THE ASSOCIATION OF UNIVERSITY PROGRAMS IN HEALTH ADMINISTRATION

BY-LAWS

As Revised and Adopted: May 4, 2026

ARTICLE I -NAME

The name of this organization shall be the Association of University Programs in Health Administration, hereafter referred to as the "Association."

ARTICLE II - NON-PROFIT PURPOSE AND OBJECTIVES

The Association is a not-for-profit 501(c) (3) association of university-based educational programs, faculty, leading executives, and provider organizations, whose interest is the development and continuous improvement of health management education.

The non-profit purposes and objectives of the Association are: 1) to encourage cooperation and the free exchange of ideas and information among educators in the field of health management and policy; 2) to serve as the unified voice of the health management and policy education field; 3) to assist in defining the discipline and its objectives to the benefit of the health and welfare of society; and 4) to engage in such other lawful activities as are necessary and appropriate to the accomplishment of the objectives and purposes for which the Association is formed and generally exercise all of its powers as are now or may hereafter be conferred by law upon non-profit corporations under the laws of the State of Illinois.

In carrying out its mission, the Association's activities include, but are not limited to:

1. Promoting graduate and undergraduate curriculum reforms and faculty development which respond to the changing needs of the health services delivery system so as to improve the health of communities.

2. Promoting the application of research findings to the educational setting and to the field of practice.

3. Being a leader in transferring pedagogical techniques and technology to health management education.

4. Providing student scholarships, fellowships, and other support which strengthens a diverse workforce.

5. Providing faculty with career enhancement activities and the skill required for effective teaching and continuing education efforts.

6. Supporting quality enhancement and public accountability of graduate and undergraduate health management education.

ARTICLE III - ORGANIZATION

The Association is a not for profit 501(c)(3) corporation organized and operated under the General Not for Profit Corporation Act of the State of Illinois.

No part of the income of this corporation shall be distributable to its members, directors, or officers except as permitted by the Act. Nor shall any member, director or officer of this corporation have any right, title, or interest in or to any property, income or funds of any kind owned by this corporation or received by this corporation or used by it in any connection with the performance of its non-profit functions. No part of the net earnings of this corporation shall inure to the benefit of any private member.

ARTICLE IV - OFFICES

The Association shall have and continuously maintain an office and a registered agent in Illinois whose office is identical with such registered office. The corporation's business office may be maintained within or without the State of Illinois as the Board of Directors may determine from time to time.

ARTICLE V -NON-DISCRIMINATION AND EQUAL OPPORTIJNITY

The Association shall not practice or condone discrimination, in any form, on the basis of race, color, national origin, religion, gender, age or disability.

ARTICLE VI-MEMBERSHIP AND AFFILIATION

Section 1. General: The Association is a membership organization and shall have such categories of membership, criteria for membership, membership rights and privileges and grounds for termination of membership as shall be determined from time to time by a majority vote of the Board of Directors.

Section 2. Categories of Membership: The Association shall have the following categories of membership: a) Full Program Membership; b) Associate Program Membership; c) Affiliate Membership; d) Developing Program Membership; e) International Program Membership.

Section 3. Full Program Membership - Full Program membership in the Association is available to qualifying: a) Masters degree programs - AUPHA recognizes all program and school/college level (not university or institutional level) specialized accreditors recognized by the U.S. Department of Education (ED) or recognized by the Council for Higher Education Accreditation (CHEA), or with ISO international certification. Any AUPHA graduate program member explicitly included in the self-study and formal findings of recognized specialized accreditors is eligible for AUPHA Full Graduate Membership and all benefits that accrue with full membership., and b) Bachelor degree programs that are certified by the Association of University Programs in Health Administration (Full Undergraduate Members).

a) *Admission:* Programs may be admitted to Full Program Membership upon submission of a signed and completed application, payment of the applicable dues for such membership, and an affirmative vote of a majority of the Association's Board of Directors.
b) *Termination of Full Program Membership:* Full Program Membership may be terminated under the following conditions upon a majority vote of the Association's Board of Directors - 1) If the Program ceases to meet the Association established criteria for membership, or 2) If the Program is delinquent in the payment of dues or fees invoiced by the Association for a period of three (3) months following the due date for payment, or 3) If the Program requests in writing that its membership in the Association be

terminated, or 4) If the Program engages in conduct or activities contrary to the objectives, best interests, or tax-exempt purposes of the Association.

c) *Rights and Privileges of Full Program Membership.* Full Program membership benefits are extended to include faculty membership for the Full Program Director and all registered Full Program faculty and staff. Each Full Program Member shall be authorized to cast one (1) vote on any matter properly placed before the Association's voting membership. Only Full Program Members shall be eligible to serve as officers of the Association. Other benefits and services made available to Full Program Members shall be established from time to time by the Association's Board of Directors.

