

**BYLAWS
OF THE
EASTERN ASSOCIATION FOR THE SURGERY OF TRAUMA**

Amended January 11, 2017

**ARTICLE 1
PURPOSE**

The Eastern Association for the Surgery of Trauma (“Association”) is a Tennessee Nonprofit Corporation, headquartered and licensed to do business in Illinois, and organized and operated exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. In particular, the Association was established for the purposes set forth in the Association’s Charter (“Exempt Purpose”).

**ARTICLE 2
OFFICES**

The Association shall maintain in the States of Tennessee and Illinois, a registered office and a registered agent, and may have other offices within or outside said States.

**ARTICLE 3
MEMBERSHIP**

SECTION 3.1. MEMBERSHIP CLASSES. There shall be eight (8) classes of membership in the Association: Active, Senior, Associate, Student, Provisional, International-Corresponding, Honorary and Emeritus (collectively “Members”). The designations, qualifications, and rights of the Members are set forth below. In addition to the rights expressly granted under applicable law and these Bylaws, Members shall enjoy such privileges as determined from time to time by the Board. Any of the requirements in the following sections may be waived by the Board in its discretion.

SECTION 3.1.1. ACTIVE MEMBERS.

SECTION 3.1.1.1. Any individual is eligible for Active membership if he/she supports the Exempt Purpose, complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Association’s Board of Directors (“Board”), and meets the following qualifications:

- (A) A licensed physician.
- (B) Is active or has made significant scientific contributions in the field of trauma, as determined in the Board’s discretion.
- (C) Resides in the United States, its territories, or in Canada.
- (D) Is board certified by a surgical board which: (i) is a member of the American Board of Medical Specialties (“ABMS”); (ii) is a member of the Royal College of Physicians and Surgeons of Canada (“RCPSC”); or (iii) maintains certification requirements that the Board deems equivalent to those required for membership in ABMS or RCPSC.

SECTION 3.1.1.2. Active members in good standing may vote, hold office, attend the Association's annual business meetings and all other Association functions open to Association members and serve on Committees and Taskforces (defined below).

SECTION 3.1.1.3. Active members shall pay dues, assessments, meeting registration fees, and other fees as determined by the Board.

SECTION 3.1.2. SENIOR MEMBERS.

SECTION 3.1.2.1. Any individual is eligible for Senior membership if he/she supports the Exempt Purpose, complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board, and meets the qualifications set forth in this section 3.1.2.1. Active members upon reaching the age of fifty (50) automatically become Senior members on January 1st of the following calendar year.

SECTION 3.1.2.2. Senior members in good standing, may vote, hold office, attend the Association's annual business meetings and all other Association functions open to Association members, and serve on Committees and Taskforces. Senior members may not be elected or appointed to an office, but any individual serving as an officer when they become a Senior member may complete their current term in office and any successor office term(s) (i.e., the succession of President-Elect, President, Immediate Past-President).

SECTION 3.1.2.3. Senior members shall pay dues, assessments, meeting registration fees, and other fees as determined by the Board.

SECTION 3.1.3. PROVISIONAL MEMBERS.

SECTION 3.1.3.1. Any individual is eligible for Provisional membership if he/she supports the Exempt Purpose, meets all the requirements for Active membership in Article 3, section 3.1.1.1, except for the certification requirement set forth in section 3.1.1.1.(D), and complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board.

SECTION 3.1.3.2. The Board shall consider a Provisional member for Active membership based on the documentation provided to the Association satisfying the requirement set forth in section 3.1.1.1.(D), and the Association's receipt of a letter requesting a change in the membership category.

SECTION 3.1.3.3. Provisional membership may only be held for seven (7) years. Thereafter, Provisional membership will automatically terminate if the member fails to qualify and/or apply for Active membership, unless an extended period is granted by the Board.

SECTION 3.1.3.4. Provisional members in good standing may serve on Committees and Taskforces, and may attend the Association's annual business meetings and all other Association functions open to Association members. Provisional members may not vote or hold office.

SECTION 3.1.3.5. Provisional members shall pay dues, assessments, meeting registration fees, and other fees as determined by the Board.

SECTION 3.1.4. ASSOCIATE MEMBERS.

SECTION 3.1.4.1. Any physician in a non-surgical specialty or a non-physician is eligible for Associate membership if he/she supports the Exempt Purpose, complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board, and meets the following qualifications:

- (A) Is board certified in his/her specialty or discipline if deemed necessary by the Board.
- (B) Is active or has made significant scientific contributions in the field of trauma as determined in the Board's discretion.
- (C) Resides in the United States, its territories, or in Canada.

SECTION 3.1.4.2. No new Associate members can be elected if Associate members exceed twenty percent (20%) of the total membership.

SECTION 3.1.4.3. Associate members in good standing may vote, attend the Association's annual business meetings and all other Association functions open to Association members and serve on Committees and Taskforces. Associate members may not hold office.

SECTION 3.1.3.4. Associate members shall pay dues, assessments, meeting registration fees, and other fees as determined by the Board.

