

ARTICLE I

Name, Objectives, Organization, and Jurisdiction

SECTION 1: Name

The name of this organization is the Western Trauma Association, henceforth referred to as the Association.

SECTION 2: Core Values and Mission Statement

Section 2.1 Mission Statement

The Western Trauma Association is committed to the improvement of trauma care through research, education, sharing of clinical experiences, and the development of physicians of all specialties who are involved in the care of trauma patients. The goals of the Association are not only the intellectual growth attained through increased knowledge, but also the emotional growth attained through camaraderie and interaction with family and friends in an environment conducive to winter sports.

Section 2.2 Core Values

1. Continuing education by participation in a diverse, multidisciplinary scientific program with the goal of improving the care of injured patients.
2. Outdoor activity by participation in winter sports in a mountainous setting.
3. Interaction with friends and family in a spirit of collegiality.

SECTION 3: Organization

This is a non-profit membership corporation entity, duly incorporated on the 25th day of January 1971 under, and by virtue of, the provisions of the laws of the State of Colorado. The Association received a final determination of its 501(c)(3) status in October 2002.

SECTION 4: Jurisdiction and Territory

The territory in which this Association shall act will be the United States of America. It shall not be constrained, however, from holding its annual meetings at any designated site.

SECTION 5: Governing Board

The affairs of the Association shall be conducted by the Board of Directors.

ARTICLE II Membership

SECTION 1: Membership Limitation

Membership shall be limited to 125 active members. No single specialty shall comprise more than 40% of this total membership of 125.

SECTION 2: Membership and Qualifications

There shall be 5 classes of membership: Active, Associate, Senior, Retired, and Honored Life Members.

Section 2.1 Active members shall be limited to Doctors of Medicine or Doctors of Osteopathy who are Board Certified in their particular medical specialty, as recognized by the American Board of Medical Specialties, and are under the age of 55 years. The Board of Directors is hereby given discretionary powers to interpret if foreign physicians who apply for membership have credentials comparable to Board Certification. Active status is conferred by a two-thirds vote of the Board of Directors. Active members have the right to vote on any business presented to the organization during the business meeting, to serve on or chair any committee and be elected to any position within the organization.

Section 2.2. Associate members include qualified members of other (non-M.D/non-D.O.) health care disciplines with a special interest or expertise in trauma. Approval of a two-thirds vote of the Board of Directors is required. Associate members must satisfy the same requirements for election to and retention of membership as active members. Associate members may not vote, serve on committees or hold office.

Section 2.3. Senior membership is automatically conferred on all members in good standing upon reaching the age of 55. A senior member retains all voting privileges and rights of active members, and must pay dues annually but is exempt from attendance requirements. The senior member is not counted as part of a given specialty's membership quota or membership total.

Section 2.4. Retired membership: Members in good standing who retire from practice are, upon notification of the Secretary, entitled to continued membership, but are exempt from all membership requirements, including the payment of dues. They shall not have the right to vote and their membership shall not be counted towards specialty or membership quotas. The change to "Retired status" is voluntary.

Section 2.5. Honored Life Membership is bestowed upon those who the Association deems worthy of special honor because of notable contributions to the field of trauma and because of longstanding service and commitment to the Association. Candidates for this position must be Western Trauma Association members in good standing and must be nominated by a Western Trauma Association member. Unanimous vote by the Board of Directors for two consecutive years is required for approval. Honored Life Members retain all rights of senior members, but are exempt from dues and attendance requirements. Their membership shall not be counted towards specialty or membership quotas.

Section 2.6. Candidates for membership must submit a completed application and a letter of support from a sponsoring member of the Association. The candidate must also have been an author or co-author on a submitted scientific abstract for consideration by the Program Committee within three years of the time of the application and have attended a meeting within three years of the time of application.

Once the membership application is complete, the candidate will be considered a Member Initiate. A Member Initiate must attend at least one out of every three consecutive meetings prior to the meeting in which he/she is voted on for membership.

Candidates for Honored Life Membership must be nominated by a letter submitted to the Secretary, who in turn presents it to the Board of Directors for consideration.

Section 2.7 The Association shall present to each new Member a certificate of membership signed by the President and Secretary at the Annual meeting following his/her election to membership. If a new member fails to attend the Association's meeting after the election to membership, his/her membership shall be withheld until the following year. If he/she fails to attend two (2) consecutive meetings immediately following his/her election to membership without a valid excuse approved by the Board of Directors, his/her membership shall be forfeited.

