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 at 330 John Carlyle Street, Suite 610, Alexandria, VA 22314 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

Pursuant to the directive of its Founding Members, 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, and 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 physicians-in-training.

Section 3: Vision

Academic internal medicine, as the home of medical education and research, is the generator of innovation for healthcare, now and for the future.

ARTICLE III: AFFILIATION WITH, INTEGRATION INTO, AND WITHDRAWAL FROM THE ALLIANCE

Section 1: Founding Members

The Founding Members of the Alliance were the following entities:

- Association of Professors of Medicine (APM);
- Association of Program Directors in Internal Medicine (APDIM);
- Association of Subspecialty Professors D/B/A Association of Specialty Professors (ASP);
- Clerkship Directors in Internal Medicine (CDIM); and
- Administrators of Internal Medicine (AIM)

Section 2: Establishment of Founding Member Councils to Represent the Interests of Founding Members Subsequent to Merger into the Alliance

As of July 1, 2013, each of the Founding Members integrated into the Alliance. The interests of each Founding Member are now represented by a Founding Member council (“Founding Member Council”). Founding Members Councils rights and responsibilities are pursuant to each Founding Member’s Merger Agreement with the Alliance. For purposes of clarity, where these Bylaws refer to a Founding Member Council with respect to an action taken prior to the merger of the Founding Member or with respect to an officer of the Founding Member Council, such action or officer shall be deemed to have been pursuant to the Founding Member Council even if effected under the Founding Member at the relevant time.

Section 3: Associate Members

(a) Application to affiliate with the Alliance as an Associate Member shall be open to any academically focused organizations that are committed to the future of academic internal medicine, rather than particular specialties within internal medicine.

(b) Any entity desiring affiliation pursuant to Article III, Section 3(a) shall only be a Provisional Associate Member after approval of the application by a unanimous
vote of the Board of Directors. Entities will be a Provisional Associate Member for a term of one-year. During the one year as a Provisional Associate Member, no voting or Alliance membership rights of any kind will be granted.

(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 Associated Member, or is subject to termination, at the discretion of the Board of Directors. The Board of Directors may grant indefinite Provisional Associated 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. 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 terminated Associate Member shall continue to have all responsibilities applicable to its Associate Member Council immediately prior to its termination, as applicable, through the date of its termination.

(c) A Societal Affiliate may request termination of membership by filing a written request with the Secretary-Treasurer. The terminating Societal Affiliate’s notice will take effect immediately following the receipt of the request filed with the Secretary-Treasurer. The Secretary-Treasurer shall provide an annual report to the Board of Directors on all requests for termination of membership.

Section 6: Dues for Associated Organizations and Societal Affiliates

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

ARTICLE IV: MEMBERSHIP

Section 1: Membership Requirements

(a) Each Council (whether a Founding Member Council or an Associate Member Council) may offer membership to a Department of Internal Medicine provided it meets the criteria as defined for a qualifying institution. In the event a Department of Internal Medicine does not enroll or there is not a Department of Internal Medicine at a qualifying institution, an individual may apply for membership provided his or her work responsibilities fit within the scope of the activities of the Alliance, as determined by the Board of Directors in its sole discretion.

(b) The Board of Directors authorizes each Council to use its guiding principles (“Guiding Principles”) to define the eligibility criteria for an individual to join, be considered in good standing, or be considered for termination in said Council’s constituency. Notwithstanding the foregoing, each Council, to the extent required by the Board of Directors, shall coordinate with the other Councils to ensure that there is (1) consistency among the Alliance’s membership requirements as established and applied by each of the Councils and (2) the number of individuals approved for the individual membership category is kept to a minimum.
Section 2: Termination of Membership

(a) Each Council (whether a Founding Member Council or an Associate Member Council) may through its Guiding Principles, define criteria for an individual, representing a Department of Internal Medicine or themselves, to request termination of membership provided such criteria requires filing a written request with the Secretary-Treasurer. The terminating member’s notice will take effect immediately following the receipt of the request filed with the Secretary-Treasurer. The Secretary-Treasurer shall provide an annual report to the Board of Directors on all requests for termination of membership.

