

**BYLAWS**  
**OF**  
**INDIANA FEDERATION OF AMBULATORY SURGICAL CENTERS, INC.**

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**BYLAWS**  
**OF THE**  
**INDIANA FEDERATION OF AMBULATORY SURGICAL CENTERS, INC.**

**ARTICLE I - NAME**

Section 1.1. Name. The name of the Corporation is "Indiana Federation of Ambulatory Surgical Centers, Inc."

**ARTICLE II - REGISTERED OFFICE; PRINCIPAL OFFICE**

Section 2.1. Registered Office. The Corporation shall have a registered office within the state of Indiana at such location as the Board of Directors may from time to time designate.

Section 2.2. Principal Office. The Corporation shall have a principal office within the state of Indiana at such location as the Board of Directors may from time to time designate.

**ARTICLE III - PURPOSES**

Section 3.1. Purposes. The purposes for which the Corporation is formed are: to engage in activities to disseminate information concerning ambulatory surgical centers; to provide a strong, unified voice to speak to issues of concern to ambulatory surgical centers; to monitor and influence legislation affecting its members; to foster and encourage communication among members; to provide educational opportunities for its members; and, to engage in any activities which may be considered advantageous to ambulatory surgical centers.

In furtherance of its purposes, the Corporation shall have all general powers permitted by the laws of the State of Indiana and may do any and all things necessary in furtherance of its purposes subject to the laws of the State of Indiana. Provided, however, no part of the net earnings of the Corporation shall inure to the benefit of any member or other individual, but such persons may be reasonably compensated for services actually rendered to the Corporation. Provided, further, the Corporation shall not engage in any activities which are prohibited for organizations described in Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE IV - MEMBERSHIP

Section 4.1. Classes Of Membership. The Corporation shall have one (1) class of membership called voting membership. As used in these Bylaws, the term "member" shall mean a voting member of the Corporation, the term "members" shall mean the voting members of the Corporation, and the term "membership" shall mean the voting membership of the Corporation.

Section 4.2. Eligibility For Voting Membership.

4.2.1. Eligibility. Any ambulatory outpatient surgical center licensed by the state of Indiana as an ambulatory outpatient surgical center shall be eligible to become a voting member of the Corporation.

4.2.2 Meaning of "Person" and "Entity". As used in these Bylaws, the terms "person" and "entity" shall have the following meanings:

- (a) "Person". The term "person" means an individual or entity.
- (b) "Entity". The term "entity" means: a domestic or foreign corporation; an unincorporated association; a partnership; an LLC; or, a sole proprietorship.

Section 4.3. Election To Membership. An application for voting membership shall first be reviewed by the Membership Committee which shall recommend to the Board of Directors whether or not the applicant should be accepted for membership. Following receipt of the Membership Committee's recommendation, the Board of Directors shall either approve or disapprove the applicant for membership. An applicant who is accepted by the Board of Directors for membership shall become a member upon payment of the required dues, if any, or, if no dues are required, upon approval of his/her/its membership by the Board of Directors.

Section 4.4. Membership Certificates. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation. Such certificates shall be issued each membership year and shall be in such form as the Board shall determine but shall at least state that the member is a voting member of the Corporation and the year for which the certificate is applicable.

Section 4.5. Voting Rights and Privileges Of Membership.

4.5.1. Voting. Only voting members shall have the right to vote for the election of a Director of the Corporation, and only voting members shall have the right to vote on any other matter which is required or permitted to be voted on by the Articles of Incorporation or by the Indiana Nonprofit Corporation Act of 1991, as amended.

4.5.2. Privileges. Voting members, through their representatives, shall: be given notice of annual and special meetings of members; be given notice of all Corporation sponsored educational programs; be eligible to be elected and hold office; be eligible to be elected and to serve as a Director; and, be eligible to chair and serve on committees.

Section 4.6. Designation of Representative and Alternate.

Each member of the Corporation shall designate in writing to the Secretary or to the Executive Director (if any) the name of the individual authorized by that member to act as that member's representative in affairs of the Corporation and the name of the individual authorized by that member to act as that member's alternate representative. At any meeting of members, such a member shall be considered to be present if either its designated representative or its designated alternate representative is present; if such a member is so present at a meeting of members and is entitled to vote with respect to an item of business coming before the meeting, that member's vote shall be cast by the member's designated representative, or in the absence of the designated representative, by the member's designated alternate representative. A member may change from time to time the individuals so designated by it by giving written notice to the Secretary or to the Executive Director (if any) of the name of its new representative or alternate; such a change shall be effective on the date stated in the written notice but may not be prior to the date the Secretary or the Executive Director (if any) receives the written notice.

Section 4.7. Dues and Assessments.

4.7.1. Dues. The Board of Directors shall determine from time to time the amount of the annual dues, if any, payable to the Corporation by voting members. Dues shall be required to be paid upon receipt of notice for the calendar year January 1 through December 31 indicated on the notice. The Board of Directors may, but is not required to, establish policies for proration of dues for memberships beginning during a year. Dues shall not be refundable.

4.7.2. Assessments. Special assessments may be levied upon the voting members by a two-thirds (2/3rds) vote of a quorum of the voting members at any annual or special meeting of the members, or by mail or electronically submitted ballot of the members, provided:

- (a) The special assessment has been recommended by the Board of Directors;
- (b) If voted on at a meeting of members, rather than by mail or electronically submitted ballot, the notice of the meeting of members states that a special assessment will be considered at the meeting; and,
- (c) The notice of the meeting of members or of the mail or electronically submitted ballot states the proposed amount and date, or dates, of payment of the special assessment.



- (d) If voted on at a meeting of members (rather than by mail or electronically submitted ballot), both the amount and date, or dates, of payment as recommended by the Board of Directors shall be subject to amendment from the floor irrespective of whether or not the amendment increases or decreases the proposal as stated in the notice of the meeting.
- (e) Any assessment so approved by the voting members shall be due and payable as stated in the resolution approving the assessment.

4.7.3. Non-Payment of Dues or Assessments.

If a voting member fails to make payment of his, her or its dues or assessments on or before the date the dues or assessment is due, that member's membership in the Corporation, and all rights and privileges incident thereto, may be suspended until all its delinquent dues and assessments are paid (see, Section 4.11 of these Bylaws) and the member's membership may be terminated by the Board of Directors (see, Section 4.12 of these Bylaws).

Section 4.8. Member's Right to Inspect and Copy Records. A member of the Corporation shall be entitled to inspect and copy records of the Corporation as stated in Article XII of these Bylaws.

Section 4.9. Transfer of Membership. A member of the Corporation may not transfer a membership or any right arising from a membership.

Section 4.10. Resignation of Membership. A member's membership in the Corporation, and all rights and privileges incident thereto, may be terminated and canceled by the member resigning membership. Written resignation of the member shall be submitted to the Secretary or to the Executive Director (if any); such a resignation shall be effective on the date of receipt of the written resignation by the Secretary or by the Executive Director. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before the resignation.