SECTION 3: Membership Retention

To retain membership in the Association, each member must comply with the following:

Section 3.1 Be a physician in good standing before his or her professional specialty board.

Section 3.2

a) Attend at least one out of every three consecutive meetings of the Association.

b) Members who are active duty military personnel will be relieved of their attendance obligation for the time of their deployment.

c) A member may petition the Secretary of the organization for a single year waiver of attendance at the annual meeting. Members who fail to attend the meeting after the waiver year are subject to termination of membership as outlined in Section 4.

Section 3.3 Timely payment of annual membership dues as outlined in Article V, Section 2 and payment of any assessments as set by the Board of Directors at a special meeting or the annual meeting. He/she must remain current in the payment of dues and assessments. Failure to pay dues for three (3) years shall be considered cause for termination of membership.

Section 3.4 Maintain behavior befitting a physician by adhering to the code of ethical and moral standards as described by either the American College of Surgeons or the American Medical Association.

SECTION 4: Termination of Membership

Section 4.1 Membership can be terminated for a violation of one or more of the items set forth in Article II, Section 3 of the Bylaws of the Association by a vote of two-thirds of the Board of Directors.

Section 4.2 Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges accrued and unpaid.

ARTICLE III Meetings

SECTION 1: Annual Meetings

Section 1.1 There shall be an annual meeting of the membership of the Association held in a location chosen by the President-elect and approved by a majority vote of the Board of Directors. The annual meeting shall consist of the scientific sessions, annual business meeting and other business and events of the Association. Funds shall be made available for the conduct of the scientific program at the annual meeting.

Section 1.2 The annual meeting of the Board of Directors shall be held during and in the same general location as the annual meeting of the Association, but at least one day in advance of the general business meeting. The agenda will be determined by the President of the Association who will preside at the meeting. Additional agenda items may be proposed for discussion and/or vote by any Board member.

SECTION 2: Special Meetings

Section 2.1 Special meetings of the Board of Directors may be held at any time and place upon the call of the President, or a majority of the Board providing ten days prior written notice shall be given to each Director, stating the time, place and purpose of the special meeting. Notices of special meetings shall be made to the Directors by the Secretary of the Association in a form and manner that documents mailing and receipt of said notifications.

Section 2.2. The Board of Directors may conduct business by conference telephone call including a quorum of Members of the Board. The same rules for notification of special meetings shall apply to conference calls.

SECTION 3: Notice

Notice of the time and place of the annual or special meetings of the Association shall be made available to the membership at least 30 days prior to the annual meeting.

SECTION 4: Quorum

Subject to provisions of Article VI, Section 3, one-fourth of the membership present at any meeting of the Association shall constitute a quorum.

ARTICLE IV Board of Directors, Meetings, and Responsibilities

Section 1. The business of the Association shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of the following voting members: President, President-elect, Vice-President, Secretary, Treasurer, three (3) Immediate Past Presidents,

Program Committee Chair, Publication Committee Chair and six (6) Members-at-Large. The President of the Association shall serve as Chair of the Board of Directors.

Section 3. Members-at-Large

Section 3.1 Members-at-Large shall serve a three (3) year term beginning at the close of the Annual Meeting at which they were elected and terminating at the close of the third succeeding Annual Meeting. Members-at-Large are not eligible for re-election.

Section 3.2 At each annual meeting, two (2) members of the Association in good standing named by the Nominating Committee and elected by the membership, shall replace the two outgoing members-at-large of the Board.

Section 3.3 The tenure of elected members of the Board of Directors shall be for no more than three years unless such member shall be elected to a position as an officer in the Association.

Section 3.4 In the event of resignation or incapacity of a Member-at-Large, a nominating committee shall be reconvened to select a candidate for the vacant position. The nominee will be voted upon at the next Board Meeting of the Association.

SECTION 4: Quorum

A majority of the Board of Directors shall constitute a quorum. No member of the Board may vote by proxy.

SECTION 5: Duties of the Board of Directors

Section 5.1 The Board of Directors shall manage the affairs of the Association and determine its policies and procedures, shall receive and consider the reports of committees and review their activities, shall approve, accept, reject, or defer all actions on membership in the Association, shall review and approve the annual budget for the Association, and shall review and approve initiatives, programs, expenditures and other Association business as they deem appropriate.

Section 5.2 The Board of Directors may propose the creation or dissolution of standing committees to the membership pursuant to changes in the bylaws of the Association.