SECTION 3.1.5. INTERNATIONAL-CORRESPONDING MEMBERS.

SECTION 3.1.5.1. Any individual is eligible for International-Corresponding membership if he/she supports the Exempt Purpose, complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board, and meets the following qualifications:

- (A) Is active or has made significant scientific contributions in the field of trauma, as determined in the Board's discretion.
- (B) Resides outside the United States, its territories, or Canada.

SECTION 3.1.5.2. International-Corresponding members in good standing may attend the Association's annual business meetings and all other Association functions open to Association members. International-Corresponding members may not vote, hold office, or serve on Committees and Taskforces.

SECTION 3.1.5.3. International-Corresponding members shall pay an initiation fee as defined by the Board, but shall not be required to pay annual dues and assessments. They shall pay meeting registration fees and other fees as determined by the Board.

SECTION 3.1.6. EMERITUS MEMBERS.

SECTION 3.1.6.1. Any individual who supports the Exempt Purpose, meets all the requirements for Emeritus membership in this section 3.1.6.1, and complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board, is eligible for Emeritus membership after being an Active or Senior member and subsequently discontinuing indefinitely the practice of medicine.

SECTION 3.1.6.2. Candidates for Emeritus membership must have paid their Association dues up to the time they are granted Emeritus membership.

SECTION 3.1.6.3. Emeritus members shall not vote, hold office or serve on Committees and Taskforces. They may attend the Association's annual business meetings and all other Association functions open to Association members.

SECTION 3.1.6.4. Emeritus members shall pay meeting registration fees as determined by the Board. Emeritus members are not required to pay annual dues.

SECTION 3.1.7. HONORARY MEMBERS.

SECTION 3.1.7.1. Any individual is eligible for Honorary membership if he/she supports the Exempt Purpose, meets all the requirements for Honorary membership in this section 3.1.7.1, and complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board. Honorary members shall be individuals whom the Association deems worthy of special honor because of notable contributions to the field of trauma or because of long activity in the interest of the Association. Whether an individual is eligible for Honorary membership is in the sole discretion of the Board.

SECTION 3.1.7.2. Honorary members shall not vote, hold office or serve on Committees and Taskforces. They may attend the Association's annual business meetings and all other Association functions open to Association members.

SECTION 3.1.7.3. Honorary members shall pay meeting registration fees as determined by the Board. Honorary members are not required to pay dues.

SECTION 3.1.8. STUDENT MEMBERS.

SECTION 3.1.8.1. Any individual is eligible for Student membership if he/she is enrolled fulltime in an accredited medical school (allopathic or osteopathic) located within the United States, its territories, or Canada, supports the Exempt Purpose, meets the qualifications set forth in this section 3.1.8.1, and complies with these Bylaws, and any other policies, procedures, and other requirements adopted by the Board.

SECTION 3.1.8.2. Student membership may only be held while in medical school. Following medical school, Student membership will automatically terminate, and he/she, if qualified, may seek Provisional membership or Active membership. Student membership will automatically terminate after four (4) years unless an extended period is granted by the Board. The Board shall consider a Student member for Provisional membership based on the documentation provided to the Association evidencing the Student member's residency status, and the Association's receipt of a letter requesting the change in the membership category.

SECTION 3.1.8.3. Student members in good standing may serve on Committees and Taskforces as a non-voting member, and may attend the Association's annual business meetings and all other Association functions open to Association members. Student members may not vote or hold office.

SECTION 3.1.8.4. Student members shall pay dues, assessments, meeting registration fees, and other fees as determined by the Board.

SECTION 3.2. APPLICATIONS, NOMINATIONS, AND ELECTION. Individuals seeking membership in the Association must submit an application on a form designated by the Association in accordance with its designated policies and procedures. Individuals being considered for Honorary membership must be nominated in accordance with the Association's policies and procedures. The Board will determine in its sole discretion whether to approve nominations for Honorary membership. Applications for all other membership classes must be approved by the membership at the membership's annual meeting in accordance with the Association's policies and procedures. If a quorum does not exist at any annual meeting of the members, the membership applications to be considered by the membership at said meeting will be presented to the Board for approval.

SECTION 3.3. ANNUAL BUSINESS MEETING. The Members shall conduct an annual business meeting; the date, time, and place of which shall be determined by the Board. At the annual business meeting, the President, Treasurer, and/or their designee, shall minimally report on the activities and financial condition of the Association.

SECTION 3.4. SPECIAL MEETING. Special meetings of the Members may be called by: (i) the President; (ii) the Board; or (iii) pursuant to a written request delivered to the Secretary via the Association headquarters, signed by no less than ten percent (10%) of all the Members entitled to vote at the special meeting.

SECTION 3.5. PLACE OF MEETING. Any meeting of the Members, including annual and special meetings, may be held within or outside the State of Tennessee and/or Illinois at such place as shall be fixed by the Board. If no designation is made by the Board, the place of meeting shall be the Association's headquarters in Illinois.