Section 4.11. Suspension of Membership. If a member fails to make payment of the member's dues or assessments on or before the date the dues or assessment is due, the member's membership in the Corporation, and all rights and privileges incident thereto, shall be suspended until all its delinquent dues and assessments are paid. The Secretary or the Executive Director (if any) shall give such a member not less than fifteen (15) calendar days prior written notice of the suspension and the reason for the suspension; the notice must be given by first class or certified mail or in person and sent to the last address of the member shown on the Corporation's records. The member shall be given the opportunity to be heard, orally or in writing, not less than five (5) calendar days before the effective date of the suspension, by the Secretary, the Executive Director (if any), or such other person designated by the Board of Directors to decide that the proposed suspension should not take place.

Unless the Secretary, the Executive Director, or other person designated by the Board of Directors to decide that the proposed suspension should not take place

determines the suspension should not take place, suspension of the member's membership shall be effective on the effective date stated in the written notice.

A member whose membership has been suspended may be liable to the Corporation for dues and assessments as a result of obligations incurred or commitments made before the suspension.

#### Section 4.12. Termination of Membership.

4.12.1. By the Board of Directors. A member's membership in the Corporation, and all rights and privileges incident thereto, may be terminated by action of the Board of Directors for any of the following reasons:

- (a) In the event the member fails to make payment of its dues or assessments on or before the date the dues or assessments are due;
- (b) In the event the member ceases to meet the eligibility requirements for membership;
- (c) In the event the Board determines the member falsified its application for membership in the Corporation.

The Secretary or the Executive Director (if any) shall give such a member not less than fifteen (15) calendar days prior written notice of the proposed termination of membership and the reason for the proposed termination; the notice must be given by first class or certified mail or in person and sent to the last address of the member shown on the Corporation's records. The member shall be given the opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) calendar days before the effective date of the proposed termination.

Termination of membership shall be effective on the date established by the Board of Directors but may not be earlier than five (5) days after the member's opportunity to be heard by the Board of Directors.

A member whose membership has been terminated by the Board of Directors may be liable to the Corporation for dues and assessments as a result of obligations incurred or commitments made before the termination.

4.12.2. By the Members. A member's membership in the Corporation, and all rights and privileges incident thereto, may be terminated with or without cause by a two-thirds vote of a quorum of the voting members provided the notice of the meeting includes a statement that termination of membership of the member will be acted upon at the meeting.

The Secretary or the Executive Director (if any) shall give such a member not less than fifteen (15) calendar days prior written notice of the proposed termination of membership and the reason, if any, for the proposed termination; the notice must be given by first class or certified mail or in person and sent to the last address of the member shown on the Corporation's records. The member shall be given the opportunity to be heard, orally or in writing, by the voting members at the meeting prior to the vote concerning termination of the membership of the member.

Termination of membership by the voting members shall be effective on the date established by the voting members but may not be earlier the vote concerning termination of the membership of the member.

A member whose membership has been terminated by the voting members may be liable to the Corporation for dues and assessments as a result of obligations incurred or commitments made before the termination.

## **ARTICLE V - MEETINGS OF MEMBERS**

Section 5.1. Place of Meetings. All meetings of members shall be held within the state of Indiana, at such place as may be determined from time to time by, or pursuant to, a resolution of the Board of Directors. In the absence of such a Board resolution, the meetings shall be held at the principal office of the Corporation.

Section 5.2. Annual Meeting.

5.2.1. When Annual Meetings Are Held. The annual meeting of the members of the Corporation shall be held in the fall of each year for the purpose of electing Directors and the transaction of such other business as may properly come before the meeting. The date, time and place of the annual meeting shall be determined by, or pursuant to, a resolution of the Board of Directors.

5.2.2. Business Transacted. At the annual meeting:

- (a) The President and the Treasurer, or their designees, shall report on the activities and financial condition of the Corporation; and,

- (b) The members shall consider and act upon other matters as may be raised consistent with the notice requirements stated in Section 5.4 of these Bylaws.

### Section 5.3. Special Meetings.

5.3.1. When Special Meetings Will Be Held. Special meetings of the members of the Corporation must be held:

- (a) On call of the President or of the Board of Directors; or,
- (b) If the holders of at least ten percent (10%) of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary at least one (1) written demand for the meeting describing the purpose for which the meeting is to be held. The close of business on the thirtieth (30) day before delivery of the demand for a special meeting is the record date for the purpose of determining if the ten percent (10%) requirement has been met. Within thirty (30) calendar days after such a written demand for a special meeting has been delivered to the Secretary, the Secretary shall give notice of the special meeting. The time, date and place of the meeting shall be determined by the Board of Directors.

5.3.2. Business Transacted. Only those matters that are within the purposes described in the notice of the special meeting may be conducted at that special meeting of the members.

### Section 5.4. Notice of Meetings; Waiver of Notice.

5.4.1. Notice of Meetings. Notice of all annual and special meetings of the members shall be given in writing to each member entitled to vote at the meeting and shall state the place, date and time of the meeting and, in the case of a special meeting, a description of the purpose for which the meeting is called. A written notice delivered electronically or as part of a newsletter regularly sent to members by the Corporation constitutes a valid written notice if addressed or delivered to the member's address shown in the Corporation's current list of members.

If written notice is sent electronically or mailed by first class mail, it shall be given at least ten (10) calendar days before the meeting date. If written notice is given by other than first class mail, it shall be given at least thirty (30) days before the meeting date.

The notice is effective when mailed, if correctly addressed to the member's address shown in the Corporation's current record of

members. If not mailed or if incorrectly addressed, the notice is effective at the earliest of the following as applicable: (a) when received; (b) on the date shown on the current receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation; or (e) five days after the date of electronic submission by the sender.

5.4.2. Waiver of Notice. (a) Written Waiver. A member may waive notice of a meeting before or after the date and time stated in the notice. The waiver by the member must be: (1) in writing; (2) signed by the member's designated representative or alternate representative; and, (3) delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

(b) Waiver by Attendance. A member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transaction of business at the meeting; and, (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

(c) Notice of Adjourned Meeting. If a meeting of the members is adjourned to a different date, time, or place, notice is not required to be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If a new record date for the adjourned meeting must be fixed under Section 5.8 of these Bylaws, however, notice to the adjourned meeting must be given to persons who are members as of the new record date.

Section 5.5. Quorum. At any annual or special meeting of the members of the Corporation, one-third (1/3) of the votes entitled to be cast on a matter constitutes a quorum of action on that matter. Provided, however, in case of a meeting called for the purpose of voting on a proposed amendment to the Articles of Incorporation, merger, consolidation, reorganization, special corporate transaction, or voluntary dissolution, or an annual meeting at which such a vote is conducted, for the purpose of voting on that matter only, a quorum shall be constituted by those members that are otherwise entitled to vote in respect thereof and that are present, in person or by proxy, at the meeting at which the vote is conducted. Provided, further, unless at least one-third (1/3) of the votes entitled to be cast for the election of directors are present in person, or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice.

After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date must be set under Section 5.8 of these Bylaws for that adjourned meeting.

