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**BYLAWS
OF
ALLIANCE FOR ACADEMIC INTERNAL MEDICINE, INC.**

(A Delaware non-stock, not-for-profit corporation)

ARTICLE I: NAME AND OFFICES

Section 1: Name

The name of the corporation is Alliance for Academic Internal Medicine, Inc. (hereinafter referred to as the “Alliance”).

Section 2: Offices; Registered Agent

The principal office of the Alliance shall be located in the Commonwealth of Virginia or at such other place as the Alliance Board of Directors (collectively the “Board of Directors” and individually a “Director”) shall from time to time designate. A copy of the Certificate of Incorporation, Bylaws, all books, records, minutes, and related documents of the Alliance shall be kept at the principal office at all times. The Alliance shall have and maintain within the State of Delaware and within any jurisdiction in which it is doing business a registered agent whose business address is identical with the registered office of the Alliance in that jurisdiction. The Board of Directors may from time to time, as they see fit, change the Alliance’s registered agent in any jurisdiction.

Section 3: Duration

The Alliance shall have perpetual existence.

ARTICLE II: PURPOSE, MISSION, AND VISION

Section 1: Purpose

The Alliance is committed to uniting, preserving, and promoting academic internal medicine; ensuring that academic internal medicine maintains its excellence in educating the next generation of physicians; conducting groundbreaking health research; providing high-quality care to patients; and developing faculty and staff leaders in departments of internal medicine.

Notwithstanding the foregoing, the Alliance is organized as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and shall be operated consistent with the requirements described in Code section 501(c)(3).

Section 2: Mission

AAIM fosters the advancement of learning, discovery, and caring by enhancing the professional growth of academic internal medicine faculty, administrators, and

47 physicians-in-training.
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49 **Section 3: Vision**
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51 Academic internal medicine, as the home of medical education and research, is the
52 generator of innovation for health care, now and for the future.
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54 **ARTICLE III: AFFILIATION WITH, INTEGRATION INTO, AND
55 WITHDRAWAL FROM THE ALLIANCE**
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57 **Section 1: Founding Members**
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59 The Founding Members of the Alliance were the following entities:
60

- 61 • Association of Professors of Medicine (APM);
62 • Association of Program Directors in Internal Medicine (APDIM);
63 • Association of Subspecialty Professors D/B/A Association of Specialty Professors
64 (ASP);
65 • Clerkship Directors in Internal Medicine (CDIM); and
66 • Administrators of Internal Medicine (AIM).
67

68 **Section 2: Establishment of Founding Member Councils to Represent the Interests
69 of Founding Members Subsequent to Merger into the Alliance**
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71 As of July 1, 2013, each of the Founding Members integrated into the Alliance. The interests
72 of each Founding Member are now represented by a Founding Member council (“Founding
73 Member Council”). Founding Member Councils’ rights and responsibilities are pursuant to
74 each Founding Member’s merger agreement with the Alliance. For purposes of clarity,
75 where these Bylaws refer to a Founding Member Council with respect to an action taken
76 prior to the merger of the Founding Member or with respect to an officer of the Founding
77 Member Council, such action or officer shall be deemed to have been pursuant to the
78 Founding Member Council even if effected under the Founding Member at the relevant
79 time.
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81 **Section 3: Associate Members**
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- 83 (a) Application to affiliate with the Alliance as an Associate Member shall be open to any
84 academically focused organizations that are committed to the future of academic
85 internal medicine, rather than particular specialties within internal medicine.
86
- 87 (b) Any entity desiring affiliation pursuant to Article III, Section 3(a) shall only be a
88 Provisional Associate Member after approval of the application by a unanimous
89 vote of the Board of Directors. Entities will be a Provisional Associate Member for a
90 term of one-year. During the one year as a Provisional Associate Member, no voting
91 or Alliance membership rights of any kind will be granted.
92
- (c) After one year, a Provisional Associate Member shall be eligible to merge into the
Alliance by a second unanimous vote of the Board of Directors and therein become an

Associate Member (in contrast to a Founding Member). Merger into the Alliance requires transfer of all assets of the merging Associate Member to the Alliance as defined in the joint merger agreement. A merged Associate Member shall always be considered as such and may never be considered a merged Founding Member.