SECTION 3.6. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of the Members shall be delivered to each Member entitled to vote at such meeting no less than ten (10) nor more than sixty (60) days before the date of such meeting. If required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

SECTION 3.7. WAIVER OF NOTICE. Any Member may waive notice of any meeting before, at, or after such meeting. The waiver must be in writing, be signed by the Member entitled to the notice, and be delivered to the association for inclusion in the minutes or filing with the corporate records. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3.8. FIXING OF RECORD DATE. For the purpose of determining the Members entitled to notice of or to vote at any meeting of the Members, or in order to make a determination of Members for any other proper purpose, the Board may fix in advance a date as the record date for any such determination of Members, such date in any case to be no more than sixty (60) days and, for a meeting of Members, no less than ten (10) days, before the date of such meeting. If no record date is fixed for the determination of Members entitled to notice of or to vote at a meeting of Members, the date on which notice of the meeting is delivered shall be the record date. The determination of Members entitled to vote shall also apply to any Member meeting adjournment.

SECTION 3.9. QUORUM AND MANNER OF ACTING. Unless a greater quorum is required by law, ten percent (10%) of the Members entitled to vote at a meeting of the Members shall constitute a quorum, provided that if less than ten percent (10%) of the Members are present at the meeting, a majority of the Members present may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the Members at the meeting shall be the act of the Members, unless the vote of a greater number is required by law or these Bylaws. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting.

SECTION 3.10. VOTING. Each applicable Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Voting may be by voice unless the chair of the meeting shall order or any Member shall demand that voting be by ballot. Proxy voting, cumulative voting, and voting agreements are prohibited.

SECTION 3.11. INFORMAL ACTION BY VOTING MEMBERS. Unless prohibited or limited by these Bylaws, any action which may be taken at any meeting of Members may be taken without a meeting if the Association delivers a ballot to every Member entitled to vote on the matter. The ballot must: (i) set forth each proposed action; and (ii) provide an opportunity to vote for or against each proposed action. Any approval by ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required for a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes required for approval based on the number of ballots received. All solicitations for votes by ballot shall: (i) indicate the number of responses needed for a quorum; (ii) state the percentage necessary to approve each matter; and (iii) specify the time and manner in which a ballot must be received by the Association in order to be counted. Except as otherwise provided in these Bylaws, a ballot may not be revoked.

SECTION 3.12. DUES, ASSESSMENTS AND OTHER CHARGES. The Board shall determine Member application fees, annual dues, assessments, and other amounts chargeable to Members. All fees, dues, assessments, and other amounts received by the Associations are not refundable.

SECTION 3.13. MEMBER REMOVAL. Membership may be suspended or terminated by the Board whenever the Board, in its discretion, determines said Member suspension or termination is in the Association's best interest. In the event the Board decides to suspend or terminate membership, it will provide written notice to the Member at least fifteen (15) days prior to the effective date identifying the reason(s) for the suspension or termination. The Member may submit a written response to the Board (via the Association headquarters) setting forth the Member's opposition of the Board's decision and the facts supporting the same, which written response must be received by the Association headquarters no less than five (5) days before the effective date of the suspension or termination. If a timely response is submitted by the Member, the Board (or Executive Committee) will review the response and either, reverse, revise or leave unchanged the decision to suspend or terminate the Member, which decision shall be final and not subject to appeal.

SECTION 3.14. MEMBER RESIGNATION. A Member may resign at any time by providing notice thereof to the Executive Director at the Association headquarters. Upon a Member's resignation, all Association positions (e.g., Board, Committee, Division, Taskforce, etc.) automatically terminate. A Member's resignation does not relieve the Member from any obligations the Member may have to the Association.

ARTICLE 4 BOARD OF DIRECTORS

SECTION 4.1. GENERAL POWERS. The Board shall manage the Association's affairs in its sole and absolute discretion. Without limiting the foregoing, the Board: (i) may invite Members and other individuals to participate in its discussions in an advisory capacity (but not vote) at any meeting; (ii) shall receive and approve the reports of all Committees, Divisions, and Taskforces as requested by the Board; and (iii) will, prior to presentation at the business meeting, review and approve the report of the activities of the Committees, Divisions and Taskforces, as deemed necessary by the Board.

SECTION 4.2. NUMBER. The Board shall consist of twelve (12) individuals, and will include: (i) the Association's officers: President, President-Elect, Secretary, Treasurer, and Immediate Past-President ("Officer-Directors"); and (ii) seven (7) directors-at-large ("At-Large Directors"), comprising the six (6) Division Chairs (defined below), at least one (1) Senior member. The Officer-Directors and At-Large Directors shall be collectively referred to herein as "Directors." The number of Directors may be decreased to no fewer than three (3) or increased to any number from time to time by amendment of this section. No decrease shall have the effect of shortening the term of an incumbent Director.