Section 4. Associate Program Membership - Associate Program Membership in the Association is available to any academic unit providing a degree at the bachelors, masters, or doctoral level in healthcare management in a regionally accredited university. Any program, university campus or academic unit in the United States or abroad may qualify for Associate Program Membership.

a) *Admission:* Programs may be admitted to Associate Program Membership on the submission of a signed and completed application, accompanied by payment of the applicable dues for such membership.

b) *Termination of Associate Membership:* Associate Membership in the Association may be terminated under the following conditions upon a majority vote of the Association's Board of Directors - 1) If the Program ceases to meet the established Association criteria for membership, or 2) If the Program is delinquent in the payment of dues and fees invoiced by the Association for a period of three (3) months following the due date for payment, or 3) If the Program requests in writing that its membership be terminated, or 4) If the Program engages in conduct or activities contrary to the objectives, best interests or tax-exempt purposes of the Association.

c) *Rights and Privileges of Associate Program Membership.* Associate Program membership benefits are extended to include faculty membership for the Associate Program Director and all registered Associate Program faculty and staff. Associate Program Members are not entitled to vote on matters placed before the Association's membership. Associate Program Members are eligible to serve on the Association's Board of Directors pursuant to Article IX of these Bylaws, but shall not be eligible to serve as officers of the Association. Other benefits and services made available to Associate Program Members shall be established from time to time by the Association's Board of Directors.

Section 5. Affiliate Membership -Affiliate Membership is available to non-academic entities or academic programs that do not grant a full degree in healthcare management and any academic unit that provides a degree at the associate-level degree in healthcare management at an accredited two-year or four-year institution.

a) *Admission:* Qualified programs or organizations may be admitted as an Affiliate Member upon submission of a signed and completed application, accompanied by payment of the applicable dues for such membership.

b) *Termination of Affiliate Membership:* Affiliate Membership in the Association may be terminated by a vote of a majority of the Board of Directors of the Association under the following conditions: 1) If the Affiliate Member ceases to meet the established Association criteria for membership, or 2) If the Affiliate Member is delinquent in the payment of dues and fees invoiced by the Association for a period of three (3) months following the due date for payment, or 3) If the Affiliate Member requests in writing that its membership be terminated, or 4) If the Affiliate Member

engages in conduct or activities contrary to the objectives, best interests or tax - exempt purposes of the Association.

c) *Rights and Privileges of Affiliate Membership.* Affiliate membership benefits are extended to include faculty membership for the Affiliate Director and all registered Affiliate Program faculty and staff. Affiliate Members are not entitled to vote on matters placed before the Association's membership. Affiliate Members are eligible to serve on the Association's Board of Directors pursuant to Article IX of these Bylaws, but shall not be eligible to serve as officers of the Association. Other benefits and services made available to Affiliate Members shall be established from time to time by the Association's Board of Directors.

Section 6. Developing Program Membership - Developing Program Membership is available to any academic unit in the US or abroad developing a degree in healthcare management education in a regionally accredited university. The program must be in the building phase and not enrolling students.

a) *Admission:* Programs may be admitted to Developing Program Membership on the submission of a signed and completed application, accompanied by payment of the applicable dues for such membership.

b) *Termination of Developing Program Membership:* Developing Program Membership in the Association may be terminated under the following conditions upon a majority vote of the Association's Board of Directors - 1) If the Program ceases to meet the established Association criteria for membership, or 2) If the Program is delinquent in the payment of dues and fees invoiced by the Association for a period of three (3) months following the due date for payment, or 3) If the Program requests in writing that its membership be terminated, 4) If the Program engages in conduct or activities contrary to the objectives, best interests or tax-exempt purposes of the Association, or 5) If within three (3) years, the program starts enrolling members and the program does not join as a Full or Associate program member, or 6) At the end of three years, the program does not start enrolling students.

c) *Rights and Privileges of Developing Program Membership.* Developing Program membership benefits are extended to include faculty membership for the Developing Program Director and up to four (4) additional Developing Program faculty and staff. Developing Program Members are not entitled to vote on matters placed before the Association's membership. Developing Program Members are not eligible to serve on the Association's Board of Directors pursuant to Article IX of these Bylaws, and shall not be eligible to serve as officers of the Association. Other benefits and services made available to Developing Program Members shall be established from time to time by the Association's Board of Directors.