Section 5.3 Subject only to the limitations of the provisions of the Colorado Nonprofit Corporation Act, all corporate powers shall be exercised by or under the authority of, and the affairs and activities of the Association shall be controlled by, or under the authority of, the Board of Directors.

ARTICLE V Registration, Fees, Dues, and Assessments

SECTION 1: Registration Fees

The amount of the registration fee shall be determined by the Board of Directors, in consultation with the Treasurer, and notice thereof shall be sent to the membership along with the written notice of the annual meeting.

SECTION 2: Dues

Dues of the Association shall be set by the Board of Directors. Each member shall pay dues to the Association for each fiscal year, beginning with the first new fiscal year after election to membership. The Treasurer shall notify each member of his/her dues obligation during the first quarter of the fiscal year by regular or electronic mail. This notification shall follow the rules for notification of the annual meeting. Associate members shall be required to pay the same dues required of active members. Failure to pay dues for three (3) years shall be considered cause for termination of membership.

SECTION 3: Assessments

A two-thirds majority vote of the Board of Directors of the Association can institute a special assessment of the general membership. Special assessments can be voted by the Board of Directors and used only to further the goals and mission of the Association. Notice of any special assessment of the membership so voted by the Board of Directors shall be sent, by either regular or electronic mail, to all active and senior members at the last address on record with the Association, postage pre-paid.

SECTION 4: Waiver of Dues and Responsibilities

All requirements for retention of membership including payment of dues and attendance at meetings may be waived by a vote of the majority of the Board of Directors upon petition. Eligibility for such waivers shall include induction into the Armed Forces of the United States on a temporary basis, physical disability, or other reasons that would place unreasonable hardship, physical disability, or other reason upon the petitioner.

ARTICLE VI

Voting

SECTION 1: Voting Rights

Each active member or senior member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

SECTION 2: Majority

A majority of the votes entitled to be cast on a matter at a meeting at which a quorum, defined as one-fourth of the voting membership, is present shall be deemed necessary for the adoption of such matters unless otherwise noted in the Bylaws.

SECTION 3: Manner of Voting

Each member of the Association is entitled to vote in one of three following manners:

- 1) In person.
- 2) With respect to matters described in any notice of meeting, by written instruction or ballot, delivered by United States Mail, postage pre-paid, addressed to the secretary of the Association at the Association's registered office or such other address as specified in any notice of meeting, postmarked and received seven (7) days before the date of the meeting of the membership where the vote is to be taken. A member who has voted by such written instruction or ballot shall be counted for purposes of determining whether quorum of members is present at a meeting, but only with respect to the matter voted upon by such Member.

3) By proxy duly executed in writing by the member or his authorized attorney-in-fact. No voting member in attendance at a meeting shall hold or vote more than one duly executed proxy for absent members.

SECTION 4: Amendments

As to the Articles of Incorporation, consolidation or dissolution of the Association shall be passed only in the event of a two-thirds vote of the voting members in good standing.

SECTION 5: Elections

Elections and all other matters raised to a vote of the membership cannot be held unless a quorum is present and shall be by majority vote.

ARTICLE VII Officers

SECTION 1: Officers

The officers of the Association shall consist of the President, President-Elect, Vice-President, Secretary, and Treasurer. The President, President-Elect, Vice-President, Secretary, and Treasurer shall be elected at the annual meeting of the membership by simple majority.

SECTION 2: Terms and Vacancies

The President, President-Elect, and Vice-President shall hold office for one (1) year. The Secretary and Treasurer shall each hold office for the term of three (3) years. All elected officers, except the Treasurer, shall be automatically inaugurated at the close of the annual meeting at which they are elected. The newly elected Treasurer shall assume the responsibilities of his/her office at the beginning of the next fiscal year following his/her election. If an officer cannot complete his/her term, his/her successor shall be chosen by the Board of Directors by special meeting to fill the vacancy for the unexpired term of the office. No officer shall serve more than one term.

SECTION 3: Removal

Any officer may be removed, with or without cause, by a vote of a majority of the members of the Board of Directors present at any meeting for that purpose.

SECTION 4: Resignation

Any officer may resign at any time by giving written notice to the Board of Directors and receiving their approval.

SECTION 5: In the event of the death, resignation, incapacity or removal of the President, President-Elect, Vice-President, Secretary, or Treasurer, the Nominating Committee in place at the last Annual Business Meeting shall be reconvened to select a nominee for the vacant office. The Board of Directors may elect the nominee to office, by majority vote, to serve the remainder of the term of the office which is vacant.