SECTION 4.3. QUALIFICATIONS. In order to serve as a Director, an individual must: (i) be over the age of eighteen (18); (ii) be dedicated to advancing the Exempt Purpose; (iii) be a Member eligible to serve on the Board; (iv) be independent (*as defined in this section*); and (v) not have a business or family relationship with any other Association Director, officer, or employee. An individual shall be considered independent if: (i) the individual is not compensated by the Association as an employee; (ii) the individual does not receive total compensation or other payments exceeding \$10,000 during the Association's tax year from the Association or from a related organization(s) as an independent contractor; (iii) the individual's compensation is not determined by individuals or organizations who are compensated by the Association; (iv) the individual does not receive, directly or indirectly, material financial benefits from the Association except as a member of the charitable class served by the Association; and (v) the individual is not related to anyone described above (*as a spouse, sibling, parent, or child*) or reside with any person so described. Any Director who, in the Board's discretion, fails at any time to meet the qualifications set forth in this section 4.3, shall be considered to have voluntarily resigned from the Board pursuant to section 4.16 of these Bylaws, provided however that no notice of said resignation by the Director is required, and the effective date of said resignation will be determined by the Board.

SECTION 4.4. DIRECTOR ELECTION AND TERMS. The Directors shall be nominated and elected in accordance with section 6.1.1.2.3 of these Bylaws. The Officer-Directors shall serve on the Board for the terms of their office and continue until their resignation, removal, death, or until their terms in office expire and their successors are elected. The At-Large Directors shall serve a term of three (3) years, and continue until their resignation, removal, death, or until their term expires and his/her successor is elected. No At-Large Director may serve two (2) consecutive terms.

SECTION 4.5. REGULAR MEETINGS. A regular annual meeting of the Board shall be held, without other notice than these Bylaws, in conjunction with the annual business meeting of the Members. The Board may provide, by resolution, the time and place for additional regular meetings of the Board without other notice than such resolution.

SECTION 4.6. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the Association President, the Executive Committee, any three (3) Directors, or the Executive Director. The person(s) calling the special meeting may fix the place and time for the special meeting. If they do not, the Secretary shall do so.

SECTION 4.7. NOTICE. Written notice of any special meeting of the Board shall be delivered to each Director at least two (2) days in advance of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 4.8. WAIVER OF NOTICE. Notice of any special meeting of the Board may be waived in writing signed by the person(s) entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 4.9. QUORUM. A majority of the Directors shall constitute a quorum; provided that if less than a majority of the Directors is present at the meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 4.10. MANNER OF ACTING. 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, unless the act of a greater number is required by statute, these Bylaws, or the Charter.

SECTION 4.11. PARTICIPATION AT MEETINGS BY TELECONFERENCE. Directors may participate in and act at Board meetings via teleconference or other communications equipment that allows all meeting participants to communicate with each other. Participation in such manner shall constitute attendance and presence in person at said meeting.

SECTION 4.12. NO PROXY VOTING. No Director may act by proxy on any matter.

SECTION 4.13. PRESUMPTION OF ASSENT. A Director present at a Board meeting at which action on any Association matter is taken shall be presumed to have assented to said action unless: (i) the Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association headquarters immediately after adjournment of the meeting.

SECTION 4.14. MINUTES. The Secretary shall ensure that draft minutes of each Board meeting are prepared and distributed to each member of the Board in advance of the subsequent Board meeting. The Board shall review; if necessary, revise; and approve the draft minutes at the subsequent Board meeting.

SECTION 4.15. INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken at a Board meeting may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the Association's corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.

SECTION 4.16. RESIGNATION. A Director may resign at any time by delivering written notice to the Board, the President, or the Association's Executive Director. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may identify a successor, provided the successor does not take office until the effective date and the Association accepts the effective date. A Director who fails to return to the Association a completed Annual Conflict of Interest Disclosure Statement required by the Association's Conflict of Interest Policy by the due date established by the Board, knowingly and voluntarily resigns effective as of the day after said due date. A Director who fails to participate in two (2) consecutive Board meetings, without the Board's consent, knowingly and voluntarily resigns at the conclusion of the second (2nd) consecutive Board meeting.

SECTION 4.17. REMOVAL. A Director may be removed with or without cause, as specified by the applicable statute.

SECTION 4.18. VACANCIES. Any vacancy occurring in the Board, or any Director seat to be filled by reason of an increase in the number of Directors, shall be filled by the Board unless otherwise provided by the Charter, statute, or these Bylaws. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his/her predecessor.

SECTION 4.19. COMPENSATION. Directors shall not receive compensation for their services as Directors. However, in accordance with the Association's Expense Reimbursement Policy, Directors may be reimbursed for their reasonable travel and other qualified expenses.

ARTICLE 5 OFFICERS

SECTION 5.1. OFFICERS. The officers of the Association shall include the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. An individual may not simultaneously hold more than one (1) office.

SECTION 5.2. ELECTION AND TERMS. The President, President-Elect, Immediate Past-President, Secretary, and Treasurer shall be elected annually by and from the eligible voting membership, and shall serve as *ex-officio* members of the Board. Candidates for office shall be nominated under the procedures set forth in section 6.1.1.2.3 of these Bylaws. The President, President-Elect, and Immediate Past-President shall each serve a one (1) year term commencing at the close of the annual business meeting during which they succeeded or were elected to office and terminating at the time their successor's term commences. The Secretary and Treasurer shall each serve a three (3) year term commencing at the close of the annual business meeting during which they succeeded or were elected to office and terminating at the time their successor's term commences. To the extent possible, the Secretary and Treasurer will have staggered terms. No officer shall serve two (2) consecutive terms in the same office, unless elected to a partial term as contemplated by section 5.5 of these Bylaws.