Section 7. International Program Membership -An International Program may be eligible for Associate Program Membership in the Association. Programs with limited resources, or which desire a lesser level of services, may opt to join as International Program Members.

a) Admission Programs may be admitted to International Program Membership upon the submission of a signed and completed application, accompanied by the applicable dues payment for such membership.

b) *Termination of International Program Membership:* International Program Membership in the Association may be terminated under the following conditions upon a majority vote of the Association's Board of Directors: 1) If the International Program Member is delinquent in the payment of dues and fees invoiced by the Association for a period of three (3) months following the due date for payment, or

2) If the International Program Member requests in writing that its membership be terminated, or 3) If the International Program Member engages in conduct or activities contrary to the objectives, best interests or tax-exempt purposes of the Association.

c) *Rights and Privileges of International Program Membership.* International Program membership benefits are extended to include faculty membership for the

International Program Director and all registered International Program faculty and staff. International Program Members are not entitled to vote on matters placed before the Association's membership. International Program Members are eligible to serve on the Association's Board of Directors pursuant to Article IX of these Bylaws, but shall not be eligible to serve as officers of the Association. Other benefits and services made available to International Program Members shall be established from time to time by the Association's Board of Directors.

Section 8. Reinstatement - In the event that a member of the Association is removed from membership upon recommendation of the Association's Board of Directors or upon the member's own request, and submits documented evidence to the Board of Directors that it has met the requirements for eligibility for membership and wishes to have its membership reinstated, upon the member's application for reinstatement, the Board of Directors will undertake consideration and a vote on such member's application for reinstatement.

Section 9. Termination of Membership - An Association member terminated for failure to continue to meet established Association membership criteria or for conduct or activities contrary to the objectives, best interests or tax-exempt purposes of the Association shall be notified in writing of the reasons for termination of membership and be provide with an opportunity to address the Board of Directors in person or in writing with respect to the charges. A majority vote of the Directors present and voting at a regular or special meeting of the Board, where a quorum is present, shall be necessary to expel or terminate membership of Full and Associate Member Programs.

Section 10. Membership Voting -Membership of the Association, acting at the Annual Business or a Special Meeting or by vote conducted by mail, facsimile, or electronic ballot directed to the voting membership, each Full Program member shall be entitled to cast a single vote on the following matters: 1) approval of the Association's Bylaws or any alterations, revisions or amendments thereto; 2) election of the Board of Directors; and 3) the election of the Association officers subject to election by the membership.

ARTICLE VII - DUES

Membership dues shall be at such rates as are established from time to time by the Board of Directors. An affirmative vote of a majority of the Board of Directors is necessary to effect a change in the dues structure. Any member who resigns or is terminated from membership for any reason shall remain liable for balances due at the time of the resignation or termination of membership.

ARTICLE VIII - BUSINESS MEETINGS

Section 1. Annual Business Meeting: The Association shall hold an Annual Business Meeting at such time and place as shall be determined by the Board of Directors.

Section 2. Notice: Written notice setting forth the date, time and location of the Annual Business Meeting shall be provided to members not less than thirty (30) days prior to the scheduled meeting or close of voting by mail (U.S. Postal Service), facsimile or electronic means.

Section 3. Special Meetings: A Special Meeting of the Association may be called: 1) by the Chair,

or 2) upon written request signed by a majority of the members of the Board of Directors, or 3) upon written request of a majority of the Full Program members of the Association. Upon receipt of such written request of the Board or Full Program members of the Association or the Chair, the Secretary shall be responsible for providing written notice of such Special Meeting. Written notice of a Special Meeting, setting forth the date, time and location of the meeting, shall be signed by the Chair or the President/CEO and sent by mail (U.S. Postal Service), facsimile or by electronic means not less than ten (10) days prior to the time and date designated for such meeting.

Section 4. Attendees: Attendance at the Annual Business Meeting and Special Meetings shall be open to all members and such others as are approved by the Chair.

Section 5. Voting: Full Program members entitled to vote on matters submitted to membership may vote in person at the Annual Business Meeting or at a Special Meeting called pursuant to these Bylaws, or by written ballot sent by mail (U.S. Postal Service), facsimile, or electronic means. Each Full Program member will be entitled to cast one (1) vote, which may be cast in person or by written proxy.