(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

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 Chair, Vice Chair, and Secretary-Treasurer (“Officers”), the president, president-elect, and past president of each Founding Member Council (“Elected Directors”). The Alliance Chief Executive Officer (CEO) & President, Deputy CEO & Executive Vice President (EVP), and Chief Operating Officer (COO) (if any) are “Ex-Officio Positions.” Board members will serve as the chairs of the AAIM Finance Committee, Compensation Committee, Compliance Committee, and Governance Committee (“AAIM Board Committee Chairs”). All members of the Board of Directors are voting members except for the Ex-Officio Positions. There shall be up to nineteen (19) voting Directors and up to three (3) non-voting positions on the Board of Directors for a total of twenty-two (22) board members. No individual on the board will have more than one vote regardless of the number of board positions held. Members of the Board of Directors shall be elected in accordance with Section 3 of this Article IV. The initial directors named in the Certificate of Incorporation shall serve on the Board of Directors until Directors are elected as set forth in this Article IV.
Section 3: Election of Directors

Each Founding Member Council shall appoint three Directors to the Board of Directors. Such appointment shall be effective as of July 1 of each calendar year. For purposes of this Article IV, Directors appointed by a Founding Member before it was followed by a Founding Member Council shall be treated as if they were appointed by a Founding Member Council.

Provisional Associate Members, Associate Member Councils, Society Affiliates, and individual Members will have no right to elect or appoint any Directors. However, at the discretion of the Board of Directors, representatives of one or more of the foregoing may be invited to attend some or all of the meetings of the Board of Directors but in no way shall these attendees be considered Directors of the Alliance.

Section 4: Vacancies

If a Director elected by a Founding Member Council resigns, dies, or is removed by an action of the Founding Member Council, such Founding Member Council shall be entitled to elect a new Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor. If the predecessor held an appointed office, the Board of Directors at its discretion will appoint a Director to assume that role. A Founding Member Council may not appoint an Officer of the Board of Directors.

Section 5: Meetings

The meetings of the Board of Directors shall be held on an as needed basis for the purpose of transacting business as may come outside of a Regular Meeting. Regular Meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine by resolution. Special Meetings of the Board of Directors may be called at any time by the Chair of the Board of Directors. Directors shall receive advance notice of at least 10 days prior to any Special Meetings; provided, however, that such notice requirement may be waived by the Directors.

Section 6: Voting and Quorum

Each Director is entitled to one vote. Unless otherwise specifically provided by these Bylaws, all issues shall be decided by an affirmative vote of a quorum of the Directors present and voting. Fifty percent (50%) plus one (1) of the Directors in attendance shall constitute a quorum for the transaction of business provided that there must be at least one Director appointed by each Founding Member Council present to constitute a quorum. Except as specifically provided in these Bylaws or applicable law, the act of a simple majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, those Directors present may adjourn the meeting from time to time without notice until a quorum shall be present. Directors may not vote by proxy.
Section 7: Participation

The Board of Directors may permit any or all Directors to participate in a Regular or Special Meeting by, or conduct the Regular or Special Meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the Regular or Special Meeting. A Director participating in a Regular or Special meeting by this means is deemed to be present at the meeting.

Section 8: Action Without Meeting

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

Section 9: Compensation

No voting Director shall receive compensation from the Alliance for services performed in his or her official capacity, but Directors shall be entitled to reimbursement—as defined in the Alliance Leadership Travel and Business Expense Reimbursement Policy—for reasonable and necessary expenses incurred in the performance of their official duties.

Section 10: Special Voting Rules

Notwithstanding any provision of the Bylaws to the contrary, a unanimous vote of the Board of Directors is required to adopt any action that (a) amends these Bylaws or the Alliance’s Certificate of Incorporation, (b) results in a movement of funds that is in excess of 10% of the Alliance’s assets as of the date of the action, or (c) dissolves the Alliance. Approval of the annual operating budget requires a super majority (two-thirds) vote provided a quorum (as defined in Article IV, Section 6) is present. Prior to any vote on the foregoing issues, a Director may request and shall be entitled to receive a delay in the vote to consult his or her Director colleagues appointed by the same Founding Member pursuant to Article IV, Section 3. Such delay shall not exceed 10 business days.

ARTICLE VI: OFFICERS AND OFFICIALS

Section 1: Chair and Vice-Chair

(a) The Chair shall be elected by the Board of Directors from the current directors. The Chair 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 Chair, the Board of Directors will designate an individual to serve as Acting Chair. Such individual shall be a member of the Board of Directors. The Chair is supervised by and reports to the Board of Directors.

The term of the Chair shall be for one year and may occur within the first year after the individual’s initial tenure on the board of directors. The Chair may be re-elected for a second year at the discretion of the Board of Directors. The second year in the current officer role may occur beyond the incumbent’s tenure on an association council. The Chair shall have one vote in any applicable situation. If a Chair steps down, is removed from his or her position as a Director, or is unable to fulfill aforementioned responsibilities and duties, the Board of Directors shall elect a new Chair for the remaining term of such former Chair.