SECTION 5.3. RESIGNATION. An officer may resign at any time by delivering written notice to the Association headquarters. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board may identify a successor, provided the successor does not take office until the effective date and the Association accepts the effective date.

SECTION 5.4. REMOVAL. Any officer may be removed from office by a two-thirds (2/3) vote of the Board whenever, in its judgment, the best interests of the Association would be served thereby, but such removal shall be without prejudice to membership or contract rights, if any, of the person so removed.

SECTION 5.5. VACANCIES. A vacancy occurring in any office may be filled for the unexpired portion of the term by the Board.

SECTION 5.6. COMPENSATION. Officers shall not be compensated for their services as officers of the Association. However, in accordance with the Association's Expense Reimbursement Policy, officers may be reimbursed for their reasonable travel and other qualified expenses.

SECTION 5.7. PRESIDENT. The President shall: (i) preside at all Association and Board meetings and serve as the executive officer of the Association; (ii) establish ad hoc committees not otherwise provided for in these Bylaws subject to approval by the Board; (iii) serve as an ex-officio member of all Committees; (iv) present for Board approval all appointments to Committees, Divisions, and Taskforces; (v) deliver, or ensure the delivery of, a report of the status of the Association at the annual business meeting; and (vi) discharge all duties incident to the office and such other duties as may be prescribed by the Board.

SECTION 5.8. PRESIDENT-ELECT. The President-Elect shall assist the President in the discharge of the President's duties, as the President may direct, and shall perform such other duties as assigned by the Board. In the absence of the President, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President. The President-Elect shall succeed to the presidency at the close of the annual business meeting the year following election to the office of President-Elect. In the event of death, resignation, removal, or incapacitation of the President, the President-Elect will succeed to the presidency, complete the vacant term and remain in office through the term for which he/she was elected.

SECTION 5.9. IMMEDIATE PAST-PRESIDENT. In the absence of the President and President-Elect, or in the event of their combined inability or refusal to act, the Immediate Past-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President.

SECTION 5.10. TREASURER. The Treasurer shall: (i) be the principal financial officer of the Association; (ii) have charge of and be responsible for the maintenance of adequate books of account for the Association; (iii) deliver, or ensure the delivery of, an annual financial report to the membership at each annual business meeting; and (iv) perform the duties incident to the office of Treasurer and such other duties as assigned by the President or by the Board.

SECTION 5.11. SECRETARY. The Secretary shall: (i) ensure minutes of the meetings of the Members, the Board, and any applicable Committee and/or Taskforce are kept and recorded; (ii) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) ensure the Association's corporate records are securely maintained at the Association's principal business office; (iv) ensure the Association maintains a complete and current list of the Association's Members including, but not limited to, the name, mailing address, email address, and telephone number provided by the Member; and (v) perform all duties incident to the office of the Secretary and such other duties as assigned by the President or by the Board.

ARTICLE 6 COMMITTEES, DIVISIONS, AND TASKFORCES

SECTION 6.1. COMMITTEES. In addition to the standing committees identified in section 6.1.1 of these Bylaws, the Board may designate other committees. The composition of all standing and other committees ("Committees"), whether identified in these Bylaws or otherwise adopted by the Board, must be approved by the Board. Absent an express statement to the contrary in these Bylaws, the minutes, or a resolution establishing the Committee adopted by the Board, a Committee shall not have the authority to enter into any contract on behalf of or otherwise legally bind the Association. The designation of a Committee and the delegation thereto of authority shall not operate to relieve the Board of any responsibility imposed on it by law.

SECTION 6.1.1. STANDING COMMITTEES. The standing committees of the Association include:

SECTION 6.1.1.1. EXECUTIVE COMMITTEE.

SECTION 6.1.1.1.1. COMPOSITION. The Executive Committee shall be composed of the Association's President, President-Elect, Immediate Past-President, Secretary, and Treasurer. The President shall be the Executive Committee chair.

SECTION 6.1.1.1.2. RESPONSIBILITIES. Subject only to the limitations set forth in these Bylaws and the applicable law, the Executive Committee shall act on behalf of the Board when a situation demands timely action by the Association and it is not practicable to call a meeting of the Board. The Executive Committee shall determine in its sole discretion whether such a situation exists. The Executive Committee shall notify the Board of the situation and inform the Board of its actions as soon as possible. The Executive Committee shall also: (i) serve as a resource for the Executive Director; and (ii) perform such other duties and responsibilities as may be assigned by the Board. The President or any two Executive Committee members may call an Executive Committee meeting.

SECTION 6.1.1.2. NOMINATING COMMITTEE.