Section 5.6. Voting. Each member of the Corporation entitled to vote concerning an item of business at a meeting of members who is present at the meeting in person, or by proxy, shall have one (1) vote concerning that item of business; provided, however, no member whose membership is suspended at the time of the vote on an item of business shall be entitled to vote on that item.

If a quorum exists, action on a matter other than the election of Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action unless the Nonprofit Corporation Act of 1991, the Corporation's Articles of Incorporation or these Bylaws require a greater number of affirmative votes.

Section 5.7. Proxies. Every member entitled to vote at a meeting of the members may appear, vote, and exercise any other rights either in person or by his, her or its duly authorized agent or agents appointed by a proxy duly executed and filed with the Secretary of the Corporation. No proxy is valid if it appoints more than one (1) person to act thereunder or if it appoints a person who is not a representative or alternate representative of a member of the Corporation entitled to vote at the meeting.

A proxy is valid for eleven (11) months from the date of its execution unless a shorter or longer period is expressly provided in the proxy. Subject to these limitations, any proxy, duly executed and filed, shall continue in full force until a written revocation of the proxy or a duly executed proxy covering the same member and bearing a later date is filed with the Secretary of the Corporation.

Any proxy may by its terms be limited to use at a single specified meeting of the members.

Any proxy of an entity is suspended when the representative or alternate representative of the entity executing the proxy is present at a members' meeting and elects to vote.

At each meeting of the members, and before the commencement of any voting, all proxies filed at or before the meeting shall be submitted to and examined by the Secretary and no membership may be represented or voted under a proxy that is found to be invalid or irregular. Each proxy filed with the Secretary prior to a meeting shall be examined by him or her as promptly as possible after filing, and, if any apparent irregularity or invalidity is noted, the Secretary shall notify the person executing the proxy of such apparent invalidity or irregularity before such meeting if time reasonably permits.

Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation may accept the proxy's vote or other action as that of the member making the appointment.

Section 5.8. Record Date. The record date to determine the members entitled to notice of a member's meeting, to demand a special meeting, to vote, or to take any other action shall be determined as follows:

5.8.1. To Receive Notice of Meeting. The record date for determining members who are entitled to notice of a members meeting shall be the business day preceding the date on which the notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held.

5.8.2. To Demand Special Meeting. The record date for determining if the ten (10%) percent requirement has been met shall be the close of business on the thirtieth (30th) day before delivery of the demand for a special meeting.

5.8.3. To Vote at a Member's Meeting. The record date for determining members who are entitled to vote at a members' meeting shall be the date of the meeting.

5.8.4. Action Without a Member's Meeting. The record date for determining members entitled to take action without a meeting pursuant to Section 5.11 of these Bylaws is the date the first member signs the consent.

5.8.5. To Vote at an Adjourned Member's Meeting. A determination of members entitled to notice of or to vote at a members meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new date for determining the right to notice or the right to vote. The Board of Directors must fix the new date if the meeting is adjourned to a date more than seventy (70) calendar days after the record date for determining members entitled to notice of the original meeting.

5.8.6. Other Action. For any other action (e.g., mail ballot vote), the Board of Directors shall fix a future date as the record date. Any record date fixed by the Board of Directors shall not be more than seventy (70) calendar days before the meeting or action requiring a determination of members occurs.

Section 5.9. List of Members Entitled to Notice and to Vote; Inspection and Copying.

5.9.1. List of Members Entitled to Notice and to Vote. After the record date for a notice of a meeting, the Secretary shall prepare, or cause to be prepared, a list of the names of the members who are entitled to notice of a member's meeting. This list must show the address and number of votes each member is entitled to vote at the meeting. The Secretary also shall prepare, or cause to be prepared, on a current basis through the time of the meeting a list of the members who are entitled to vote at the meeting, but not entitled to notice of the

meeting; this list shall be prepared on the same basis and be part of the list of members.

5.9.2. Inspection and Copying. The list of members shall be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held.

Subject to Section 12.3 and Section 12.4 of these Bylaws, a member may, on written demand, inspect and copy the list, during regular business hours and at the member's expense, during the period the list is available for inspection.

The list shall be available at the meeting and a member may inspect the list at any time during the meeting or an adjournment.

The use and distribution of information acquired from inspection or copying the list of members is subject to Section 12.3 and Section 12.4 of these Bylaws.

#### Section 5.10. Mail Ballot Vote.

5.10.1. Authorization by Board of Directors. The Board of Directors may authorize, in lieu of an annual or special meeting or a vote at such a meeting, a mail ballot vote on any matter or matters that could be voted upon at an annual or special meeting. If such a mail ballot vote is approved by the Board of Directors, the Board shall determine the specific procedure by which the mail ballot vote shall be conducted consistent with the requirements stated in Section 5.10.2, below.

5.10.2. Content of Ballot and Solicitation. The written ballot must: (1) set forth each proposed action; and, (2) provide an opportunity to vote for or against each proposed action.

The solicitation for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than the election of Directors; and (3) specify the time by which the ballot must be received by the Corporation to be counted.

5.10.3. Approval By Written Ballot. A written ballot shall be delivered to every member entitled to vote on the matter. A written ballot may not be revoked. Approval of a matter by written ballot shall be valid only when: (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and, (2) the number



of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 5.11. Members Action Without a Meeting. Any action which is required or permitted to be approved by the members may be taken without a meeting of members if the action is approved by members holding at least eighty (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions: (a) is signed by the members representing at least eighty (80%) percent of the votes entitled to be cast on the action; and, (b) is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken under this Section 5.11 is effective when the last member necessary to meet the eighty (80%) requirement signs the consent unless a prior or subsequent effective date is specified in the consent.

Requests for written consents must be delivered to all members entitled to cast votes on the action. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

## **ARTICLE VI - BOARD OF DIRECTORS**

Section 6.1. Number and Classes. The Board of Directors of the Corporation shall consist of nine (9), but no less than seven (7), individuals.

Beginning with the election of Directors occurring at the annual meeting of members in 1994 and thereafter, the nine (9) Directors shall be divided into two (2) classes such that four (4) of the Directors are elected every other year for a term of two (2) years and five (5) if the Directors are elected every alternate year for a term of two (2) years.

The slate of candidates for the election of the Directors and the class of each Director shall be determined by the current Directors prior to the annual membership meeting in the fall.

Section 6.2. Term of Office. A full term of office for a Director shall be for two (2) years, beginning at the end of the annual meeting of the members at which he or she is elected to the Board of Directors and ending at the end of the annual meeting of members two (2) years later; provided, however, the term of a Director filling a vacancy in the office of a Director shall expire at the end of the next annual meeting of members at which Directors are elected. Despite the expiration of a Director's term, the Director continues to serve until: (a) a successor is elected and qualifies; or, (b) there is a decrease in the number of Directors.

Section 6.3. Eligibility. Any individual, age eighteen (18) or older who is designated (pursuant to Section 4.6 of these Bylaws) as a voting member's representative or alternate representative, shall be eligible to be elected and serve as a Director. Provided, however, no individual is eligible to be elected as a Director if that individual is the designated representative or alternate of a voting member and another designated representative or alternate of that same voting member would be Director during a portion of that individual's term as a Director.

