

BY-LAWS OF THE IVMA

As Amended ~~September 28, 2005~~

Article I Meetings

Section 1. The annual meeting of the corporation shall be held each year at a time and place to be fixed by the Executive Board. Notice of the time and place of such meeting shall be sent by the Executive Director to each member of the corporation at least thirty (30) days prior to the date fixed for such meeting. This notice shall be in writing or contained in the official publication of the corporation. Said notice may be given via mail, electronic mail and/or facsimile.

Section 2. Should a change be made in the place designated for the holding of the annual meeting or the date thereof, the Executive Director shall give due notice thereof to the members, by mail, electronic mail or facsimile and/or through the press not less than 10 days prior to the date fixed for such meeting.

Section 3. The procedure outlined herein shall also be followed in the event that the Executive Board determines that a special meeting of the corporation be held.

Article II Duties of Officers

Section 1. President. The President shall preside over all meetings of the corporation and the Executive Board, shall sign contracts and written instruments where applicable, shall assist in the transaction of all of the business of the corporation, and perform the duties usually performed by such officers, together with such duties as shall be prescribed by the Articles of Incorporation, by the By-Laws, or by the Executive Board. The President shall assume the duties of the Immediate Past President at the close of the annual corporation meeting.

Section 2. President-Elect. If the President is absent or unable to serve, or whenever the President requests, the President-Elect shall assume and discharge the duties of the President. ~~The President-Elect shall prepare and read or deliver to the corporation an annual address and shall have full liberty in the choice of subject and the manner of treatment of same.~~ The President-Elect shall assume the duties of the President at the close of the annual corporation meeting.

Section 3. Vice President. In the absence of the President-Elect or the President-Elect's inability to serve or whenever the President-Elect may request, the Vice President shall assume and discharge the duties of the President-Elect. The Vice President shall perform such other duties as usually pertain to the office of the Vice President and as may be required of him from time to time by the Executive Board. The Vice President shall assume the duties of the President-Elect at the close of the annual corporation meeting.

Article III Duties of the Executive Director

Section 1. Executive Director. The Executive Director shall keep a full record of the proceedings of the corporation and the Executive Board, shall inspect all statements and bills

for expenses of the corporation, shall draw, inspect and sign all orders of the Treasury for all the necessary expenses of the corporation, shall attest and sign orders, contracts and other written instruments of the corporation where applicable, shall give all persons elected and appointed notice of such election or appointment, and shall perform such other duties as usually pertain to the office of a secretary and as may be required from time to time by the Executive Board.

It shall also be the duty of the Executive Director to collect all sums of money due and owing the corporation, especially annual dues of members. The Executive Director shall disburse the funds of the corporation at the direction of the Executive Board, and shall annually and more often when required by the Executive Board, submit to the Executive Board a report of receipts and disbursements, and shall perform such other duties as the Executive Board may from time to time require.

Article IV Duties of Executive Board

Section 1. The Executive Board shall have general supervision and management of all the affairs of this corporation. Members thereof shall attend annual meetings and conduct and transact all business of this corporation not in these By-Laws assigned to one of the Standing Committees or by motion or resolution especially referred to a Standing or Special Committee.

Section 2. The Executive Board shall fix and approve a budget for the corporation each year and shall have complete control over and supervise all matters pertaining to the expenditures and disbursement of funds of the corporation in such manner and by such means as it shall from time to time determine, but not in a manner inconsistent with the Articles of Incorporation or By-Laws of this corporation.

Section 3. The Executive Director of the corporation shall be chosen by the Executive Board and shall serve at the pleasure of the Executive Board.

Section 4. The Executive Board shall meet at any time upon timely notice to the members by the President or Executive Director. A regular meeting of the Executive Board shall be held at the annual meeting of the corporation. Special meetings of the Board may be held upon the timely call of the President or upon request of any seven (7) members of such Board filed with the Executive Director, and upon filing such notice, the Executive Director shall at once issue a call for such special meeting to be held not less than seven (7) nor more than fourteen (14) days thereafter. If the call be through request of members of the Board, then the purpose of the meeting shall be stated in the request and in the call.