Section 6. Quorum: A quorum for a meeting of the Association membership shall be a simple majority of the Full Program members entitled to vote present in person or by proxy. Full Program members who vote by mail (US Postal Service), facsimile or by electronic mail, or by such other means as may be authorized from time to time by the Illinois General Not for Profit Corporation Act, shall be deemed present in person for quorum purposes at any meeting of membership to which the particular vote pertains.

Section 7. Rules of Order: In procedural matters not governed specifically by these Bylaws, Roberts Rules of Order shall prevail. A Parliamentarian, nominated by the Chair and approved by the Board, shall rule on questions of order when necessary.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Authority: The governing body of the Association shall be the Board of Directors. The Board shall have authority over the business and affairs of the Association and is responsible for establishing policy and for the supervision, control, and direction of the Association.

Section 2. Powers: The Board of Directors is responsible for: 1) establishing and implementing Association policy and determining membership criteria, qualifications, rights and privileges, and the grounds and procedures for termination of membership in the Association; 2) establishment of the Association's dues structure and rates; 3) adopting rules and regulations for the conduct of the business of the Association as shall be deemed advisable; 4) prosecuting the non-profit goals and objectives of the Association; and 5) exercising discretion in the disbursement of Association funds and appointing of such agents as it deems necessary.

Section 3. Number of Members and Officers: The Board of Directors shall consist of not less than ten (10) nor more than seventeen (17) Directors, and shall include the Chair, the Chair-Elect, the Treasurer, the Secretary, the Immediate Past-Chair, the President/CEO and a minimum of four (4) Members-At-Large.

Section 4. Terms: Members-At-Large shall serve staggered three (3) year terms. A Member-At-Large may not serve more than two (2) consecutive three-year terms. Directors who are elected as Chair-Elect at any time in their second term, may continue to serve as Chair-Elect, Chair, and

Immediate Past-Chair regardless of the number of years left in that second term. Newly elected Directors shall take office at the close of the Annual Business Meeting.

Section 5. Representation:

The following classes of membership shall be entitled to representation on the Association's Board of Directors and the right to vote on matters placed before the Board for action:

- Full Program Membership shall be eligible to hold no less than eleven (11) seats on the Board of Directors
- Associate Program Membership shall be eligible to hold no more than one (1) seat on the Board of Directors.
- Affiliate Membership shall be eligible to hold no more than three (3) seats on the Board of Directors.
- International Program Membership shall be eligible to hold no more than one (1) seat on the Board of Directors.
- President and CEO of AUPHA shall be eligible to hold one (1) seat on the Board of Directors.

Section 6. Quorum: The presence of a simple majority of the whole Board of Directors shall constitute a quorum for purposes of transacting Board and Association business. Any less number may adjourn from time to time until a quorum is present.

Section 7. Voting: When a quorum is present, a majority vote of the Directors present is necessary to take action except where some other number is required by law or by these Bylaws. Proxy voting is not permitted. The Board may vote by written, voice or electronic ballot.

Section 8. Means of Meeting: Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a telephone or video conference allowing that all persons participating in the meeting can hear each other at the same time, and pa1iicipation in a meeting pursuant to this Bylaw shall constitute being present at such meeting.

Section 9. Rules of Order: In procedural matters not governed specifically by these Bylaws, Robert's Rules of Order shall prevail. A Parliamentarian, nominated by the Chair and approved by the Board, shall rule on questions of order when necessary.

Section 10. Special Meetings: The Chair may call special meetings of the Board of Directors upon ten (10) days written notice of such meetings. The Chair, at the request in writing of three (3) members of the Board of Directors, shall call special meetings of the Board of Directors and not less than ten (10) days notice shall be required for such special meeting.

Section 11. Removal of Directors: A member of the Board of Directors may be removed by two-thirds vote of the Board where such removal is deemed in the best interests of the Association, with the Director proposed to be removed not voting. Such Director shall be provided with not less than thirty (30) days advance written notice of the proposed removal, including the grounds for the same, an opportunity to respond to the proposed removal in writing or in person before the Board. The Board shall issue its written decision within ten business (10) days of its having met or conferred

to consider and decide the matter and final written notice of the Board's decision within ten (10) days.