- (d) An Associate Member will have no voting or Board of Directors representation rights of any kind.
 - (e) Post-merger, an Associate Member Council will be convened to represent the interests of the former Provisional Associate Member.
 - (f) An Associate Member not unanimously approved for merger after one year may request an additional year as a Provisional Associate Member, or is subject to termination, at the discretion of the Board of Directors. The Board of Directors may grant indefinite Provisional Associate Member status at its discretion, on a case-by-case basis.

Section 4: Societal Affiliates

- (a) The Alliance from time-to-time may invite internal medicine subspecialty societies to participate as societal affiliates (“Societal Affiliates”). A Societal Affiliate may choose to partner with a Founding or Associate Member Council on a specific project, program, or activity with the approval of the Board of Directors.
 - (b) A Societal Affiliate is not an Associate Member nor a Provisional Associated Member, and will not be granted rights or privileges as such.
 - (c) A Societal Affiliate will have no voting or Board of Directors representation rights of any kind.

Section 5: Termination of Affiliation With the Alliance

- (a) A Founding Member may request termination of affiliation with the Alliance pursuant to its notification obligation as outlined in the Alliance and Founding Member's joint merger agreement. Termination of such membership shall be put into effect as of the first day of the month following the 90th day on which the vote to terminate the membership occurs. A terminating Founding Member shall continue to have all responsibilities applicable to its Founding Member Council immediately prior to its termination, as applicable, through the date of its termination.
 - (b) An Associate Member, acting through its post-merger representative(s), may request termination of membership pursuant to its notification obligation as outlined in the Alliance and Associated Organization's merger agreement. The Alliance may terminate and unwind the merger of an Associate Member with or without reason, by a unanimous vote of the Board of Directors. Written notice of such termination shall be provided to the terminated Associate Member's post-merger representative(s). A

139 terminated Associate Member shall continue to have all responsibilities applicable to
140 its Associate Member Council immediately prior to its termination, as applicable,
141 through the date of its termination.
142

- 143 (c) A Societal Affiliate may request termination of membership by filing a written
144 request with the Secretary. The terminating Societal Affiliate's notice will take effect
145 immediately following the receipt of the request filed with the Secretary. The
146 Secretary shall provide an annual report to the Board of Directors on all requests for
147 termination of membership.
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149 **Section 6: Dues for Associated Organizations and Societal Affiliates**
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151 The Board of Directors may set dues and/or fees for each organizational and/or affiliate
152 category.
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154 **ARTICLE IV: MEMBERSHIP**
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156 **Section 1: Membership Requirements**
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- 158 (a) Each Council (whether a Founding Member Council or an Associate Member
159 Council) may offer membership to a department of internal medicine provided it
160 meets the criteria as defined for a qualifying institution. In the event a department of
161 internal medicine does not enroll or there is not a department of internal medicine at a
162 qualifying institution, an individual may apply for membership provided his or her
163 work responsibilities fit within the scope of the activities of the Alliance, as
164 determined by the Board of Directors in its sole discretion.
165
- 166 (b) The Board of Directors authorizes each Council to use its guiding principles
167 ("Guiding Principles") to define the eligibility criteria for an individual to join, be
168 considered in good standing, or be considered for termination in said Council's
169 constituency. Notwithstanding the foregoing, each Council, to the extent required by
170 the Board of Directors, shall coordinate with the other Councils to ensure that there is:
171 (1) consistency among the Alliance's membership requirements as established and
172 applied by each of the Councils and (2) the number of individuals approved for the
173 individual membership category is kept to a minimum.
174

175 **Section 2: Termination of Membership**
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- 177 (a) Each Council (whether a Founding Member Council or an Associate Member
178 Council) may through its Guiding Principles, define criteria for an individual,
179 representing a department of internal medicine or themselves, to request termination
180 of membership provided such criteria requires filing a written request with the
181 Secretary. The terminating member's notice will take effect immediately following
182 the receipt of the request filed with the Secretary. The Secretary shall provide an
183 annual report to the Board of Directors on all requests for termination of membership.
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- (b) Each Council (whether a Founding Member Council or an Associate Member Council) may through its Guiding Principles, establish procedures and requirements for mandatory termination of membership.

Section 3: Dues for Members

The Board of Directors may set dues and/or membership fees for each membership category.