SECTION 6.1.1.2.1. COMPOSITION. The Nominating Committee shall be composed of the Association's President, President-Elect, Immediate Past-President, and two (2) other Active or Senior members in good standing elected by the membership. The Nominating Committee shall recommend qualified Active and/or Senior members for the membership's consideration regarding said two Nominating Committee seats. The Immediate Past-President shall serve as the Nominating Committee chair.

SECTION 6.1.1.2.2. RESPONSIBILITIES. The Nominating Committee shall be responsible for soliciting, qualifying, and nominating individuals for election as Officer-Directors, At-Large Directors, including the Division Chairs (defined below), and Nominating Committee members. In making each nomination, the Nominating Committee shall seek individuals who possess the requisite backgrounds, education, training, and experience that will best serve the Association's interest. Prior to making a nomination, the Nominating Committee shall: (i) confirm the qualifications of any potential nominee; (ii) make available to all potential nominees copies of the Association's applicable governing documents, including without limitation, the Association's Bylaws and Conflict of Interest Policy; (iii) inform potential nominees of the duties and responsibilities of the Board; and (iv) obtain from potential nominees a signed acknowledgement stating they: (a) reviewed and understand the duties and responsibilities of the Board; (b) are qualified and willing to serve on the Board; (c) will, if elected, perform to the best of their abilities, the duties and responsibilities of the Board (and Division in the case of Division Chairs); (d) reviewed and understand the Association's governing documents, including without limitation, the Association's Bylaws and Conflict of Interest Policy and shall abide by the same; and (e) shall complete and return to the Association the Annual Conflict of Interest Disclosure Statement by the due date established by the Board, and, if they fail to do so, they knowingly and voluntarily resign. The Nominating Committee shall make nominations within the time period specified by these Bylaws, or, if not specified by these Bylaws, as specified by the Board. In addition to the foregoing duties and responsibilities, the Nominating Committee shall perform such other duties and responsibilities as the Board shall assign from time to time. The specific nomination process shall be set forth in a policy determined by the Board, which policy shall not be inconsistent with these Bylaws or the Charter.

SECTION 6.1.1.2.3. After consultation with the Board, the Nominating Committee shall recommend a slate of candidates ("Slate") to the voting Members by November 1. No member of the Nominating Committee shall be eligible for election. Alternate nomination petitions, including the names of proposed alternate candidates to any or all of those contained in the Slate, signed by no less than twenty percent (20%) of the total number of Members eligible to vote, will be accepted on or before December 1. For the purposes of this paragraph, the total number of Members entitled to vote shall include all Members entitled to vote on or before the preceding November 1. Alternate nomination petitions must be submitted to the Association's headquarters in the form designated by the Nominating Committee from time to time. A copy of the required form for alternate nomination petitions shall be maintained at the Association's headquarters and shall be made available upon request.

If valid alternate nomination petitions are received for election of any Officer-Directors and/or At-Large Directors, a vote of the eligible voting Members will be conducted either via electronic or letter ballot in accordance with Tennessee law. In addition to the state law requirements applicable to ballot voting, the Association's headquarters shall email or mail a ballot form that includes the candidates identified in the Slate and the alternate candidates identified on the alternate nomination petitions, via email transmission or first class mail to each voting Member. The election shall remain open for thirty (30) days from the date on which the Association headquarters transmits the ballot. The Association's headquarters shall forward, with the ballot form, notice of the final date on which the return ballots will be accepted. The candidates receiving the most votes by return ballot shall be elected by acclamation at the annual business meeting; provided that if the applicable state law requirements for ballot voting are not met (e.g., number of ballots returned), the election will be considered null and void, and the alternate nomination petition considered stricken as if none had been received.

If no valid alternate nomination petitions are received or validated, the Nominating Committee's slate shall be elected by acclamation.

SECTION 6.2. DIVISIONS. In order to enhance the Board's ability to manage the Association's affairs, the Board may designate divisions ("Divisions"), through which the Association may conduct various operational activities. The Divisions shall include:

- (A) Division of Education;
- (B) Division of Member Services;
- (C) Division of Patient Care and Resources;
- (D) Division of Professional Development;
- (E) Division of Publications; and
- (F) Division of Research.

The Board may establish or discontinue Divisions from time to time in its sole discretion.

SECTION 6.2.1. DIVISION COMPOSITION AND CHAIRS. Each Division shall comprise Committees established by the Board to serve within the Division, and a Division Chair who shall oversee the Division in accordance with this section. The Division Chairs shall be elected in accordance with section 6.1.1.2.3 of these Bylaws and serve as Division Chairs and At-Large Directors for three (3) year terms, commencing at the close of the annual business meeting at which they are elected and continuing until their resignation, removal, death, or until their term expires and their successor is elected. No Division Chair may serve two (2) consecutive terms. The Division Chairs shall: (i) serve as an ex-officio member of each Committee within its Division; (ii) answer and report to the Board; (iii) implement policy as adopted and updated by the Board; (iv) be accountable to the Board in the establishment and management of the Association's annual budget to the extent it applies to their Division; (v) be responsible for oversight and direction of their Division; (vi) work with the Committee Chairs to maintain sound financial management of their Division activities; and (vii) perform other activities and assume other responsibilities as designated by the Board. The Division Chairs shall submit regular written reports to the Board regarding the progress of their Division and Committees.