(b) The Vice Chair shall be elected by the Board of Directors from the current directors as well as individuals who will join the Board of Directors on the following July 1. The Vice Chair shall be primarily responsible for assisting the Chair 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. The Vice Chair is supervised by and reports to the Board of Directors.

The term of the Vice Chair shall be for one year and may occur within the first year after the individual’s initial tenure on the board of directors. The Vice Chair may be re-elected for a second year as Vice Chair or elected for a term as Chair at the discretion of the Board of Directors. The second year in the current officer role or the first year in the new officer role may occur beyond the incumbent’s tenure on an association council. The Vice Chair shall have one vote in any applicable situation. If a Vice Chair steps down, is removed from his or her position as a Director, or is unable to fulfill aforementioned responsibilities and duties, the Board of Directors shall elect a new Vice Chair for the remaining term of such former Vice Chair.

Section 2: Secretary-Treasurer

The Secretary-Treasurer shall be elected by the Board of Directors from the current directors as well as individuals who will join the Board of Directors on the following July 1. The Secretary-Treasurer shall always serve as Chair of the Finance Committee and will perform other duties such as, recording proceedings of the Board of Directors and the membership as well as any other activities as prescribed from time to time by the Board of Directors. The Secretary-Treasurer is supervised by and reports to the Board of Directors.
The term of Secretary-Treasurer shall be for one-year and may occur within the first year after the individual’s initial tenure on the board of directors. The Secretary-Treasurer may be re-elected for a second year as Secretary-Treasurer or may be elected for a term as Chair or Vice Chair at the discretion of the Board of Directors. The second year in the current officer role or the first year in the new officer role may occur beyond the incumbent’s tenure on an association council. The Secretary-Treasurer shall have one vote in any applicable situation. If a Secretary-Treasurer steps down, is removed from his or her position as a Director, or is unable to fulfill aforementioned responsibilities and duties, the Board of Directors shall elect a new Secretary-Treasurer for the remaining term of such former Secretary-Treasurer.

Section 3: Chief Executive Officer & President, Deputy Chief Executive Officer & EVP, and Chief Operating Officer

(a) The CEO & President reports to the Board of Directors. As provided in Article IV, Section 2, the CEO & President shall serve as an ex-officio, non-voting member of the Board of Directors. The CEO & President serves as the primary representative of the Alliance to the general public, and performs duties on behalf of the Alliance as directed by the Board of Directors. The CEO & President shall have authority to enter into such documents as described in Article VII, Section 1 subject to any limitations imposed by the Board of Directors. The CEO & President is an employed staff position.

(b) The Deputy CEO & EVP reports to the CEO & President. As provided in Article IV, Section 2, the Deputy CEO & EVP shall serve as an ex-officio, non-voting member of the Board of Directors. The Deputy CEO & EVP is responsible for the day-to-day operations of the Alliance and managing the Alliance’s staff. The Deputy CEO & EVP shall have the authority to enter into such documents as described in Article VII, Section 1 subject to any limitations imposed by the Board of Directors. The Deputy CEO & EVP is an employed staff position.

(c) The COO reports to the Deputy CEO & EVP. As provided in Article IV, Section 2, the COO shall serve as an ex-officio, non-voting member of the Board of Directors. The COO is responsible for such duties as shall be established by the Deputy CEO & EVP. The COO is an employed staff position. Notwithstanding the foregoing, the Alliance shall not be required to have a COO unless the Board of Directors determines that such a position is necessary by its affirmative action.

Section 4: Additional Officers and Directors

The Board of Directors may also appoint such additional Officers or Directors as the Board of Directors may deem necessary. Such additional Officers or Directors shall be appointed or chosen in the manner prescribed by the Board of Directors. The authority and duties of each Officer or Director shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for that Officer.
Section 5: Removal of Officers and Directors

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

Section 6: Vacancies

An Officer vacancy created because of death, resignation, removal, disqualification or otherwise, may be filled by an action of the Board of Directors.

ARTICLE VII: STANDING COMMITTEES

Section 1: Executive Committee

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary-Treasurer, and at least two at-large members elected from the sitting Directors so that each Founding Member has at least one representative on the Executive Committee. The Executive Committee has the power to call executive sessions of the Officers and Directors of the Board. The CEO & President, Deputy CEO & EVP, and COO shall serve as ex-officio, non-voting members of the Executive Committee.