Section 6.4. Ex-Officio, Non-Voting Members. The immediate Past-President, the Executive Director (if any), and each standing committee chairman shall each serve as an ex-officio, non-voting member of the Board of Directors; provided, however, in the event the person holding any such position is also a Director, that person's status on the Board shall be as a Director rather than as an ex-officio, non-voting member. Such an ex-officio, non-voting member of the Board of Directors shall be entitled to receive notices of all meetings of the Board of Directors but shall not be considered to be a "Director" or member of the Board of Directors of the Corporation for any purpose under the Indiana Nonprofit Corporation Act of 1991, the Articles of Incorporation, or these Bylaws (e.g., quorum, Board of Directors' action without a meeting).

Section 6.5. Election. Directors shall be elected by a plurality of the votes cast by the voting members at the annual meeting of members.

Section 6.6. Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, loss of eligibility, removal, or otherwise, of a Director shall be filled by the Board of Directors until the end of the next annual meeting of the members at which Directors are elected. Provided, however, a vacancy occurring through an increase in the number of Directors by amendment of these Bylaws shall be filled by a vote of the voting members of the Corporation. And, provided further, a vacancy which will occur at a specified later date because of a resignation effective at a later date, may be filled before the vacancy occurs; however, the new Director may not take office until the vacancy occurs.

Section 6.7. Annual Meeting. The Board of Directors shall meet each year within ninety (90) calendar days after the annual meeting of the members of the Corporation for the purpose of seating newly elected Directors, electing officers as necessary, and considering any other business that may properly be brought before the meeting. The date, time and place of the annual meeting of the Board of Directors shall be determined from time to time by the Board of Directors.

Section 6.8. Regular Meetings. Regular meetings of the Board of Directors may be held at such date, time and place within the state of Indiana as shall be approved by, or pursuant to, a resolution of the Board for the transaction of such business as may come before the meeting.

Board members shall attend at least 75% of in person board meetings and both the spring and fall conferences. Hardship excuses (illness, family emergencies, ect.) may be considered for the spring and fall conferences.

Section 6.9. Special Meetings. Special meetings of the Board of Directors may be held whenever called by the President or upon written request of any three (3) Directors. The business to be transacted at any special meeting of the Board shall be limited to those items of business stated in the notice of the meeting.

Section 6.10. Notice of Meetings; Waiver of Notice.

6.10.1. Notice of Meetings. Meetings of the Board of Directors shall be preceded by notice to each Director and to each ex-officio member of the Board of Directors, which notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the items of business to be transacted. The Secretary shall cause such notice to be given to each Director and ex-officio member not less than three (3) calendar days prior to the meeting.

Such notice may be communicated by any of the following: (a) orally or in writing in person; (b) orally or in writing by telephone, telegraph, teletype, or other form of electronic communication; or, (c) in writing by mail. If given by (b) or (c), the notice must be directed or addressed to the Director or ex-officio member at the individual's address as listed in the most current records of the Corporation.

A notice of a meeting of the Board of Directors is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation; (c) on the date shown on the current receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation; or (e) five days after the date of electronic submission by the sender.

6.10.2. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived by any Director or ex-officio member before or after the meeting; the waiver must be: (a) in writing; (b) signed by the Director or ex-officio member entitled to the notice; and, (c) filed with the minutes of the meeting or the Corporate records.

A Director's or ex-officio member's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 6.11. Place of Meetings. All meetings of the Board of Directors shall be held within the state of Indiana at such place as may be determined by, or pursuant to, a resolution of the Board of Directors. In the absence of such a Board Resolution, the meeting shall be held at the principal office of the Corporation.

Section 6.12. Quorum. A majority, including proxies, of the number of Directors in office, shall constitute a quorum for the transaction of business. Provided, however, when filling vacancies, if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the remaining Directors may fill the vacancies by the affirmative vote of a majority of the Directors remaining in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time.

Section 6.13. Board Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed or electronically acknowledged by each Director; and, (c) included in the minutes or filed with the corporate records reflecting the action taken. An action taken under this Section is effective when the last Director signs or electronically acknowledges the consent, unless the consent specifies a prior or subsequent effective date. A consent signed or electronically acknowledged under this Section has the effect of a meeting vote and may be described as such in any document.

Section 6.14. Participation by Telephone or Other Means. The Board of Directors may permit any or all of the Directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear or read each other's comments during the meeting or electronic discussion. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 6.15. Resignation. A Director of the Corporation may resign at any time by delivering written notice of his or her resignation to one (1) of the following: (a) the President; (b) the Secretary; or, (c) the Board of Directors. Unless the resignation specifies a later effective date, a resignation is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation; or (e) five days after the date of electronic submission by the sender. Resignation as a Director shall automatically also constitute resignation from any office held by that Director.

Section 6.16. Removal. The voting members may, with or without cause, remove a Director from office prior to the normal expiration of the Director's term of office. Such removal may only occur at a meeting called for the purpose of removing the Director; the meeting notice must state that the purpose of the meeting is the removal of the Director. A Director may be removed by the same voting method as outlined in Section 6.5.

Any Director sought to be removed from the Board shall be given at least ten (10) calendar days notice of the members' meeting at which his/her removal will be voted upon. The Director shall be afforded the opportunity at that meeting to speak in his/her own behalf prior to the taking of any vote on his/her removal.

Removal as a Director shall automatically also constitute removal from any office held by that Director.

Section 6.17. Compensation. Directors shall not receive compensation for any services rendered in their capacities as Directors unless such compensation is approved by the voting membership. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

Section 6.18. Directors Conflict of Interest. No contract or other transaction between the Corporation and a Director or any other corporation, firm, association or entity in which a Director is a director or officer or is financially interested, shall be either void or voidable because of this relationship or interest or because the Director is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies the contract or transaction or because the Director's votes are counted for such purposes, if:

- (a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director;
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify the contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies the contract or transaction.

## ARTICLE VII - OFFICERS

Section 7.1. Officers; Term of Office. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of two (2) years until the annual meeting of the Board two (2) years later and until their successor is elected and qualified, except in the event of their earlier death, resignation, ineligibility or removal.

Each elected officer shall serve for one term of two (2) years, and shall not be eligible for re-election to the same office for at least one election cycle. The President's term on the Board shall be automatically extended until his or her term as President ends. The terms of Vice President, Secretary, and Treasurer on the Board may be extended in order to complete their terms as officers, subject to the approval of the Board.

Section 7.2. Eligibility. Officers must be a voting member's representative or alternate representative. An individual may simultaneously hold more than one (1) office in the Corporation.

Section 7.3. Election. Officers shall be elected by a majority vote of a quorum of the Board of Directors at the annual meeting of the Board of Directors.