Section 5. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business.

Section 6. The Executive Board shall require bonds from the Executive Director in such amounts as may be fixed by the Board. The Board may also require like bonds from any other officer or employee. The premiums on such bonds shall be paid by the corporation.

Section 7. The Executive Board shall act as the grievance committee of this corporation. When acting as a grievance committee, the Executive Board shall be bound only to

consider those complaints which have been submitted by the complainants in writing to the Executive Director of this corporation. In such cases, the member complained against shall be provided a copy of the complaint and shall be entitled to appear before the Executive Board in person and if the member so desires by Counsel and be heard. The member may be removed from membership by a 2/3 vote of the Executive Board present upon hearing the complaint and the member's response.

Section 8. Should any vacancy occur in the Executive Board District members thereof, such vacancy shall be filled from the members of the corporation in such district. Pending action by the district, such vacancy may be temporarily filled from the members in said Executive Board district by a majority vote of the Executive Board.

Article IV

American Veterinary Medical Association Representation

Section 1. This corporation shall maintain affiliation with the American Veterinary Medical Association through representation in the House of Delegates of said Association as provided in the Constitution thereof. The delegate and alternate delegate to the House of Delegates thereof shall be appointed by the President, subject to approval by a majority of the members of the Executive Board. The alternate delegate shall serve for a term of 4 years and then shall become the delegate and shall serve for an additional term of 4 years.

Article V

Membership

Section 1. The classes of membership of this corporation shall be active; life; retired; ~~honorary~~; non-resident; interns, residents, instructors at Iowa State University, and post-doctoral veterinarians from any institution; couples; current year graduates; first year graduates; second year graduates; ~~and~~-associates; and veterinary technicians.

Section 2. Qualifications for membership shall be as from time to time determined by the Executive Board and members shall be elected by a two-thirds (2/3) vote of the members of the Executive Board present and voting at any Board meeting upon a favorable report of the Membership Committee.

Section 3. Any ~~active~~-member in good standing of this corporation may be designated a life member by the Executive Board upon such terms and conditions as the Executive Board may prescribe. ~~An active~~-member in good standing who has paid all dues and assessments for forty (40) successive years shall pay dues as set by the Administration Committee and aApproved by the Executive Board.

~~**Section 4.** Honorary membership may be conferred upon an individual who shall have rendered valuable service to veterinary science, by resolution proposing such honorary membership and approved at any regular meeting of the corporation by a two-thirds affirmative vote of the members present and voting at such meeting. Honorary members shall not vote or hold office in this corporation.~~

Section 45. Any graduate veterinarian residing in another state may become a non-resident member of this corporation by making application and payment in advance of the then existing dues for nonresident members.

Section 56. Retired members shall be at least sixty-five (65) years of age and totally retired from gainful employment in the profession. If these requirements are met, then the retired member shall pay dues as set by the Administration Committee and approved by the Executive Board.

Section 67. Couples membership shall be offered to ~~a~~-legally married ~~husband and wife~~individuals, both of whom are graduate veterinarians. Couples shall pay dues as set by the Administration Committee and approved by the Executive Board.

~~**Section 7.** Current Year Graduate membership shall be given to all College of Veterinary Medicine graduates in May of the current year. No dues shall be required. Current Year Graduate members will receive all benefits of membership.~~

~~**Section 8.** First Year Graduate membership shall be given to all College of Veterinary Medicine graduates of the previous year. No dues shall be required. First Year Graduate members will receive all benefits of membership.~~

~~**Section 9.** Second Year Graduate membership shall be given to all who graduated two years prior from College of Veterinary Medicine. Dues shall be set by the Administration Committee and approved by the Executive Board. Second Year Graduate members will receive all benefits of membership.~~

Section 108. Associate membership shall be offered to a non-DVM/VMD/etc. who holds a PhD, DDS, MD, MS or equivalent degree who works closely with our profession and/or a person employed by a company that manufactures or provides veterinary related products and/or services to veterinarians. Associates shall pay dues as set by the Administration Committee and approved by the Executive Board. Associate members may ~~be appointed to a committee by the President~~ join a committee with the approval of the Committee chair and the Executive Director. Associate members may not vote and may not hold office within the Iowa Veterinary Medical Association.