ARTICLE V: BOARD OF DIRECTORS, OFFICERS, AND OFFICIALS

Section 1: General Powers

The business, affairs, and full fiduciary responsibility of the Alliance shall be managed by the Board of Directors, which shall have all voting and management powers with respect to the Alliance.

Section 2: Composition of the Board of Directors

The Board of Directors shall consist of the President, President-elect, Immediate Past President and Treasurer (“Officers”), up to 9 directors at large (the “Directors-at-Large”), and a non-voting Secretary. The Alliance Chief Executive Officer serves as the non-voting Secretary. There shall be up to thirteen (13) voting members and one (1) non-voting member. All members of the Board of Directors are voting members except for the Secretary. Members of the Board of Directors shall be elected in accordance with Article VI.

Section 3: President, President-Elect, and Immediate Past President

- (a) The President shall be primarily responsible for implementing the policies and procedures established by the Board of Directors and may be granted any other powers or delegated other duties as prescribed from time to time by the Board of Directors. In the absence of the President, the President-Elect will preside. The term of the President is one year, except in specific cases approved by the Board of Directors. The President is supervised by and reports to the Board of Directors.
- (b) The President-Elect shall be primarily responsible for assisting the President to implement the policies and procedures established by the Board of Directors and may be granted any other powers or delegated other duties as prescribed from time to time by the Board of Directors. In the absence of the President-Elect, the Board of Directors will designate an individual to serve as the President-Elect. Such individual shall be a member of the Board of Directors. The term of the President-Elect is one year, except in specific cases approved by the Board of Directors. The President-Elect is supervised by and reports to the Board of Directors.
- (c) The Immediate Past President shall be primarily responsible for assisting the President to implement the policies and procedures established by the Board of Directors and may be granted any other powers or delegated other duties as prescribed from time to time by the Board of Directors. In the absence of the Immediate Past

232 President, the Board of Directors will designate an individual to serve as the
233 Immediate Past President. Such individual shall be a member of the Board of
234 Directors. The term of the Immediate Past President is one year, except in specific
235 cases approved by the Board of Directors. The Immediate Past President is supervised
236 by and reports to the Board of Directors.
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238 **Section 4: Treasurer**
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240 The Treasurer shall serve as Chair of the Finance Committee, among other responsibilities as
241 assigned by the Board of Directors. The Treasurer is supervised by and reports to the Board
242 of Directors. The term of the Treasurer shall be two years with an option to be elected to a
243 second, consecutive two-year term.
244

245 **Section 5: Vacancies**
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247 A Director elected to fill a vacancy shall be elected for the unexpired term of his or her
248 predecessor. The Board of Directors, at its discretion, will appoint a Director to assume the
249 role for the remainder of the term.
250

251 **Section 6: Meetings**
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253 The meetings of the Board of Directors shall be held on an as needed basis for the purpose of
254 transacting business as may come outside of a Regular Meeting. Regular Meetings of the
255 Board of Directors shall be held at such time and place as the Board of Directors may
256 determine by resolution. Special Meetings of the Board of Directors may be called at any
257 time by the President of the Board of Directors. Directors shall receive advance notice of at
258 least 10 days prior to any Special Meetings; provided, however, that such notice requirement
259 may be waived by the Directors.
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261 **Section 7: Voting and Quorum**
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263 Each Director is entitled to one vote. A quorum shall consist of a majority of the votes
264 entitled to be cast on a matter. Unless otherwise specifically provided by these Bylaws, all
265 issues shall be decided by a majority affirmative vote of a quorum of the Directors present
266 and voting. A majority of the Directors shall constitute a quorum for the transaction of
267 business. Except as specifically provided in these Bylaws or applicable law, the act of a
268 simple majority of the Directors present at any meeting at which there is a quorum shall be
269 the act of the Board of Directors. If a quorum shall not be present at any meeting of the
270 Board of Directors, those Directors present may adjourn the meeting from time to time
271 without notice until a quorum shall be present. Directors may not vote by proxy.
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273 **Section 8: Participation**
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275 The Board of Directors may permit any or all Directors to participate in a Regular or Special
276 Meeting by, or conduct the Regular or Special Meeting through the use of, any means of
277 communication by which all Directors may simultaneously hear each other during the

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283 Regular or Special Meeting. A Director participating in a Regular or Special Meeting by this
284 means is deemed to be present at the meeting.