Section 7.4. Vacancies. A vacancy in any office because of death, resignation, ineligibly, removal or otherwise shall be filled by the Board of Directors for the unexpired term of such office. A vacancy which will occur at a specified later date because of a resignation effective at a later date, which is accepted by the Corporation, may be filled by the Board of Directors before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 7.5. Resignation. An officer may resign at any time by delivering written notice of the resignation to the President, the Secretary, or the Board of Directors. Resignation as a Director automatically constitutes resignation from any office held by that Director.

Unless the resignation specifies a later effective date, a resignation is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 7.6. Removal. An officer of the Corporation may be removed from office at any time by the Board of Directors by a vote of not less than a majority of the whole number of Directors at any meeting of the Board, whenever the Board, in its judgment, believes such removal is in the best interest of the Corporation. Removal as a Director automatically constitutes removal from any office held by that Director.

Section 7.7. Duties of Officers.

7.7.1. President. The President shall preside at all meetings of members, at all meetings of the Board of Directors, at all meetings of the Executive Committee, and shall have general supervision over the work of the Corporation. The President shall perform such other duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members. The President shall represent the organization when agencies request the Corporation's attendance, representation, and/or input at scheduled meetings affecting the status of ambulatory outpatient surgical centers.

7.7.2. Vice President. The Vice-President shall assist the President in the performance of her/his duties. During the absence of the President or in case of a vacancy in that office, the Vice-President shall exercise and perform the powers and duties of the President until a successor is elected. The Vice-President shall perform such other duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members.

7.7.3. Secretary. The Secretary shall keep, or cause to be kept, all corporate records, the membership lists as required by Sections 5.9 and 10.3 of these Bylaws, and minutes of all meetings of the members and of the Board of Directors. The Secretary shall cause to be sent notices of meetings of the Board of Directors and of meetings of the members and shall authenticate records of the Corporation when necessary or desirable. The Secretary shall perform such other duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members.

7.7.4. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation, shall keep or cause to be kept regular books of account, and in general shall perform all duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members. The Treasurer shall be responsible for the disbursement of the funds of the Corporation as authorized by the Board of Directors. The Treasurer shall provide a financial report at the annual meeting of the members. The Treasurer shall serve as Chairperson of the Finance Committee.

Section 7.8. Execution of Contracts. All deeds, mortgages, leases and other written contracts of the Corporation, except promissory notes and checks, shall be signed by the President or the Vice-President and attested by any other officer of the Corporation. All promissory notes and checks shall be executed on behalf of the Corporation or endorsed for collection or discount in the name of the Corporation by the President or Treasurer or by such other officer or persons as the Board of Directors may from time to time by resolution designate.

Section 7.9. Compensation. No officer of the Corporation shall receive compensation for services performed by her/him as an officer unless such compensation is approved by the members. However, nothing herein shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered to the Corporation or for expenses incurred for serving the Corporation as an officer.

### **ARTICLE VIII - EXECUTIVE DIRECTOR**

Section 8.1. Executive Director. An Executive Director may be appointed and employed by the Board of Directors and shall be responsible for the general direction of the affairs and operation of the Corporation in accordance with policies and a job description approved by the Board. The Executive Director may not be an officer of the Corporation or a Director, but shall serve as an ex-officio, non-voting member of the Board.

### **ARTICLE IX - COMMITTEES OF THE BOARD**

Section 9.1. Committee Membership. Unless the members are otherwise named or restricted in these Bylaws, the President, with the approval of the Board of Directors, shall appoint the members of the standing committees of the Board of Directors as are provided for in these Bylaws. Except as limited by these Bylaws, individuals appointed may be either members, other individuals, or a combination thereof.

Section 9.2. Committee Chairmen. The Chairman of each committee, except the Executive Committee and Finance Committee, shall be appointed by the President with the approval of the Board of Directors. Any chair who is not a Director shall serve as an ex-officio, non-voting member of the Board of Directors. If a vacancy occurs in the position of such chairman, the President, with the approval of the Board of Directors, shall appoint a new chairman. The President shall be the Chairman of the Executive Committee and the Treasurer shall be the chairman of the Finance Committee. The chairman of any standing committee must be a designated representative or alternate of a voting member.

Section 9.3. President and Executive Director as Ex-Officio Members of All Committees. The President and the Executive Director (if any) shall be ex-officio members, without vote, of all standing committees of the Board of Directors unless specifically named or appointed as a voting member of a particular committee.



Section 9.4. Standing Committees. The standing committees of the Board of Directors shall be those named in Sections 9.5 through 9.9 of this Article and shall have and may exercise all of the powers provided in these Bylaws.

Section 9.5. Executive Committee.

9.5.1. Composition. The Executive Committee shall be composed of the President, who shall serve as Chairman, and such other Directors as the Board may determine. The President shall be a voting member of this committee.

9.5.2. Duties. The Executive Committee shall have the power to exercise All of the authority of the Board of Directors in the management of the Corporation during the interim between the regular meetings of the Board of Directors, provided that any action taken shall not conflict with the policies and expressed wishes of the Board of Directors.

9.5.3. Meetings, Reports, and Recommendations. The Executive Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof to the Board. All actions taken by the Executive Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

Section 9.6. Finance Committee.

9.6.1. Composition. The Finance Committee shall be composed of the Treasurer of the Corporation, who shall serve as Chairman, the President, at least one (1) other member of the Corporation and such other individuals, if any, as may be appointed by the President and approved by the Board of Directors.

9.6.2. Duties. In addition to its general responsibility for overseeing the financial condition of the Corporation, the Finance Committee shall make recommendations to the Board of Directors concerning the Corporation's budget, dues and other financial matters and shall develop a proposed budget for presentation to the Board of Directors prior to the close of each fiscal year. Unless the Board directs to the contrary, the Finance Committee shall cause an annual financial audit, compilation or review (whichever the Board from time to time determines to be appropriate) of the Corporation's books to be performed by a certified public accountant in accordance with generally accepted accounting principles and shall present the results thereof to the Board of Directors.

9.6.3. Meetings, Reports, and Recommendations. The Finance Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof

and of its recommendations to the Board of Directors. All actions taken by the Finance Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

Section 9.7. Membership Committee.

9.7.1. Composition. The Membership Committee shall be composed of the Secretary and at least one (1) other member of the Corporation, and such other individuals, if any, as may be appointed by the President and approved by the Board of Directors.

9.7.2. Duties. The Membership Committee shall review and make recommendations to the Board of Directors concerning eligibility and approval of applicants for membership and for Associate status and shall encourage membership and Associate status in the Corporation.

9.7.3. Meetings, Reports, and Recommendations. The Membership Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof and of its recommendations to the Board. All actions taken by the Membership Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

Section 9.8. Legislative Committee.

9.8.1. Composition. The Legislative Committee shall be composed of the Vice President and at least one (1) other member of the Corporation and such other individuals, if any, as may be appointed by the President and approved by the Board of Directors.

9.8.2. Duties. The Legislative Committee shall monitor, review and coordinate dissemination of information concerning legislation, regulations and third party reimbursement policies which relate to the purposes of the Corporation.

9.8.3. Meetings, Reports, and Recommendations. The Legislative Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof and of its recommendations to the Board. All actions taken by the Legislative Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

Section 9.9. Program Committee.