SECTION 6.2.2. DIVISION COMMITTEE MEMBERS AND CHAIRS. Except as otherwise provided in these Bylaws or in the resolution establishing a Committee, the members of a Committee within a Division, including the Committee chair, must: (a) be Members in good standing; (b) be appointed by the President, with the Board's approval; and (c) serve a three (3) year term commencing at the end of the annual business meeting of the Members following such appointment, and continuing until his/her successor is appointed, unless the Committee shall be sooner terminated, or unless such member or chair shall cease to qualify as a member thereof.

SECTION 6.3. TASKFORCES. The President, with the Board's approval, may appoint ad hoc taskforces and other advisory bodies as may be needed to support the Board, directly or through the assistance of Divisions, and advance the Exempt Purpose (collectively "Taskforces"). A Taskforce's charge and/or responsibilities shall be set forth in the minutes or resolution establishing the Taskforce. The President, with the Board's approval, shall designate the Taskforce members and chairs. Each Taskforce will be in effect for the time specified by the President after which time the Taskforce will automatically disband, until and/or unless renewed by the President, with the Board's approval. Taskforces shall have no authority to act on behalf of the Association unless specifically authorized in advance by the Board. The Board may establish or discontinue Taskforces from time to time in its sole discretion.

SECTION 6.5. GOVERNANCE PROVISIONS APPLICABLE TO COMMITTEES AND TASKFORCES.

SECTION 6.5.1. QUORUM. A majority of a Committee or Taskforce shall constitute a quorum, unless otherwise provided in these Bylaws or the resolution of the Board establishing a Committee or Taskforce.

SECTION 6.5.2. MANNER OF ACTING. The act of a majority of the Committee or Taskforce members present at a meeting at which there is a quorum shall be the act of the Committee or Taskforce, unless the act of a greater number is required by statute, these Bylaws, or the Charter.

SECTION 6.5.3. PARTICIPATION AT MEETINGS BY TELECONFERENCE. Committee or Taskforce members may participate in and act at any meeting through the use of a teleconference or other communications equipment that allows all persons participating in the meeting to communicate with each other. Participation in such manner shall constitute attendance and presence in person at said meeting.

SECTION 6.5.4. NO PROXY VOTING. No Committee or Taskforce member may act by proxy on any matter.

SECTION 6.5.5. PRESUMPTION OF ASSENT. A Committee or Taskforce member present at a meeting at which action is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting.

SECTION 6.5.6. INFORMAL ACTION. Any action that is required or that may otherwise be taken at a Committee or Taskforce meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Committee or Taskforce members. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the Association's corporate records. The action taken shall be effective when the last Committee or Taskforce member signs the consent unless the consent specifies a different effective date.

SECTION 6.5.7. COMPENSATION. Except as otherwise expressly stated in these Bylaws, in a resolution establishing a Committee, Division, or Taskforce, or by separate Board resolution, members thereof shall not receive compensation for their services. However, in accordance with the Association's Expense Reimbursement Policy, Committee and Taskforce members may be reimbursed for their reasonable travel and other qualified expenses.

SECTION 6.5.8. ANNUAL BOARD REPORT. At least annually, and in addition to any other reporting responsibilities of the Committees and Divisions, each Committee and Division shall provide a written report to the Board describing its activities during the previous year along with recommendations, if any, applicable to its activities.

SECTION 6.5.9. GUIDELINES AND RULES. The Board may adopt additional guidelines or rules for a Committee or Taskforce as it deems necessary and appropriate. Each Committee or Taskforce may adopt rules for its own governance not inconsistent with the Charter, these Bylaws, the resolution establishing the Committee or Taskforce, or any other rules adopted by the Board for their governance.

SECTION 6.5.10. AUTHORITY OF THE BOARD. The Board may at any time dissolve, reconstitute, alter, remove a member of, or take any other action with regard to a Committee or Taskforce which the Board determines to be in the Association's best interest.

SECTION 6.5.11. VACANCIES. Vacancies in any Committee or Taskforce may be filled by the President, with the Board's approval.

SECTION 6.5.12. LIMITATION ON POWERS. No Committee or Taskforce shall have any power to act for, represent, or bind the Association in any manner unless such act or action, proposal, or recommendation, is reported and approved by the Board.

ARTICLE 7 FISCAL MATTERS

SECTION 7.1. CONTRACTS. The Board may authorize Association officer(s) or agent(s), in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 7.2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the Association's name shall be signed by such Association officer(s) or agent(s) in such manner as determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Executive Director, and countersigned by the Treasurer or President.

SECTION 7.3. DEPOSITS. All Association funds shall be deposited in such depositories as the Board may select.

SECTION 7.4. GIFTS. The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for general purposes or for any special purpose that advances the Exempt Purpose.