~~**Section 11.** Veterinary Technician membership shall be offered to veterinary technicians registered through the Iowa Board of Veterinary Medicine. Dues shall be set by the Administration Committee and approved by the Executive Board. Veterinary Technicians may join a committee with the approval of the Committee chair and the Executive Director. Veterinary Technicians may not vote and may not hold office within the Iowa Veterinary Medical Association.~~

Article VI

Nomination and Election of Officers

Section 1. The Nomination Committee, consisting of the Administration Committee and two members of the corporation, shall not less than ~~sixty-one hundred twenty~~ (~~60~~120) days nor more than one hundred ~~twenty-fifty~~ (~~15~~20) days prior to the annual meeting of the

corporation, nominate one or more members of the corporation for the office of Vice President.

Section 2. Additional nominations ~~to-for~~ Vice President may be made by a petition signed by not less than twenty-five (25) members of the corporation and filed with the Executive Director not less than ~~ninety-one hundred twenty~~ (90120) days prior to the annual meeting. In the event any nominee withdraws or is for any reason unable to qualify for the office, the Nomination Committee may make further nominations at any time before the ballots are ~~mailed~~distributed.

Section 3. The Executive Director shall prepare ballots containing the names of the nominees so made by the Nomination Committee and by petition and shall afford appropriate space for the insertion of an additional name for the office of Vice President. The ballot so prepared shall be mailed, sent by electronic mail or by facsimile by the Executive Director to each member of the corporation in good standing at the last known address, electronic mail address or facsimile number as shown by the records of the corporation not less than fifteen (15) days prior to the annual meeting.

The ballots so returned shall be canvassed by the ~~President,~~ Executive Director and ~~Executive Assistant~~staff. The person receiving the largest number of votes for Vice President shall be declared to be elected. The Vice President so elected shall serve from the adjournment of such annual corporation meeting until the adjournment of the next annual corporation meeting.

Article VII

Standing ~~and Special~~ Committees and Task Forces

Section 1. All standing committees of the corporation shall be ~~appointed~~established by the President for the terms provided in these By-Laws. ~~Special committees~~Task Forces as authorized by the Executive Board or by the Administration Committee for the period between meetings of the Executive Board and subsequently approved by the Executive Board shall likewise be appointed by the President upon the terms and under the conditions set forth by the Executive Board.

Section 2. ~~No recommendations of any committee for action by the corporation shall be considered until they are first presented to the Executive Board or by the Administration Committee for the period between meetings of the Executive Board and approved by it or authorization given to present same to the corporation.~~The Administration Committee or Executive Board shall approve all committee recommendations involving action by the corporation.

Section 3. There shall be standing committees on:

Administration

Bovine Practitioners

Budget

~~Ethics and Peer Review~~

Financial Planning

Meeting Planning

Public Health

Wellness

Legislation

Membership

~~Annual Meeting~~

Public Relations

~~Long Range Planning~~

Veterinary Technicians

Wellness

Section 4. Unless the By-Laws otherwise specifically provide, each ~~standing~~ committee and task force shall consist of members of the Corporation, ~~each of whom shall serve a three year term,~~ and from whom the President shall designate a Chair annually. ~~No committee member may serve more than two consecutive terms.~~ Each committee member shall serve a three year term with no more than two consecutive terms. With the approval of the Committee Chair, President and Executive Director, a committee member may serve more than two consecutive terms. Upon completion of a member's term, that member shall nominate a new committee member and submit to the Committee Chair for approval. Any committee member may be removed from a committee upon agreement of the Committee Chair, President and Executive Director.