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294 **Section 9: Action Without Meeting**

295 Any action that may be taken at a Regular or Special Meeting of the Board of Directors may
296 be taken without a Regular or Special Meeting if unanimous consent in writing, setting forth
297 the actions so to be taken, shall be approved by Directors as defined in Section 6 before the
298 action is to become effective and are filed with the Minutes of the Board of Directors. If
299 consent specifies an effective date, it shall be effective as of that date provided that it states
300 the date each Director executed it; otherwise, the consent shall be effective when the last
301 Director approves it and effective no earlier than such date. A Director's consent shall have
302 the same effect as a Regular or Special Meeting vote and may be described as such in any
303 document.

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315 **Section 10: Compensation**

316 No voting Director shall receive compensation from the Alliance for services performed in
317 his or her official capacity as a Director. Each Director shall be entitled to reimbursement
318 for his or her reasonable and necessary expenses incurred in the performance of his or her
319 official duties as Director, as defined in the Alliance Leadership Travel and Business
320 Expense Reimbursement Policy.

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333 **Section 11: Removal of Officers and Directors**

334 Any Officer or Director may be removed with or without cause whenever the Board of
335 Directors in its absolute discretion shall consider that the Officer or Director's removal will
336 serve the best interests of the Alliance. Removal of an Officer or Director requires a 2/3 vote
337 of the Board of Directors (excluding the Officer or Director being removed), unless the Board
338 of Directors action appointing such Officer or Director, any employment agreement with such
339 Officer, or applicable law otherwise restricts the Board of Directors' ability to remove such
340 Officer or Director.

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324 For the purpose of this section, eligible individuals are defined as actively listed on the roster
325 of an institution in good standing and current on dues.
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327 **Section 2: Election of Officers**

329 The President-elect shall be elected by individuals in good standing from current directors
330 who have served at least two years on the Board as well as individuals who left the Board on
331 July 1 or during the last year from an uncontested slate presented by the nominating
332 committee.

333 The Treasurer shall also be elected by individuals in good standing from current directors and
334 those who left the Board on July 1 during the last year an uncontested slate presented by the
335 nominating committee.

337 **ARTICLE VII: BOARD MEMBER TERMS**

338 **Section 1: Terms of Directors**

340 Directors at large serve three (3) year terms with an option for to be elected for an additional
341 consecutive three (3) year term. The terms of Directors at Large will be staggered.

342 **Section 2: Terms of Officers**

343 The President-elect, President, and Immediate Past President shall all serve a one-year term.

344 The Treasurer shall serve a two-year term with the option to be elected for an additional
345 consecutive two-year term.

346 **ARTICLE VIII: STANDING COMMITTEES**

347 **Section 1: Executive Committee**

348 The Executive Committee shall consist of the President, President-Elect, Immediate Past
349 President, Treasurer, up to four additional designated members, and the CEO as non-voting
350 Secretary. The Executive Committee has the power to call executive sessions of the Officers
351 and Directors of the Board.

352 The Executive Committee shall be chaired by the President of the Board of Directors. The
353 Board of Directors may from time-to-time authorize the Executive Committee to make
354 decisions on its behalf in time-sensitive situations. To the extent consistent with law, the
355 Executive Committee may exercise the authority of the Board of Directors between meetings
356 of the Board of Directors. The Executive Committee may establish its own rules for holding
357 and conducting meetings not inconsistent with law, the Certificate of Incorporation, or
358 Bylaws. The Executive Committee also serves as the Compensation Committee

359 **Section 2: Ethics Committee**

370
371 The Ethics Committee shall consist of up to five members, including the Chair, appointed
372 from the general Alliance membership. The Chair of the Ethics Committee will be the
373 President-elect. Committee members shall serve two-year terms.
374

375 **Section 3: Finance Committee**
376

377 The Finance Committee shall consist of the eight members from the Board of Directors,
378 Founding Member Councils, and/or general Alliance membership, and the Treasurer of the
379 Board of Directors. The Treasurer shall serve as Chair of the Finance Committee. Committee
380 members shall serve three-year terms.
381