ARTICLE VIII Duties and Authority of Officers

SECTION 1: President

The President shall

- (a) preside at all meetings of the Association and of the Board of Directors, shall serve as ex-officio member of all committees and shall serve as the chief executive officer of the Association
- (b) appoint members to all committees, and create ad hoc committees not otherwise provided for in these By-Laws
- (c) act for the Association in the event of any contingency not covered by the bylaws
- (d) assume other specific responsibilities as determined by the Board of Directors
- (e) serve or appoint his/her designee as the liaison to other professional organizations as needed

SECTION 2: President-Elect

The President-Elect shall preside at all business meetings in the absence of the President. The President-Elect shall plan and organize the next annual meeting and assume whatever responsibilities the president or Board of Directors shall assign.

SECTION 3: Vice President

The Vice President shall preside at all business meetings in the absence of the President or President -Elect. The Vice-President shall also perform such other duties as requested and assigned by the President or the Board of Directors.

SECTION 4: Secretary

The secretary shall:

- (a) keep minutes of all meetings of the Association and the Board of Directors
- b) be responsible for applications for membership, elections and terminations of members and communications to the membership, especially those whose membership is in jeopardy because of violations of the bylaws
- c) record the reports from the other officers and committees and any bylaw changes
- d) maintain copies of all corporate documents, including contracts, except for those that specifically relate to financial matters
- e) prepare a report for the membership at the annual business meeting and for the Board of Directors at each of their annual meetings

SECTION 5: Treasurer

The treasurer shall:

- a) keep the books of account of the Association

b) have custody of, and be responsible for all funds, securities, financial documents, and other properties of the Association and shall deposit all such funds in the name of the Association in such banks or other depositories as shall be approved by the Board of Directors

c) engage a certified public accountant, approved by the President, to prepare such tax documents as are required by law and file said documents in a timely manner. He/she will require said certified public accountant to audit the books of the Association upon the request of the Board of Directors and present the report of that audit to the Board

d) manage all accounts receivable and payable, including such expenses as may be incurred in the name of the Association

e) send to all active and associate members a statement of dues in the first quarter of the fiscal year, and make all necessary efforts to collect those dues

f) prepare a report regarding the finances of the organization for the membership and for the Board of Directors at each of their annual meetings

ARTICLE IX

Historian

SECTION 1. Term

The Historian shall be appointed by the President for a five (5) year term which may be renewed indefinitely by a vote of the Board of Directors.

SECTION 2. Duties

The Historian shall:

a) maintain and safeguard the archives of the Association

b) keep a continuous account of the history of the Association for the use of the membership. This shall include but are not limited to significant information concerning each annual meeting, including the site of the meeting, recipients of honors, invited lecturers, highlights of the scientific program, and important actions arising from the conduct of the business of the Association

c) prepare a report for the membership at the annual business meeting and for the Board of Directors at each of their annual meetings

d) each five years the Historian shall prepare the history of the Association from the time of the last recorded history to be part of the archives of the Association. Memorabilia of the Association shall be retained by the Historian.

SECTION 3.

In case of a vacancy by reason of death, resignation, or inability to fulfill the responsibilities of the office, the vacancy may be filled by the Board of Directors until the next annual meeting of the members.

ARTICLE X

Webmaster

SECTION 1 Term

The webmaster is appointed by the President and approved by the Board of Directors. The term of service is five (5) years and may be renewed indefinitely by a vote of the Board of Directors.

SECTION 2 Duties

The Association Webmaster serves as an interface between the Association and the website hosting company.

The Webmaster shall:

- a) serve as primary contact for any website change or enhancements
- b) evaluate all website requests for appropriateness in the context of the Association's Mission and Core Values and bring any questionable requests to the Board of Directors for approval
- c) support the offices of the Secretary and Treasurer in maintenance of the online membership database and dues payments
- d) provide a written report of website activities which include but are not limited to an accounting of time and dollar amounts devoted to the website to the Board of Directors at the annual Board meeting
- e) submit an annual budget to the Board of Directors for review
- e) other website functions as determined by the Board of Directors

SECTION 3.

In case of a vacancy by reason of death, resignation, or inability to fulfill the responsibilities of the office, the vacancy may be filled by the Board of Directors until the next annual meeting of the members.

ARTICLE XI Committees

SECTION 1: Nominating Committee

The Nominating Committee shall be composed of the three (3) Immediate Past Presidents and two (2) members of the Association appointed by the President. The Chair of this Committee shall be the Immediate Past President. This committee shall submit a slate of nominees for the various offices of the Association to the annual meeting of the members.