Section 5. ~~The Executive Board may declare a vacancy in any committee membership at any time, and when so declared, the President shall fill such vacancy for the unexpired term thereof.~~ Members of the corporation may join a committee or task force upon the approval of the Committee Chair and/or the President. Upon approval of the Committee Chair and/or the President, veterinary technicians, ISU CVM students and industry representatives may be ex-officio members of a committee or task force.

Section 6. Meetings of each committee shall be held upon call of its Chair.

Section 7. Once the need for a committee or task force ceases to exist, the President, with the approval of the Executive Board, may sunset the committee or task force.

Article VIII

Duties of Standing Committees

Section 1. Committee on Administration. This committee shall consist of four (4) members, ~~being~~ the President, President-Elect, Vice President and Immediate Past President. ~~Each who~~ shall serve for one (1) year. This committee shall be charged with authority to act between meetings of the Executive Board relative to administrative matters in the operation of the headquarters office of the association, fixing of salaries, purchase of office equipment, and other similar matters. This committee shall make a report of its activities at each meeting of the Executive Board. This committee shall be the Interim Committee of the corporation and shall be charged with the responsibility of making any and all interim decisions which may be necessary between meetings of the Executive Board.

Section 2. Bovine Practitioners Committee. The ISU Beef Extension and ISU Dairy Extension veterinarians shall be ex-officio members. The committee shall provide

guidance to the Executive Board on matters pertaining to bovine medicine in Iowa, including, but not limited to, preconditioning programs, challenges to the practice act and other legislative issues, relations with producer groups, and programming of continuing education meetings. Additionally, this committee shall assist in the development of promotional and educational materials relevant to the practice of bovine medicine.

Section 32. Committee on Budget. This committee shall consist of the President, President-Elect, Vice-President, Immediate Past President, Executive Director and three (3) members of the Executive Board to serve for one (1) year. It shall prepare and present an annual budget, shall keep itself informed on all matters relating to the finances of the corporation and the financing of the activities of the corporation and shall perform such other duties as the Executive Board may from time to time direct.

~~**Section 3.** Ethics and Peer Review Committee. This committee shall assist local and district organizations in respect to the professional conduct of veterinarians and the ethics of the profession, make such investigation of professional conduct and abuses in connection with the practice of veterinary medicine as it shall determine; furnish information and make recommendations on the foregoing subject; be authorized to express its opinions concerning professional conduct when consulted by members of the corporation or by officers or committees of the corporation or by local or district organizations; and formulate and recommend standards and methods for the effective development and enforcement of high standards of ethics and conduct in the practice of veterinary medicine as a profession. This committee is further impressed with the responsibility of receiving and investigating complaints from both veterinarians and non-veterinarians relative to the conduct of any member of this association.~~

Section 4. Financial Planning Committee. This committee shall consist of the President, President-Elect, Vice President, Immediate Past President, Executive Director, and two (2) corporation members chosen by the President. The committee shall meet yearly with the corporation financial advisor, review the financial portfolio, and determine how assets of the corporation shall be managed. The Immediate Past President is the chair.

~~**Section 5.** Meeting Planning Committee. At a minimum, this committee shall consist of the Executive Director, an equine practitioner, companion animal practitioner, small ruminant practitioner, and a swine practitioner. The Executive Director shall be the Chair. The committee shall meet yearly to develop programs for Winter Conference and Annual Meeting.~~

Section 64. Public Health Wellness Committee. Ex-officio members of this committee shall include This committee shall maintain a liaison with the State Public Health Veterinarian and; the State Veterinarian and ISU Vet Med Counseling Services Coordinator. the Iowa Department of Public Health and the State Public Health veterinarian, This committee shall develop programs related to public health and wellness for continuing education of our members and; prepare and disseminate information on public health and wellness issues related to veterinary medicine.

Section 75. Committee on Legislation. This committee, ~~direction and instruction of the Executive Board being first given,~~ shall have charge and assist in of all legislative issues.