Section 12. Vacancies: Any vacancy occurring on the Board of Directors shall be filled by appointment of the Chair with the concurrence of a majority of the Board of Directors. A Director so appointed to fill a vacancy shall serve only until the next Annual Business Meeting. Should both the office of Chair and Chair-Elect become vacant for any reason, the remaining members of the Board of Directors shall elect individuals from the membership of the Board to serve as Chair and Chair-Elect until officers are elected in the prescribed manner by the membership at the next regularly called Annual Business Meeting. The Immediate Past-Chair shall be the individual who has served as Chair immediately prior to the election of the new Chair at the Annual Business Meeting.

ARTICLE X - EXECUTIVE COMMITTEE

Section 1. Composition: There shall be an Executive Committee of the Board of Directors comprised of the Chair, Chair-Elect, Immediate Past-Chair, Secretary, the Treasurer, and the President/CEO.

Section 2. Powers: The Executive Committee is empowered to act for the Board of Directors pursuant to the delegation of authority to such Committee by the Board and to conduct the business of the Association between regular meetings of the Board.

Section 3. Executive Committee as Compensation Committee: The Executive Committee shall act as Compensation Committee for the purpose of establishing compensation of the President/CEO and such other executive officers as may from time to time be appointed. When the Committee is convened for this purpose, the Committee may elect to go into executive session and the President/CEO of the Association shall have no vote.

Section 4. Meetings: The Chair shall call such meetings of the Executive Committee as the business of the Association may require. A meeting of the Executive Committee shall be called at any time at the request of two (2) members of the Executive Committee directed in writing to the Secretary. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE XI-OFFICERS

Officers of the Association shall consist of the Chair, Chair-Elect, Immediate Past-Chair, Secretary, Treasurer, and President/CEO:

Section 1. Chair: The Chair shall be elected to a one-year term by the membership of the Association at the Annual Business Meeting and may serve for up to two consecutive one-year terms. The Chair shall be the chief elected officer of the Association and shall be responsible for presiding over all meetings of the Board of Directors, Executive Committee and membership and serving as liaison from the Board to the President/CEO.

Section 2. Chair-Elect: The Chair-Elect shall be elected by the membership at the Annual Business Meeting. The Chair-Elect shall act as Chair in the event of the absence or disability of the Chair or vacancy in the office of the Chair. The Chair-Elect shall perform such duties as may be prescribed by the Chair. A Chair-Elect who succeeds to the office of Chair by reason of vacancy in the office of Chair shall be eligible to serve two terms in his/her own right.

Section 3. Immediate Past-Chair: The Immediate Past-Chair shall be the individual who has served as Chair immediately prior to the election of the new Chair at the Annual Business Meeting.

Section 4. Secretary: The Secretary shall be elected by the membership at the Annual Business Meeting. The Secretary shall have the authority to certify the Bylaws, resolutions of the members and Board of Directors and committees thereof, and other documents of the corporation as true and correct copies thereof.

Section 5. Treasurer: The Treasurer shall be the Chair of the Finance Committee of the Association, appointed by the Board of Directors.

Section 6. President/CEO: The Board of Directors is authorized to select a President/CEO who, as Chief Executive Officer of the Association, will carry out its policies and administer its day-to-day business and affairs. The President/CEO shall be an *ex-officio* member of all committees without vote, except that he/she shall not serve as a member of the Audit Committee. Except as otherwise provided herein, the President/CEO shall serve as a voting member of the Board of Directors and Executive Committee. The President/CEO shall have such other duties and responsibilities as may be assigned by the Board of Directors.

Section 7. Vacancies: In case of the death, resignation, or inability of any officer to serve, a successor may be appointed for the balance of the un-expired term by the Board of Directors except in the case of the Chair, in which case the successor shall be the Chair-Elect. In the case of the Immediate Past-Chair, a successor must be appointed from the pool of past chairs still actively involved in AUPHA.

ARTICLE XII-NOMINATIONS AND ELECTIONS

Section 1. Leadership Development Committee. The Leadership Development Committee shall be a standing committee of a minimum of eight (8) individuals who are members in good standing of the Association, the chair of which shall be a member of the Board. The Committee shall include at least one (1) additional board member and one (1) member of each membership category that is entitled to vote. Members of the committee shall serve three-year terms. The majority of the Leadership Development Committee shall not be members of the Board. The committee membership shall be proposed by the Committee Chair and approved by the Board of Directors.

