. Qualifications** - Case Manager or Associate members who have met nominations criteria and who are members in good standing shall be eligible for nomination and election as a director of the Society.

**Section 6. Annual Meeting** - An annual meeting of the Board of Directors shall be held without notice other than these Bylaws at the same place as the annual meeting of members.

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**Section 7. Other Meetings** - The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

**Section 8. Notice** - The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws.

**Section 9. Quorum** - At all meetings of the Board of Directors a majority of the total number of directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

**Section 10. Manner of Action** - The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

**Section 11. Action Without Meeting** - The Board of Directors may take any action without a meeting which it could take at a meeting of directors if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote on the subject thereof. Such written voting records shall be filed with the records of the Society. Alternatively, the directors may take any action based on voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws (including the proviso that each such director shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the director).

**Section 12. Meeting Attendance by Telephone; Voting by Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission (including Facsimile Transmission)** - Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting or voting shall constitute presence in person at the meeting. Voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) shall be permissible in the same manner as for members under these Bylaws.

**Section 13. Vacancies** - Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be appointed by the President and ratified by the Board of Directors. A director elected or appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor, and until his/her successor is duly elected and qualified or until his/her death, resignation or removal.

**Section 14. Compensation** - Directors shall not receive any compensation for their services as directors, but by resolution of the Board of Directors, directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board. A director may serve the Society in any other capacity for reasonable compensation, subject, however, to full disclosure of any other relationship as noted in the Society's conflict of interest policy.

**Section 15. Removal** - A director may be removed by the affirmative vote of two-thirds of the Board of Directors members entitled to vote on removal of directors, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members of the Board of Directors stating that a purpose of the meeting is to vote on removal of the named director(s).

## **ARTICLE XI - EXECUTIVE COMMITTEE**

**Section 1. Composition, Authority and Responsibility** - The Executive Committee shall consist of the elected or appointed officers, and one other director appointed by the President and approved by the Board of Directors. The function of the Executive Committee is to undertake

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functions related to governance and leadership development as more fully set forth in Board policy statements, and to exercise the powers of the Board of Directors when the Board is not in session. The Executive Committee shall give notice of its actions taken when the Board is not in session to the Board of Directors, and such actions shall be subject to ratification by the Board.

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**Section 2. Quorum** – A quorum of the Executive Committee shall consist of four voting members including the President when the President is present. The President shall call such meeting of the Executive Committee to address business of the Society as may be necessary, or upon the request of any two members of the Executive Committee.

**Section 3. Vacancies** - Any vacancy on the Executive Committee shall be filled in the manner as provided in Article X, Section 13. Any member so selected to fill a vacancy shall serve until the next annual meeting.

**Section 4. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission** - Members of the Executive Committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation or voting in a meeting shall constitute presence in person at the meeting for purposes of determining a quorum and for voting. Voting by mail or by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) is permissible in the same manner as for members under these Bylaws.

## **ARTICLE XII - COMMITTEES**

**Section 1. Creation of Committees** - The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees as it deems appropriate. Each committee chair shall be appointed by the President and approved by the Board of Directors. Committee members shall be selected as needed.

**Section 2. Quorum** - Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

**Section 3. Manner of Acting** - Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 4. Meetings** - Unless otherwise provided in the resolution designating a committee, such committee may fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 5. Action Without Meeting** - A committee may take any action which it could take at a meeting without a meeting if written notice of the proposed action is given to all committee members setting forth the action to be taken, and is signed and returned by not less than a majority of all the committee members. Such written voting records shall be filed with the records of the Society. Alternatively, committee members may take any action based on voting by mail or by telephone call or electronic mail or any other means of electronic transmission (including facsimile transmission) as provided in these Bylaws.

**Section 6. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission (Including Facsimile Transmission)** - Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting or voting shall constitute presence in person at the meeting. Voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) is permissible in the same manner as for members under these Bylaws.

### **ARTICLE XIII- NOMINATING COMMITTEE**

**Section 1. Nominations** - The President shall appoint, subject to review and approval of the Board of Directors, a nominating committee whose function shall be to solicit and screen potential candidates for officer and director positions in the next fiscal year. The nominating committee shall give due considerations to candidates' experience, qualifications and geographical representation. Contested elections shall be preferred but not required. The nominating committee shall carry out its activities pursuant to policies and procedures approved by the Board of Directors and published to the membership. The nominating committee's slate of candidates shall be submitted for election in accordance with the procedures approved by the Board of Directors for mail ballots or voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) as provided under these Bylaws.

### **ARTICLE XIV- GENERAL PROVISIONS**

**Section 1. Contracts** - The Board of Directors may authorize any officer or the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, Etc.** - All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or Executive Director of the Society and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

**Section 3. Fiscal Year** - The fiscal year of the Society shall be as determined by the Board of Directors.

**Section 4. Delivery of Notice** - Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Society; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account, and by electronic communication including but not limited to e-mail..

**Section 5. Waiver of Notice** - A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Presence without objection also waives notice, and attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

**Section 6. Use of Funds and Dissolution** - The Society shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Society. Upon dissolution of the Society, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Society.

**Section 7. Bonding** - The Board of Directors may require any officer, director, employee, or agent of the Society, to furnish at the expense of the Society, a fidelity bond, in such a sum as the Board shall prescribe.

**Section 8. Procedure** - All meetings of the Society shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with law or these Bylaws.

#### **ARTICLE XV- LIABILITY, INDEMNIFICATION AND INSURANCE**

**Section 1. Limitation of Liability** - No director or officer of the Society shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent dictated by law.

**Section 2. Indemnification** - The Society shall indemnify any officer, director, committee representative, agent or employee acting on behalf of the Society to the extent permitted by law.

**Section 3. Advance Payments** - Expenses incurred in defending an action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, to the extent permitted by law.

**Section 4. Non-exclusivity** - The indemnification permitted by this Article XV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

**Section 5. Insurance** - The Society may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Article XV.

**Section 6. Reports** - If the Society has paid indemnity or has advanced expenses under this Article XV to a director, officer, employee or agent, the Society shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

#### **ARTICLE XVI- AMENDMENTS**

**Section 1. Amendments to Bylaws** - The Board of Directors may initiate and recommend Bylaws changes, but the power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the voting members of the Society. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given, or by written mail ballot or voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) in accordance with Article III, Section 3 of these Bylaws. The Bylaws may contain any provisions for the regulation and management of the affairs of the Society not inconsistent with law or the Articles of Incorporation.

Adopted: April 25, 1991

Revised: June 1, 1996

Revised: November 16, 1998

Revised: June 6, 2001

Revised: June 16, 2006

Revised: June 22, 2007