382 **Section 4: Nominating Committee**
383

- 384 (a) The Nominating Committee shall consist of up to three (3) sitting members of the
385 Board of Directors and five members-at-large (“Members-at-Large”) from the general
386 Alliance membership. The Nominating Committee Chair shall be the Immediate Past
387 President. The Chair will serve a one-year, nonrenewable term. Board members on
388 the Nominating Committee will serve a one-year term with an option to be appointed
389 for an additional consecutive term. Members-at-Large on the Nominating Committee
390 will serve a two-year term with an option to be appointed for an additional consecutive
391 term. At large member terms will be staggered.
392 (b) .
393 (c) The Nominating Committee shall be responsible for developing the annual slate of
394 candidates for Officers of the Board to be voted on by the individual members in
395 good standing. The Nominating Committee shall also be responsible for developing
396 the annual slate of Candidates for Directorsat-Large, President elect, and Treasurer to
397 be approved by individual members in good standing. The Nominating Committee
398 shall be responsible for developing the annual slate of candidates for the Nominating
399 Committee to be approved by the Board.
400 (d) At the request of the Board, the Nominating Committee will also provide
401 recommendations to the Board of Directors for the Board of Directors Committee
402 Chair and committee member composition as well as recommendations for AAIM
403 Working Committee Chair positions.
404

405 **Section 5: Other Committees**
406

407 The Board of Directors may appoint one or more advisory committees, task forces, or
408 working groups consisting of individuals familiar with the needs of the constituencies served
409 by the Alliance and may appoint standing and ad hoc panels to address issues important to
410 academic internal medicine and related to the operations of the Alliance, whether the
411 appointees be Directors or not. The Board of Directors may provide such authority to such ad
412 hoc panels or task forces by written action as the Board of Directors deems appropriate. The
413 Board of Directors may create such other advisory committees or task forces as it may deem
414 appropriate, appoint membership, and fix and prescribe their rights, duties, power, authority,
415

416 and terms of office.
417
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419

420 **Section 6: Authority** 421 422

423 Any Committee may take any action necessary or appropriate to fulfill its purpose if such
424 action is consistent with the law, the Certificate of Incorporation, or the Bylaws and is within
425 the scope of the authority granted to the Committee; provided, however, no Committee may:
426
427

- 428 (a) Fill vacancies on the Board of Directors or on any of its Committees;
429 (b) Amend the Certificate of Incorporation;
430 (c) Amend, adopt, or repeal Bylaws;
431 (d) Approve a plan of merger or consolidation;
432 (e) Approve the sale, lease or exchange, or the mortgage, pledge or other disposition of
433 all or substantially all of the property and assets of the Alliance;
434 (f) Approve the dissolution of the Alliance or revoke a voluntary dissolution; or
435 (g) Approve or endorse any resolution on behalf of the Alliance.
436

437 **Section 7: Actions Without Meeting** 438

439 Any action that may be taken at a meeting of a Committee may be taken without a meeting
440 subject to the same rules as set forth in Article V, Section 9.
441

442 **Section 8: Operating Procedures** 443

444 The provisions of these Bylaws that govern meetings, actions without meetings, notice and
445 waiver of notice, and quorum and voting requirements of the Board of Directors shall apply
446 to all Committees of the Board of Directors and their members. Each Committee may
447 establish its own additional rules of procedure not inconsistent with these Bylaws.
448

449 **ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS, FUNDS** 450

451 All assets and earnings of the Alliance shall be used exclusively for its exempt purposes,
452 including payment of expenses incidental thereto. No part of any net earnings shall inure to
453 the benefit of any employee of the Alliance or be distributed to its Directors, Officers, or any
454 private person, except that the Alliance shall be empowered to pay reasonable compensation
455 for services rendered; and make payments and distributions in furtherance of the purposes set
456 forth in Article II of these bylaws.
457

458 **Section 1: Contracts** 459

460 Any (a) employee of the Alliance authorized by the Board of Directors or the CEO or (b)
461 Officer(s) of the Alliance may enter into any specific contract or execute and deliver any
462 specific instrument in the name of and on behalf of the Alliance, and such authority may be
463 general or confined to specific instances.
464

465 **Section 2: Checks, Drafts and Other Methods of Payment** 466

462
463 All checks, drafts or other orders of the payment of money, notes or other evidences of
464 indebtedness shall be issued in the name of the Alliance and in such manner as shall from
465 time to time be determined by decision of the Board of Directors or its delegate.