9.9.1. Composition. The Program Committee shall be composed of at least one (1) Director, at least one (1) other member of the Corporation and such other individuals, if any, as may be appointed by the President and approved by the Board of Directors.

9.9.2. Duties. The Program Committee shall plan educational programs and meetings to be sponsored by the Corporation.

9.9.3. Meetings, Reports, and Recommendations. The Program Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof and of its recommendations to the Board. All actions taken by the Program Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

Section 9.10 Special Committees. From time to time, the President, with the approval of the Board of Directors, or the Board of Directors, itself, may appoint additional committees and define the duties and purpose thereof as the President or the Board may determine to be necessary or desirable for facilitating or carrying out any of the purposes or functions of the Corporation.

Section 9.11 Term of Office.

9.11.1. Standing Committees. The members of each standing committee shall be appointed at each annual meeting of the Board of Directors, or at the next regular meeting of the Board following that annual meeting, and shall serve for one (1) year or until their successors are appointed and qualified.

9.11.2. Special Committees. The members of each special committee shall be appointed and serve for each term as the President, with the approval of the Board, may determine.

Section 9.12 Regular Meetings of a Committee. A regular meeting of a committee of the Board of Directors is one for which the time and place of the meeting is fixed by the committee. Subject to Section 9.15 of these Bylaws, regular meetings of a committee may be held at such place and time as shall be approved from time-to-time by the committee.

Section 9.13. Special Meetings of a Committee. A special meeting of a committee of the Board of Directors is any meeting of the committee which is not a regular meeting. Special meetings of a committee may be held whenever called by the chairperson of the committee, the President, the Secretary, the Executive Director (if any) or upon written request of any two (2) committee members.

## Section 9.14. Notice of Committee Meetings; Waiver of Notice.

9.14.1. Notice of Committee Meetings. Meetings of a committee of the Board of Directors shall be preceded by notice to each committee member, which notice shall state the date, time and place of the meeting and, in the case of a special meeting, the items of business to be transacted. Regular meetings of the a committee shall be preceded by notice of not less than three (3) calendar days to each committee member; special meetings also shall be preceded by notice of not less than three (3) days.

Notice shall be given by the chairperson of the committee, the President, the Secretary, or the Executive Director (if any). It may be communicated by any of the following: (a) orally or in writing in person; (b) orally or in writing by telephone, telegraph, teletype, or other form of wireless communication; or, (c) in writing by mail. If given by (b) or (c), the notice must be directed or addressed to the committee member at the committee member's address as listed in the most current records of the Corporation.

A notice of a committee meeting is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation; (c) on the date shown on the current receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

9.14.2. Waiver of Notice. Notice of any meeting of a committee of the Board of Directors may be waived by any committee member either before or after the meeting; the waiver must be: (a) in writing; (b) signed by the committee member entitled to the notice; and, (c) filed with the minutes of the meeting or the corporate records.

A committee member's attendance at or participation in a meeting waives any required notice to the committee member of the meeting unless the committee member at the beginning of the meeting or promptly upon the committee member's arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 9.15. Place of Committee Meetings. All meetings of committees of the Board of Directors shall be held within the state of Indiana, at such place as may be determined from time to time by the committee. In the absence of such a committee determination, the meeting shall be held at the principal office of the Corporation.

Section 9.16. Quorum. A quorum of a committee of the Board of Directors consists of a majority of the committee members entitled to vote and in office immediately before a meeting begins.

In the absence of a quorum, a majority of the committee members entitled to vote and present may adjourn the meeting to a certain day and the chairperson of the committee, the President, the Secretary or the Executive Director (if any) shall give all absent committee members at least three (3) calendar days prior notice of the adjourned meeting's place and time. At the adjourned meeting, a quorum consists of one-third (1/3) of the number of committee members in office immediately before the adjourned meeting begins (but not less than two (2) committee members).

If a quorum is present when a vote is taken, the affirmative vote of a majority of the committee members present when the act is taken is the act of the committee.

Section 9.17. Committee Action Without a Meeting. Any action which may be taken at a meeting of a committee of the Board of Directors may be taken without a meeting if the action is taken by all members of the committee entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed by each committee member entitled to vote; and, (c) included in the minutes or filed with the corporate records reflecting the action taken. An action taken under this Section is effective when the last committee member entitled to vote signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 9.18. Participation by Telephone or Other Means. A committee may permit, any or all of the voting members of the committee to participate in a meeting of the committee by, or conduct the meeting through the use of, any means of communication by which all voting members of the committee participating may simultaneously hear each other during the meeting. A committee member participating in a meeting by this means is considered to be present in person at the meeting.

Section 9.19. Resignation of a Committee Member. A member of any committee of the Board of Directors may resign at any time by delivering written notice of his or her resignation to one (1) of the following: (a) the Board of Directors; (b) the President; (c) the Secretary; or, (d) the Executive Director (if any). Provided, however, if the individual is a member of the committee because he or she is an officer of the Corporation and these Bylaws state that officer to be a member of the committee, resignation as a member of the Committee also constitutes resignation as an officer of this Corporation.

Unless the resignation specifies a later effective date, a resignation is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the corporation.

Section 9.20. Removal of a Committee Member. Unless the individual is required to be a member of the committee by these Bylaws, a member of any committee of the Board of Directors may be removed with or without cause by the Board of Directors. To do so the Board of Directors must give written notice of the removal to: (a) the committee member being removed; and, (b) to the President, or the Secretary. unless the notice specifies a later effective date, the removal is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the corporation.

Section 9.21. Limitations on Powers of Committees. Notwithstanding anything in these Bylaws which could be interpreted or construed to the contrary, a committee of the Board of Directors does not have the power to do any of the following:

- (a) Authorize a direct or an indirect transfer of money or other property or incurrence or transfer of indebtedness by the Corporation to or for the benefit of a person; provided, however, this does not include payment of reasonable value for property received or services performed or payment of reasonable benefits in furtherance of the Corporation's purposes.
- (b) Approve the dissolution or merger of the Corporation.
- (c) Approve the sale, pledge, or transfer of all or substantially all of the Corporation's assets.
- (d) Elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on a committee of the Board of Directors.
- (e) Adopt, alter, amend, or repeal the Corporation's Articles of Incorporation or adopt new Articles of Incorporation.

- (f) Adopt, alter, amend, or repeal the Corporation's Bylaws or adopt new or other Bylaws.

## **ARTICLE X - CORPORATE RECORDS**

Section 10.1. Permanent Records. The Corporation shall keep as permanent records a record of the following: (a) minutes of meetings of the Corporation's members and of the Board of Directors; (b) a record of actions taken by the members or by the Directors without a meeting; and, (c) a record of actions taken by committees of the Board of Directors.

Section 10.2. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 10.3. Membership List. The Corporation shall maintain a record of the Corporation's members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast.