Section 2. Role and Responsibilities of Leadership Development Committee: The Committee shall be responsible for all aspects of leadership development, including proposing a slate for the Board Officers, Board Members, and all standing and ad hoc committees of the Association. Members of the Leadership Development Committee shall be eligible for election to serve as Officers or Board Members-At-Large. Members of the Leadership Development Committee who may be nominated for a seat on the Board shall recuse themselves from discussion of the Boa rd slate.

Section 3. Election and Appointment: The membership of the Association entitled to vote shall vote on the slate for Board Officers and Members-At-Large. The Board shall vote on the slates for all standing committees.

Section 4. Notice: The Committee shall present a slate of candidates to stand for election as Officers and Members-At-Large of the Board to the President/CEO or his or her designate, who shall submit the names to the voting membership in writing not less than thirty (30) days prior to the

Annual Business Meeting.

Section 5. Additional Nominations: In the event that a nominee fails to receive the affirmative vote of a majority of those members present and eligible to vote, a quorum having been established, a substitute nomination may be made from the floor and a vote taken.

Section 6. Election: Officers and Members-At-Large shall be elected by a simple majority of the members eligible to vote and present.

Section 7. Form of Vote: Vote shall be by written ballot which shall include mail (US Postal Service), facsimile, or by electronic means. Each Full Member Program will have one vote, which may be cast in person or by proxy.

ARTICLE XIII - FINANCE COMMITTEE

The Finance Committee shall be a standing committee of at least three (3) members, the chair of which shall be the Treasurer of the Association and an elected member of the Board of Directors. The Finance Committee shall have such responsibilities as the Board may assign.

ARTICLE XIV - AUDIT COMMITTEE

The Audit Committee shall be a standing committee of at least three (3) members, none of whom may serve concurrently on the Finance Committee. The Committee is responsible for (1) recommending the selection of external auditors to the Board, (2) receiving, reviewing, and forwarding to the Board the annual financial report of the external auditors, with assessment as applicable, and (3) such other matters as may warrant its attention. Specifically, the President shall not be a member of the Audit Committee.

ARTICLE XV -DISSOLUTION

The Association may be dissolved upon two-thirds (2/3) vote of the membership entitled to vote. Upon the dissolution of the Association, the Board of Directors, after paying or making provision for the payment of all liabilities of the Association, shall dispose of all assets of the Association to such organization(s) as the Board shall in its reasonable discretion select, which qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose. No part of such net assets shall in any way inure to the benefit of any individual member or person.

ARTICLE XVI-INDEMNIFICATION

To the extent permitted by law, the Association shall indemnify all individuals serving or those who have served as officers, directors, committee members, volunteers or employees of the Association against any and all liabilities (including reasonable attorneys' fees) arising out of or relating to such individuals' activities as officers, directors, committee members, volunteers or employees subject to any limitation of the laws of the State of Illinois limiting the right of the Association as an Illinois Not-For-Profit corporation to indemnify officers, directors, committee members, volunteers or employees. Expenses incurred in defending an action, suit or proceeding may be paid by the Association upon receipt of an agreement by the officer, director, committee members, volunteer, or employee to repay such amount if it is ultimately determined that the individual is not entitled to be

indemnified by the Association under this Article. In addition, the Association may purchase and maintain insurance policies insuring such individuals against any and all liability resulting from said individuals' activities as an officer, director, committee member, volunteer, or employee regardless of whether or not the Association would be empowered to so indemnify without purchasing said insurance.

ARTICLE XVII - AMENDMENTS

Amendments to the Association's Bylaws shall be proposed by a majority of the Board of Directors acting on its own initiative, or upon petition of a majority of the members of the Association in good standing and entitled to vote, addressed to the Secretary. The Association's Bylaws shall be altered, revised, or amended by a two-thirds (2/3) vote of the members eligible to vote present in person or by proxy, at any Annual Business Meeting or Special Meeting of the Association provided that written notice of the proposed alteration, revision or amendment shall be given to the voting membership not less than thirty (30) days prior to the meeting at which the vote is scheduled. Bylaw amendments may also be adopted by written ballot sent by mail (U.S. Postal Service), facsimile or by electronic means to the voting membership and returnable within thirty (30) days. Approval of Bylaw amendments submitted by written ballot (mail, facsimile, or electronic means) sent to voting members of the Association shall require a two thirds (2/3) vote of the member ballots received.

Attested as Currently Enacted:

Name: CARLA JACKIE SIMPSON

Title: Chair, ALPHA Board of Directors.

Date: Nov. 2, 2026