466
467 **Section 3: Deposits**

468 All funds of the Alliance shall be deposited to the credit of the Alliance in such banks, trust
469 companies or other depositories as the Board of Directors or its delegate may select.

470
471 **Section 4: Gifts to the Alliance**

472 The Board of Directors may accept on behalf of the Alliance any contribution, gift, bequest
473 or devise for the general purposes or for any special purpose of the Alliance, consistent with
474 the mission and purpose of the Alliance.

475
476 **ARTICLE X: MISCELLANEOUS PROVISIONS**

477
478 **Section 1: Fiscal Year**

479 The fiscal year of the Alliance shall begin July 1 and end the following June 30.

480
481 **Section 2: Review of the Financial Records of the Alliance**

482 Within six (6) months of the conclusion of each fiscal year, the financial records of the
483 Alliance shall be audited or reviewed by a certified public accountant, who shall
484 communicate his or her findings to the Board of Directors (directly or through such of its
485 committees as it may designate) within the same six month time frame.

486
487 **Section 3: Staff and National Office**

488 The Alliance, acting through the Board of Directors, may hire staff to carry out the operations
489 of the Alliance. Such staff may include the CEO of the Alliance. The Alliance will maintain
490 a permanent repository of all Alliance records and membership information.

491
492 **Section 4: Indemnity**

493 (a) To the extent permitted by law, Directors, Officers, and employees of the Alliance
494 shall be held harmless and indemnified by the Alliance against all claims and
495 liabilities and all costs and expenses, including attorney's fees, reasonably incurred or
496 imposed upon that person in connection with or resulting from any action, suit or
497 proceeding, or the settlement or compromise thereof, to which that person may be
498 made a party by reason of action taken or omitted to be taken by that person as a
499 representative, Committee member, Officer or agent of the Alliance, in good faith.
500 This right of indemnification shall inure to each person whether or not the person is a
501 representative, panel member, Officer, or other agent at the time such liabilities, costs,
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508 or expenses are imposed or incurred and, in the event of death, shall extend to the
509 person's estate and legal representatives. Indemnification shall only be provided to the
510 extent permitted under applicable law. The Alliance shall provide any
511 indemnification provided by this Article X, Section 4(a) on a reasonable and timely
512 basis; provided, however, that, notwithstanding any provision of this Article X,
513 Section 4, such indemnification may be paid or provided at a later date as determined
514 at any time by the Board of Directors if the Board of Directors determines that it is
515 unable to provide such indemnification without adversely affecting the operations of
516 the Alliance. All decisions made by the Board of Directors pursuant to the preceding
517 sentence shall be at the sole discretion of the Board of Directors.
518

- 519 (b) Notwithstanding the foregoing, no indemnification shall be provided in the event of a
520 finding by a court of law with competent jurisdiction that any person identified
521 pursuant to Article X, Section 4(a), acted in a grossly negligent manner with respect
522 to any such act otherwise subject to indemnification as set forth above. Any amounts
523 advanced prior to a finding of gross negligence as described in the preceding sentence
524 shall be repaid in full on a timetable as may be negotiated by the Board of Directors
525 with such individual (with such individual recused from his or her role as a Director,
526 if he or she is a Director) in the event of a finding of gross negligence with respect to
527 the action, inaction, event, or other situation for which indemnification was previously
528 provided.
529

530 **Section 5: Amendment of Bylaws**
531

532 The power to alter, amend or repeal the Bylaws of the Alliance or to adopt new Bylaws shall
533 be vested in the Board of Directors, but no such action shall be effective until 2/3 approved as
534 set forth in Article IV, Section 10.
535

536 **ARTICLE XI: DISSOLUTION**
537

538 Upon dissolution of the Alliance for any reason, the total remaining net assets of the Alliance
539 shall be conveyed to a corporation described in Code section 501(c)(3) that is exempt from
540 the payment of federal income taxes pursuant Code section 501(a); provided, further, that if
541 there is no such provision in the Internal Revenue Code at the time of dissolution, then
542 conveyance shall be made to an organization described in and recognized as such under the
543 successor provision thereto on the date of the conveyance. Upon dissolution, no assets shall
544 accrue to any individual Director, past or present.
545
546

547 (submitted to AAIM Board of Directors for final approval January 28, 2026; effective date
548 February 1, if approved)
549