Section 10.4. Form of Records. The Corporation shall maintain the Corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

Section 10.5. Records at Principal Office. The Corporation shall keep a copy of the following records at the Corporation's principal office:

- (a) The Corporation's articles of incorporation or restated articles of incorporation and all amendments to the articles of incorporation currently in effect.
- (b) The Corporation's Bylaws or restated Bylaws and all amendments to the Bylaws currently in effect.
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or a class of members.
- (d) The minutes of all meetings of members and records of all actions approved by the members for the past three (3) years.
- (e) Written communications to members generally within the past three (3) years, including the financial statements furnished for the past three (3) years under Section 12.5 of these Bylaws.
- (f) A list of the names and business or home addresses of the current Directors and officers.

- (g) The Corporation's most recent annual corporation report delivered to the Indiana Secretary of State.

## **ARTICLE XI - ASSOCIATES**

Section 11.1. Associates. Eligible persons interested in ambulatory outpatient surgical centers may apply to become Associates of the Corporation. Associates of the Corporation are not members of the Corporation for any purpose.

Section 11.2. Eligibility to Become an Associate. Any person or facility that is interested in ambulatory outpatient surgical centers and is not eligible for voting membership shall be eligible to become an Associate of the Corporation.

Such persons shall become Associates in one (1) of the following categories as determined by the Board of Directors:

- (i) Associate-Vendor. Those persons eligible to become Associates of the Corporation that sell or potentially could sell services and/or products to ambulatory outpatient surgical centers.
- (ii) Associate-Allied Organization. Those entities eligible to become Associates of the Corporation that do not qualify for the Associate-Vendor category but which are interested in ambulatory outpatient surgical centers.
- (iii) Associate-Individual. Those individuals eligible to become Associates of the Corporation who do not qualify for the Associate-Vendor category but who are interested in ambulatory outpatient surgical centers.
- (iv) Associate-ASC. A facility, which is under development and is pending licensing by the state of Indiana. After being licensed for a period of two years, this facility no longer qualifies for Associate status and will move to Voting member status (and dues structure).

Section 11.3. Approval to Become an Associate. An application to become an Associate of the Corporation shall first be reviewed by the Membership Committee which shall recommend to the Board of Directors whether or not the applicant should be approved as an Associate and, if so, the category of Associate status. Following receipt of the Membership Committee's recommendation, the Board of Directors shall either approve or disapprove the applicant for Associate status and, if approved for Associate status, the category of Associate status. An applicant who is approved by the Board of Directors shall become an Associate upon payment of the required dues.

Section 11.4. Associate Certificates. The Board of Directors shall provide for the issuance of certificates evidencing Associate status with the Corporation. Such certificates shall be issued each year and shall be in such form as the Board shall determine



but shall at least: state that the person or entity is an Associate of the Corporation and the year for which the certificate is applicable.

Section 11.5. Privileges of Associates. Associates through their representatives shall be given notices of all Corporation-sponsored educational programs and copies of newsletters of the Corporation. Associates may not serve as an officer or Director of the Corporation or chair of any standing committee of the Corporation.

Section 11.6. Designation of Representative and Alternate. Each Associate of the Corporation which is an entity shall designate in writing to the Secretary or to the Executive Director (if any) the name of the individual authorized by that Associate to act as that Associate's representative in affairs of the Corporation and the name of the individual authorized by that Associate to act as that Associate's alternate representative. An Associate may change from time to time the individuals so designated by it by giving written notice to the Secretary or to the Executive Director (if any) of the name of its new representative or alternate; such a change shall be effective on the date stated in the written notice but may not be prior to the date the Secretary or the Executive Director (if any) receives the written notice.

Section 11.7. Dues.

11.7.1. Dues. The Board of Directors shall determine from time to time the amount of the annual dues, if any, payable to the Corporation by Associates of the Corporation. The amount of the dues established for Associates may be different than the amounts established for voting members; the amount of the dues established for any category of Associate may be different than the amounts established for any other category of Associate. Dues shall be required to be paid upon receipt of notice for the calendar year January 1 through December 31 indicated on the notice. The Board of Directors may, but is not required to, establish policies for proration of dues for Associates beginning during a year. Dues shall not be refundable.

11.7.2. Non-Payment of Dues. If an Associate fails to make payment of its dues on or before the payment deadline, that Associate's status as an Associate of the Corporation, and all privileges incident thereto, may be suspended until all its delinquent dues are paid (see, Section 11.10 of these Bylaws) and the Associate's status as an Associate of the Corporation may be terminated by the Board of Directors (see, Section 11.11 of these Bylaws).

Section 11.8. Transfer of Associate Status. An Associate of the Corporation may not transfer its Associate status or any privilege arising from Associate status.

Section 11.9. Resignation of Associate. Associate status, and all privileges incident thereto, may be terminated and canceled by the Associate resigning Associate status. Written resignation of the Associate shall be submitted to the Secretary or to the Executive Director (if any); such a resignation shall be effective on the date of receipt of the written resignation by the Secretary or by the Executive Director.

The resignation of an Associate does not relieve the Associate from any obligations the Associate may have to the Corporation as a result of obligations incurred or commitments made before the resignation.

Section 11.10. Suspension of Associate. If an Associate fails to make payment of the Associate's dues on or before the date the dues is due, the Associate's Associate status, and all privileges incident thereto, shall be suspended until all its delinquent dues are paid. The Secretary or the Executive Director (if any) shall give such an Associate not less than fifteen (15) calendar days prior written notice of the suspension and the reason for the suspension; the notice must be given by first class or certified mail or in person and sent to the last address of the Associate shown on the Corporation's records. The Associate shall be given the opportunity to be heard, orally or in writing, not less than five (5) calendar days, before the effective date of the suspension, by the Secretary, the Executive Director (if any), or such other person designated by the Board of Directors to decide that the proposed suspension should not take place.

Unless the Secretary, the Executive Director, or other person designated by the Board of Directors to decide that the proposed suspension should not take place determines the suspension should not take place, suspension of the Associate's Associate status shall be effective on the effective date stated in the written notice.

An Associate whose Associate status has been suspended may be liable to the Corporation for dues as a result of obligations incurred or commitments made before the suspension.

Section 11.11. Termination of Associate. An Associate's Associate status, and all privileges incident thereto, may be terminated by action of the Board of Directors for any of the following reasons:

- (a) In the event the Associate fails to make payment of its dues on or before the date the dues are due;
- (b) In the event the Associate ceases to meet the eligibility requirements for that Associate's category of Associate status; or,
- (c) In the event the Board determines the Associate falsified its application for Associate status in the Corporation.

The Secretary or the Executive Director (if any) shall give such an Associate not less than fifteen (15) calendar days prior written notice of the proposed termination of its Associate status and the reason for the proposed termination; the notice must be given by first class or certified mail or in person and sent to the last address of the Associate shown on the Corporation's records. The Associate shall be given the opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) calendar days, before the effective date of the proposed termination.

Termination of Associate status shall be effective on the date established by the Board of Directors but may not be earlier than five (5) days after the Associate's opportunity to be heard by the Board of Directors.

An Associate whose Associate status has been terminated may be liable to the Corporation for dues as a result of obligations incurred or commitments made before the termination.