~~and programming of continuing education meetings sponsored or approved by the corporation. There shall be a Chair and a Vice-Chair of this committee, matters sponsored or approved by the corporation.~~

Section 86. Committee on Membership. This committee shall endeavor to obtain payment of dues from all eligible members of the veterinary medical profession and is authorized to use such means and methods in obtaining same as are authorized by the Executive Board.

~~**Section 7.** Committee on Annual Meeting. This committee shall consist of the President, President-Elect, Vice President, Past President and Executive Director of this corporation and such other members as the President shall deem advisable. The Executive Director of this corporation shall be Chair of this committee. This committee shall take charge of, arrange for, provide and carry out all programs and entertainment for annual meetings and banquets subject to the approval of the Executive Board.~~

Section 98. Committee on Public Relations. This committee shall study and promote ways and means to improve the relations between the public and the veterinary profession; institute a program of public education on problems of veterinary medicine, and report its recommendations.

Section 10. Wellness Committee. Ex-officio members of this committee shall include the State Public Health Veterinarian, the State Veterinarian and ISU Vet Med Counseling Services Coordinator. This committee shall develop programs related to wellness for continuing education of our members and prepare and disseminate information on wellness issues related to veterinary medicine.

~~**Section 110.** Veterinary Technicians Committee. This committee shall act as a liaison between the corporation, Iowa AVMA accredited technician training programs, and Iowa professional veterinary technician associations, and technicians employed by Iowa State University College of Veterinary Medicine. It shall provide guidance to the Executive Board on matters pertaining to veterinary technicians in Iowa and assist in legislative issues and the programming of continuing education meetings.~~

~~**Section 9.** Long Range Planning Committee. This committee shall monitor changes in agriculture, changes in demographics of production animal and companion animal practice, changes in the political structure of Iowa and make recommendations to the Executive Board relating to those changes and the Iowa Veterinary Medical Association.~~

Article IX

~~Special Committees or~~ Task Forces

Section 1. If, in the opinion of the President a need exists for the creation of a ~~special committee or~~ task force, then the President shall establish said ~~committee or~~ task force.

Section 2. The President shall appoint a Chair of each ~~special committee or~~ task force and additional members ~~of the committee or task force, who shall serve for a term of three (3) years. No committee or task force member may serve more than two (2) consecutive terms.~~

Section 3. Once the need for a ~~special committee or~~ task force ceases to exist, the President, with the advice and consent of the Executive Board, shall abolish said ~~committee or~~ task force and it shall cease to exist.

Article X

Visitors

Section 1. The Administrative Committee, in conjunction with the Executive Board, shall determine which persons may attend meetings of the corporation.

Nonmember veterinarians may receive a visitor's badge ~~upon proper identification and payment of the regular registration fee.~~

The President may, ~~however, at any time deemed proper,~~ limit attendance at any given session to ~~regular~~ members in good standing and invited guests.

~~The Executive Director shall provide proper doorkeepers to examine the credentials of all who enter any session.~~

Article XI

Terms of Office and Eligibility

Section 1. The terms of office of all officers of this corporation except the Executive Director shall be for one year or until their successors are elected and assume their respective duties, unless otherwise stated in the Articles of Incorporation or these By-Laws.

Article XII

Vacancies

Section 1. Vacancies in all offices occurring between annual meetings of the corporation may be filled by the Executive Board. ~~Vacancies on committees shall be filled by the President.~~

Article XIII

Fees, Dues and Fiscal Year

Section 1. Members of this corporation shall pay to the Executive Director annual membership dues as set by the Executive Board. Dues for non-resident members; interns, residents, and instructors at Iowa State University and post-doctoral veterinarians from any institution shall be fifty percent (50%) of the member dues. New veterinary graduates establishing themselves in Iowa may be received as members upon application and election to membership, and for such members no dues shall be assessed until January 1st of the second year following their graduation. For the second ~~first~~ full year following graduation the

dues will be fifty percent (50%) of the member dues and the regular rate for each succeeding year. Dues for Couples shall be full dues as set by the Executive Board for one member of the couple and fifty percent (50%) of the member dues for the second member of the couple. Dues for Associate members shall be the full dues amount as set by the Executive Board.