SECTION 7.5. LOANS. Loans from the Association to any person or entity are prohibited.

SECTION 7.6. BUDGET. The Board shall adopt a budget in advance of each fiscal year, and the Association's affairs shall be conducted in accordance with said annual budget, as approved or amended by the Board.

SECTION 7.7. STRATEGIC PLAN. The Board shall adopt a strategic plan identifying the Exempt Purpose and the goals and activities the Association shall pursue to advance its Exempt Purpose.

SECTION 7.8. FINANCIAL POLICIES AND PROCEDURES. The Board shall adopt financial policies and procedures that shall include, without limitation: (i) prudent financial controls; and (ii) require the Association's financial books and records be kept in accordance with generally accepted accounting principles.

ARTICLE 8 MISCELLANEOUS PROVISIONS

SECTION 8.1. ANNUAL ORIENTATIONS. Annually, the Association shall endeavor to provide Directors and Division members orientation covering, without limitation: (i) the Exempt Purpose; (ii) the Association's governing documents; (iii) the Association's structure; (iv) the roles, duties, and responsibilities of Directors, officers, Committees, Divisions, Taskforces, and staff; (v) the Association's Conflict of Interest Policy, and Whistleblower Protection Policy; (vi) the Association's strategic plan and activities; and (vii) the Association's budget, budgeting process, and finances.

SECTION 8.2. STANDING POLICIES. The Association shall maintain, in addition to other policies the Board may adopt from time to time, a: (i) Conflict of Interest Policy; (ii) Record Retention Policy; and (iii) Whistleblower Protection Policy.

SECTION 8.3. BOOKS AND RECORDS. The Association shall keep accurate and complete books and records of account. It shall also keep minutes of the meetings of its Members, Board, and any committees having the authority of the Board, and shall keep at the registered or principal office a record of the names and addresses of the Members.

SECTION 8.4. NOTICE.

SECTION 8.4.1. DELIVERED DEFINED. Any notice required by law, the Association's Charter, or these Bylaws shall be deemed "delivered" when it is: (i) transferred or presented to someone in person; (ii) delivered via professional overnight service to their last known address according to the Association's records; (iii) deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of the Association, with sufficient first-class postage prepaid thereon; or (iii) sent via electronic means in accordance with section 8.4.2. of these Bylaws.

SECTION 8.4.2. NOTICE AND ACTION BY ELECTRONIC MEANS. A notice or action required to be in writing by these Bylaws may be in an electronic form and transmitted or delivered by electronic means including, without limitation, email transmission. A notice or action transmitted by the Association by electronic means shall be deemed delivered as of the date and time it is transmitted by the Association to the email address, facsimile number, or other electronic contact information for an individual appearing on the records of the Association. A notice or action transmitted to the Association by electronic means shall be deemed delivered as of the date and time it is actually received by the Association.

ARTICLE 9 INDEMNIFICATION

SECTION 9.1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE ASSOCIATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he/she is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another association, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's 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 he/she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or 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 he/she reasonably believed to be in or not

opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his/her conduct was unlawful.

SECTION 9.2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION.

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another association, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's 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 he/she reasonably believed to be in, or not opposed to, the best interests of the Association, provided that no indemnification shall be 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 his/her duty to the Association, unless, and only to the extent 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 9.3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, officer, employee, or agent of the Association is successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in sections 9.1 and 9.2 of this Article 9, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by such person in connection therewith.

SECTION 9.4. DETERMINATION OF CONDUCT. Any indemnification under sections 9.1 and 9.2 of this Article (unless ordered by a court) shall be made by the Association only upon a determination that indemnification of the Director, officer, employee or agent is proper because he/she met the applicable standard of conduct set forth in sections 9.1 and 9.2 of this Article. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 9.5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount.

SECTION 9.6. OTHER RIGHTS. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 9.7. INSURANCE. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee or agent of another association, 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 his/her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this section.

**ARTICLE 10
PARLIAMENTARY PROCEDURE**

The conduct of meetings will be governed by Robert's Rules of Order as most recently revised. In case of a conflict between Robert's Rules of Order and these Bylaws, these Bylaws will govern.

**ARTICLE 11
SEVERABLE PROVISIONS**

If any article, section, or provisions of these Bylaws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining articles, sections, and provisions shall not be affected and shall remain in full force and effect.

**ARTICLE 12
AMENDMENTS**

SECTION 12.1. AMENDMENTS BY THE BOARD. The Board may amend or repeal these Bylaws or adopt new Bylaws if the same is required in order for the Bylaws and/or the Association to be compliant with the law. Such action may be taken at a regular meeting, or at special meeting of the Board for which written notice of the purpose shall be given.

SECTION 12.2. AMENDMENTS BY MEMBERS. The voting Members may amend or repeal these Bylaws, or adopt new Bylaws. Such action may be taken via written ballot in accordance with the applicable law and/or at a regular or special meeting of the Members at which a quorum is present, provided that no less than thirty (30) days prior to the meeting a written notice, specifying the proposed amendment, is given to each voting Member.

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