SECTION 2: Program Committee

Section 2.1 The Program Committee will be responsible for the organization and conduct of the program at the annual meeting.

Section 2.2 The Chair of the Program Committee will be appointed by the President and serve a two (2) year term.

Section 2.3 The Chair of the Program committee is a voting member of the Board of Directors as outlined in Article IV, Section 2.

Section 2.4 The Program Committee shall consist of the Chair and include other members of the Association to a maximum of ten (10) members. The Chair and the President will appoint the committee members. Consideration should strongly be given to ensure representation of specialists given the multidisciplinary nature and history of the Association. The President and the Chair of the Publications Committee shall serve as ex-officio members and not count towards the total maximum number of committee members.

Section 2.5 The Program Chair shall prepare a report for the membership at the annual business meeting and for the Board of Directors at each of their annual meetings.

SECTION 3: Publications Committee

Section 3.1 The Publications Committee will be responsible for reviewing all manuscripts submitted to the Association in conjunction with the annual meeting.

Section 3.2 The Chair will serve as the liaison to The Journal of Trauma and Acute Care Surgery.

Section 3.3 The Chair of the Publications Committee will be appointed by the President and serve a two (2) year term

Section 3.4 The Chair of the Publications Committee is a voting member of the Board of Directors as outlined in Article IV, Section 2.

Section 3.5 The Publications Committee shall consist of the Chair and include other members of the Association up to a maximum of twenty (20) members, at the discretion of the Chair.

Section 3.6 The Publications Chair shall prepare a report for the membership at the annual business meeting and for the Board of Directors at each of their annual meetings. The Chair and the President will appoint the committee members.

Section 4: Multicenter Trials Committee

Section 4.1 The Multicenter Trials committee will be responsible for fostering, facilitating and reviewing all the multicenter trials conducted under the aegis of the Association.

Section 4.2 The Chair of the Multicenter Trials committee will be appointed by the President to a three (3) year term.

Section 4.3 The committee is open to all members of the Association.

Section 4.4 The Chair shall encourage membership participation in the Multicenter Trials Committee and will report on the activities of the committee at the annual Board of Directors and business meetings.

Section 5: Algorithm Committee

Section 5.1 The Algorithm Committee will be responsible for the development and dissemination of evidenced based algorithms in the care and treatment of trauma and critically ill patients.

Section 5.2 The Chair of the Algorithm Committee will be appointed by the President to a three (3) year term.

Section 5.3 The Algorithms Committee shall consist of the Chair and include other members of the Association to a maximum of ten (10) members. The Chair and the President will appoint the committee members.

Section 5.4 The Chair shall prepare a report for the membership at the annual business meeting and for the Board of Directors at each of their annual meetings.

Section 6: Past-Presidents Committee

Section 6.1 The Past Presidents Committee provides institutional memory and consistency of vision for the Association in accordance with the Association's Core Values and Mission Statement. In that respect, The Past-Presidents Committee serves as an advisory body to the current Board of Directors.

Section 6.2 The Immediate Past President of the Association serves as the Chair of the Committee.

Section 6.3 The Past Presidents Committee shall meet at the annual meeting of the Association and provide a report to the Board and the annual business meeting.

Section 7: Other Committees

Section 7.1 Ad Hoc Committees dealing with issues of importance to the Association may be created and appointed at the discretion of the President or Board of Directors.

Section 7.2 Members of an Ad Hoc Committee and the Chair of the Committee shall be appointed by the President as necessary to fulfill the Committee's mandate.

Section 7.3 Ad Hoc Committees will remain in effect for three (3) years, after which it will be automatically disbanded. An Ad Hoc Committee may be renewed for additional two (2) year terms at the discretion of the President.

ARTICLE XII Conduct and Order of Business

SECTION 1: Business Sessions of the Members

There shall be an annual business meeting of the members during the annual meeting. It shall be preceded by a meeting of the Board of Directors also held during the annual meeting of the Association.

SECTION 2: Order of Business

The President shall set the agenda and where possible should follow Robert's Rules of Order.

ARTICLE XIII Amendments to Bylaws

These Bylaws may be amended at any annual meeting of the Association provided that a notice stating the purpose of each proposed amendment and the reason therefore, and a copy of the proposed amendment is sent to every member in good standing not less than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted upon. It shall require a two-thirds vote of a quorum of the membership present at the meeting to amend a Bylaw.