In the event any member of this corporation becomes totally disabled, membership in this corporation shall be continued without the assessment of additional dues, and payment of dues is waived until such time as the person is again able to perform the duties and functions of a veterinarian. The Administration Committee, subject to the approval of the Executive Board, shall determine whether the member is totally disabled upon written application of the member.

Section 2. The fiscal year of this corporation shall begin on the first day of January when the books shall be closed. The annual dues of each year shall become due and payable on the first day of January and shall become delinquent on the first day of March following. No member shall be permitted to exercise any right or privilege of membership while dues are delinquent.

Section 3. If a member is delinquent in the payment of dues on ~~May~~ April 1st of the same year, the name of such member shall be dropped from the membership roll for non-payment of dues, and membership and all rights in respect thereto shall cease. ~~If a member has been dropped from the membership roll for non-payment of dues, the Executive Board, in its discretion, may remit the delinquent dues of such member in whole or in part, as conditions may appear to the Board to justify, and upon payment of the amount if any, not so remitted and the payment of the dues for the current year, said member may be re-instated by the Executive Board as a member of the corporation. The Executive Board may also, under special circumstances, remit the dues of any member if existing conditions appear to the Board to so warrant. If a member has been dropped from membership for non-payment of dues, that member may pay the delinquent dues in whole and may be re-instated by the Executive Board as a member of the corporation.~~

Article XIV Indemnification

Section 1. The Corporation 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, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a governor, officer, employee, member of a Committee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member of a Committee, or agent of another Corporation, partnership, joint venture, trust or enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any

criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, member of a Committee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member of a Committee, or agent of another Corporation, partnership, joint venture, trust or another enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation unless and only to the extent (1) that the court in which such action or suit was brought shall determine upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity of such expenses which such court shall deem proper, or (2) that the members of the Corporation, by a majority vote of the members of the Corporation entitled to vote, whether or not such members were parties to such proceeding and whether or not such members were or are disinterested, may determine.

Section 3. To the extent that a director, officer, employee, member of a Committee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; provided, however, nothing contained in this Section 3 shall limit the ability of the Corporation to provide indemnity including costs of counsel as provided elsewhere in this Article.

Section 4. An indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee, member of a Committee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Executive Board by a majority vote of a quorum consisting directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, then by a majority vote of a committee of the Executive Board duly designated to act in the matter by a majority vote of the full Executive Board (in which designation members of the Executive Board who are parties to such proceedings may participate), consisting solely of two or more members of the Executive Board not at the time parties to such proceedings, or (3) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested governors so directs, by independent legal counsel in a written opinion, or (4) by the members of the Corporation.

Section 5. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4

upon receipt of an undertaking by or on behalf of the director, officer, employee, member of a Committee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation.

Section 6. It is to the advantage of this Corporation and its members to obtain the advice and guidance of qualified persons who serve as officers and Committee members. Such persons have no financial compensation for their work on behalf of the Corporation. The advice and guidance of such persons is of great value to the Corporation and its members and the type of person whose advice and guidance is sought agrees to serve for reasons related more generally to a willingness to sacrifice their time and knowledge in the community. In recognition of this benefit, and to induce such persons who are to serve as officers and Committee members thereof, the Corporation shall in all cases not covered by Sections 1 and 2 above, indemnify such persons against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding to which they are made a party by reason of the fact that they are officers or Committee members of this Corporation or were serving at its request as an officer or Committee member of another corporation, unless it is affirmatively prohibited from doing so by a final order or judgment of the forum in which such action, suit or proceeding was maintained.

Section 7. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other By-Law, resolution, agreement, vote of members (whether interested or disinterested) or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee, Committee member, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, Committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, Committee member, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Reviewed by Legal Counsel
Approved by Executive Board
Ratified by the Corporation