## **ARTICLE XII - INSPECTION AND COPYING OF RECORDS BY MEMBERS**

Section 12.1. Records At Principal Office. A member of the Corporation is entitled to inspect and copy the records of the Corporation described in Section 10.5 of these Bylaws if the member gives the President, Secretary or the Executive Director (if any) written notice of the member's desire to inspect and copy at least five (5) business days before the date on which the member desires to inspect and copy.

The inspection and copying shall occur at the Corporation's principal office during normal business hours or at such other reasonable time and location specified by the Board of Directors.

Section 12.2. Other Records. Subject to Section 12.3, below, a member of the Corporation is entitled to inspect and copy the following records of the Corporation if the member gives the President, Secretary or the Executive Director (if any) written notice of the member's desire to inspect and copy at least five (5) business days before the date on which the member desires to inspect and copy.

- (a) Excerpts from records required to be maintained under Section 10.1 of these Bylaws, to the extent not subject to inspection under Section 12.1, above;
- (b) Accounting records of the Corporation;
- (c) Subject to Section 12.4 of these Bylaws, the membership list.

The inspection and copying shall occur at the Corporation's principal office during normal business hours or at such other reasonable time and location specified by the Board of Directors.

Section 12.3. Conditions Which Must Be Met. A member may inspect and copy such records only if the following conditions are met: (a) the member's request is made in good faith and for a proper purpose; (b) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and, (c) the records are directly connected to that purpose.

Section 12.4. Membership List. Without the consent of the Board of Directors, all or part of the membership list may not be obtained or used by a person for a purpose unrelated

to a member's interest as a member. Without the consent of the Board of Directors, all or part of the membership list may not be: (a) used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation; (b) used for commercial purposes; or, (c) sold or purchased by a person.

The Corporation may comply with a member's demand to inspect the membership list by providing the member with a list of the members that was compiled not earlier than the date of the member's request.

Section 12.5. Annual Financial Statements. The Corporation, upon written request from a member, shall furnish the member the Corporation's latest financial statements, that include a balance sheet as of the end of fiscal year and statement of operations for the year.

If the financial statements are reported upon by a certified public accountant, the accountant's report must accompany the statements. If the financial statements are not reported upon by a certified public accountant, the statements must be accompanied by the statement of the President or the person responsible for the Corporation's financial accounting records that does the following: (a) states that individual's belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describes the basis of preparation; and, (b) describes any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

Section 12.6. Costs of Copies. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member under this Article XII. The charge may not exceed the estimated cost of production or reproduction of the records.

### **ARTICLE XIII - LIABILITY OF OFFICERS AND DIRECTORS AND EMPLOYEES**

Section 13.1. Indemnification of Officers and Directors and Employees.

- (A) The Company shall indemnify its officers, directors and employees against liability incurred in any proceeding in which the officer, director or employee is made a party because of the status of the person with the Company if the person acted in good faith, reasonably believed that conduct in the person's official capacity was undertaken in the Company's best interests or that, in all other cases, the person's conduct was not opposed to the Company's best interests, and, in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct engaged in was unlawful.
- (B) The Company shall indemnify a person who was wholly successful in defense of any proceeding to which the person was a party against reasonable expenses, including legal fees, incurred by the person with respect to the proceeding.
- (C) A person who is or was a party to a proceeding may apply for enforcement of this indemnification provision to the court conducting the proceeding or to another court of competent jurisdiction.

(D) The Company shall pay for or reimburse the reasonable expenses incurred by a person who is a party to a proceeding in advance of the final disposition of the proceeding if the person furnishes the Company with a written affirmation of the person's good faith belief that the above-required standards of conduct have been met, if the person furnishes the Company with a written undertaking, executed personally or on the person's behalf, to repay the advance if it is later determined that the person did not, in fact, act in accordance with the above standards of conduct, and if a determination is made that the facts then known to those making the determination would not preclude indemnification.

(E) Any indemnification or advance of expenses to a person in accordance with this section, if arising out of a proceeding by or on behalf of the Company, shall be reported in writing to the board of directors with or before notice of the next board meeting.

#### **ARTICLE XIV - LOANS AND ADVANCEMENTS**

Section 14.1. Loans and Advancements. The Corporation shall not lend money to, or guarantee the obligation of, a Director or officer of the Corporation.

#### **ARTICLE XV - BONDING**

Section 15.1. Bond. The Treasurer and other officers and employees of the Corporation having control of, or access to, the funds of the Corporation may be, but are not required to be, bonded for the faithful performance of their respective duties in such amounts and with such surety as may from time to time be fixed and determined by the Board. The premium on such bond shall be paid by the Corporation.

#### **ARTICLE XVI - DISSOLUTION OF THE CORPORATION**

Section 16.1. Dissolution of the Corporation. Upon the dissolution of the Corporation, the Board of Directors and members shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to any other not-for-profit corporation or corporations organized for purposes substantially the same as those of this Corporation, as the Directors and members shall determine. Any assets not so disposed of shall, upon dissolution, escheat to the state of Indiana.

#### **ARTICLE XVII - FISCAL YEAR**

Section 17.1. Fiscal Year. The fiscal year of the Corporation shall be as established from time-to-time by the Board of Directors.

## **ARTICLE XVIII - RULES OF ORDER**

Section 18.1. Rules of Order. In all matters not covered by the laws of the state of Indiana, the Articles of Incorporation, these Bylaws, or any special rules of order the members may adopt, the proceedings of the Corporation shall be governed by the current edition of Robert's Rules of Order, Newly Revised.

## **ARTICLE XIX - SEAL**

Section 19.1. Seal. The Corporate Seal shall be circular in form and shall have inscribed thereon the name of the Corporation and in the inner circle the word "Seal".

## **ARTICLE XX - EMERGENCY BYLAWS**

Section 20.1. Emergency Bylaws. The Board of Directors of the Corporation may adopt bylaws to be effective only in an emergency as defined in Section 20.2, below. The emergency bylaws may make all provisions necessary for managing the Corporation during an emergency, including the following: (a) procedures for calling a meeting of the Board of Directors; (b) quorum requirements for the meeting; and, (c) designating additional or substitute directors.

Provisions of these regular Bylaws consistent with emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Section 20.2. Definition of "Emergency". An emergency exists for purposes of this Article XII if an extraordinary event prevents a quorum of the Board of Directors from assembling in time to deal with the business for which the meeting has been or is to be called.

## **ARTICLE XXI - AMENDMENTS**

Section 21.1. Amendments. These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the voting members present, in person or by proxy, at any regular or special meeting of the members or by a majority vote of the voting members by mail or electronically submitted ballot vote; provided, however, the text of the proposed amendment, repeal or alteration must be forwarded to the members entitled to vote thereon at least ten (10) calendar days prior to the meeting or the date

by

which the mail or electronically submitted ballots must be returned. If voted on at a meeting

of members, the proposed amendment shall be subject to amendment from the floor; provided, however, any such amendment from the floor must relate to the same subject matter as the originally proposed amendment.