The Executive Committee shall be chaired by the Chair of the Board of Directors. The Board of Directors may from time-to-time authorize the Executive Committee to make decisions on its behalf in time-sensitive situations. To the extent consistent with law, the Executive Committee may exercise the authority of the Board of Directors between meetings of the Board of Directors. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Certificate of Incorporation, or Bylaws.

Section 2: Compensation Committee

The Compensation Committee shall consist of the five past presidents of the Founding Members, two at-large members (of which are current or former members of the Founding Member Councils and/or general Alliance membership), and the Deputy CEO & EVP. The Chair of the Compensation Committee will be the most recent past president of the Founding Member Council for AIM, to be confirmed by the Board of Directors annually. The Chair will serve a one year, nonrenewable term. Founding Member past presidents shall serve one-year terms; at-large Committee members shall serve two-year terms.
Section 3: Compliance Committee

The Compliance Committee shall consist of five members from the Board of Directors, Founding Member Councils, and/or general Alliance membership. The Chair of the Compliance Committee will be appointed by the Board of Directors and will serve a one-year term with the option to renew for an additional year. Committee members shall serve two-year terms.

Section 4: Finance Committee

The Finance Committee shall consist of the five Founding Member treasurers, Secretary-Treasurer of the Board of Directors, the Deputy CEO & EVP, and most senior finance staff person. The Secretary-Treasurer shall serve as Chair of the Finance Committee. The Chair will serve a one-year term but may be re-elected for an additional year. Committee members shall serve three-year terms.

Section 5: Governance and Nominating Committee

The Governance and Nominating Committee shall consist of two sitting members of the Board of Directors and five current or former members of the Founding Members’ Councils (one from each Founding Member). The Governance and Nominating Committee Chair shall be an outgoing member of the Board of Directors. The Chair of the Governance and Nominating Committee will be appointed by the Board of Directors and will serve a one-year, nonrenewable term. Committee members will serve a two-year term.

The Governance and Nominating Committee shall be responsible for developing the annual slate of candidates for Officers of the Board and at-large members of the Executive Committee to be voted on by the Board of Directors. The Governance and Nominating Committee will also provide recommendations to the Board of Directors for the Board of Directors Committee Chair and committee member composition as well as recommendations for AAIM Working Committee Chair positions.

Section 6: Other Committees

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

Section 7: Authority
Any Committee may take any action necessary or appropriate to fulfill its purpose if such action is consistent with the law, the Certificate of Incorporation, the Bylaws and is within the scope of the authority granted to the Committee; provided, however, no Committee may:

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

Section 8: Actions Without Meeting

Any action that may be taken at a meeting of a Committee may be taken without a meeting subject to the same rules as set forth in Article IV, Section 8.

Section 9: Operating Procedures

The provisions of these Bylaws that govern meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all Committees of the Board of Directors and their members as well. Each Committee may establish its own additional rules of procedure not inconsistent with these Bylaws.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, FUNDS

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

Section 1: Contracts
Any (a) employee of the Alliance authorized by the Board of Directors or the Deputy CEO & VP or (b) Officer(s) of the Alliance may enter into any specific contract or execute and deliver any specific instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts and Other Methods of Payment
All checks, drafts or other orders of the payment of money, notes or other evidences of indebtedness shall be issued in the name of the Alliance and in such manner as shall from time to time be determined by decision of the Board of Directors or its delegate.

Section 3: Deposits
All funds of the Alliance shall be deposited to the credit of the Alliance in such banks, trust companies or other depositories as the Board of Directors or its delegate may select.

Section 4: Gifts to the Alliance
The Board of Directors may accept on behalf of the Alliance any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Alliance, consistent with the mission and purpose of the Alliance.

ARTICLE IX: MISCELLANEOUS PROVISIONS

Section 1: Fiscal Year
The fiscal year of the Alliance shall begin July 1 and end the following June 30.

Section 2: Review of the Financial Records of the Alliance
Within six (6) months of the conclusion of each fiscal year, the financial records of the Alliance shall be audited or reviewed by a certified public accountant, who shall communicate his or her findings to the Board of Directors (directly or through such of its committees as it may designate) within the same six month time frame.

Section 3: Staff and National Office
The Alliance, acting through the Board of Directors, may hire staff to carry out the operations of the Alliance. Such staff may include a CEO & President, Deputy CEO & EVP, or COO of the Alliance. The Alliance will maintain a national headquarters, to serve as the permanent repository of all Alliance records and membership information.

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

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

Section 5: Amendment of Bylaws

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

ARTICLE X: DISSOLUTION

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