ARTICLE XIV Indemnification

Section 1. Definitions. For purposes of this Article:

Section 1.1. The terms "director or officer" shall include a person who, while serving as a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic Association. The term "director or officer" shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

Section 1.2 The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

Section 1.3 The term "party" includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

Section 1.4 The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine or reasonable expense incurred with respect to a proceeding.

Section 1.5 When used with respect to a director, the phrase “official capacity” shall mean the office of director in the Association, and, when used with respect to a person other than a director, shall mean the office in the Association held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Association, but in neither case shall include service for any foreign or domestic Association or for any other person.

Section 2 General Provisions.

Section 2.1 The Association shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Association, against expenses (including attorneys, fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: (a) acted in good faith; (b) reasonably believed, in the case of conduct in an official capacity with the Association, that the conduct was in the best interests of the Association, and, in all other cases, that the conduct was at least not opposed to the best interests of the Association; and (c) with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Section 2.2 However, no person shall be entitled to indemnification under this Section 2 either: (a) in connection with a proceeding brought by or in the right of the Association in which the director or officer was adjudged liable to the Association; or (b) in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person’s official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit.

Section 2.3 Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Association shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

Section 3 Successful Defense on the Merits; Expenses.

To the extent that a director or officer of the Association has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys’ fees) actually and reasonably incurred in connection with such proceeding.

Section 4 Determination of Right to Indemnification.

Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the

proceeding; or (b) if such a quorum of the Board of Directors cannot be obtained, or even if such a quorum is obtained, but such quorum so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures, or by the voting members (other than the voting members who are directors and are, at the time, seeking indemnification). Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5 Advance Payment of Expenses; Undertaking to Repay.

The Association may pay for or reimburse the reasonable expenses (including attorneys, fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if: (a) the director or officer furnishes the Association a written affirmation of the director's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; (b) the director or officer furnishes the Association with a written undertaking, executed personally or on the director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and (c) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 6 Reports to Members.

In the event that the Association indemnifies, or advances the expenses of, a director or officer in accordance with this Article in connection with a proceeding by or on behalf of the Association, a report of that fact shall be made in writing to the member with or before the delivery of the notice of the next meeting of the members.

Section 7 Other Employees and Agents.

The Association shall indemnify such other employees and agents of the Association to the same extent and in the same manner as is provided above in Section 2 with respect to directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 8 Insurance.

The Board of Directors may exercise the Association's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary, agent or was serving as a director, officer, partner, member, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Association would have the power to indemnify that person against such liability under the provisions of this Article.

Section 9 Nonexclusivity of Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights

and procedures to which one indemnified may be entitled under the Articles of Incorporation, any bylaw, agreement, resolution of 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 or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

Section 10 Notice to Voting Members of Indemnification.

If the Association indemnifies or advances expenses to a director or an officer, the Association shall give written notice of the indemnification in advance to the voting members with or before the notice of the next voting members' meeting. If the next voting member action is taken without a meeting, such notice shall be given to the voting members at or before the time the first voting member sign a writing consenting to such action.

ARTICLE XV
Conflicts Of Interest, Loans And Private Inurement

Section 1 Conflicts of Interest.

Section 1.1 If any person who is a director or officer of the Association is aware that the Association may or is about to enter into any business transaction directly or indirectly with himself, any member of such person's family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the Association of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the Association; and (c) not be entitled to vote on the decision to enter into such transaction.

Section 1.2 Voting on such transaction shall be conducted as follows. Discussion of the matter, with the interested officer or director, shall be held by the board with such person present to provide information and answer any questions. The interested officer or director shall then withdraw from the meeting. Further discussion of the matter shall be held by the Board outside of the presence of the interested officer or director followed by a vote on the matter by the remaining members of the Board. Such voting shall be by written ballot and such ballots shall not reflect the name or identity of the person voting.

Section 2 Loans to Directors and Officers Prohibited.

No loans shall be made by the Association to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Association for the amount of such loan until it is repaid.

Section 3 No Private Inurement.

The Association is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Association's articles of incorporation. The net earnings of the Association shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the Association may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part

of the funds or assets of the Association be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the board of directors; provided, however, that:

(a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the Association for services rendered in effecting one or more of the purposes of the Association;

(b) any director may, from time to time, be reimbursed for such director's actual and reasonable expenses incurred in connection with the administration of the affairs of the Association; and

(c) the Association may, by resolution of the board of directors, make distributions to persons from whom the Association has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

Approved by membership February 26, 2020.