

1 **BYLAWS**
2 **OF**
3 **ALLIANCE FOR ACADEMIC INTERNAL MEDICINE, INC.**

4
5 (A Delaware non-stock, not-for-profit corporation)
6

7 **ARTICLE I: NAME AND OFFICES**
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9 **Section 1: Name**

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11 The name of the corporation is Alliance for Academic Internal Medicine, Inc. (hereinafter
12 referred to as the “Alliance”).
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14 **Section 2: Offices; Registered Agent**
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16 The principal office of the Alliance shall be located at 330 John Carlyle Street, Suite 610,
17 Alexandria, VA 22314 or at such other place as the Alliance Board of Directors
18 (collectively the “Board of Directors” and individually a “Director”) shall from time to
19 time designate. A copy of the Certificate of Incorporation, Bylaws, all books, records,
20 minutes, and related documents of the Alliance shall be kept at the principal office at all
21 times. The Alliance shall have and maintain within the State of Delaware and within any
22 jurisdiction in which it is doing business a registered agent whose business address is
23 identical with the registered office of the Alliance in that jurisdiction. The Board of
24 Directors may from time to time, as they see fit, change the Alliance’s registered agent in
25 any jurisdiction.
26

27 **Section 3: Duration**
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29 The Alliance shall have perpetual existence.
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31 **ARTICLE II: PURPOSE, Mission, and Vision**
32

33 **Section 1: Purpose**
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35 Pursuant to the directive of its Founding Members, the Alliance is committed to uniting,
36 preserving, and promoting academic internal medicine; ensuring that academic internal
37 medicine maintains its excellence in educating the next generation of physicians,
38 conducting groundbreaking health research, and providing high-quality care to patients;
39 and developing faculty and staff leaders in Departments of Internal Medicine.
40

41 Notwithstanding the foregoing, the Alliance is organized as an organization described in
42 section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) and
43 shall be operated consistent with the requirements described in Code section 501(c)(3).
44

45 **Section 2: Mission**
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47
48 AAIM fosters the advancement of learning, discovery, and caring by enhancing the
49 professional growth of academic internal medicine faculty, administrators, and
50 physicians-in-training.

51
52 **Section 3: Vision**

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

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

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60 **Section 1: Founding Members**

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62 The Founding Members of the Alliance were the following entities:

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64
- 65 • Association of Professors of Medicine (APM);
 - 66 • Association of Program Directors in Internal Medicine (APDIM);
 - 67 • Association of Subspecialty Professors D/B/A Association of Specialty Professors (ASP);
 - 68 • Clerkship Directors in Internal Medicine (CDIM); and
 - 69 • Administrators of Internal Medicine (AIM)
- 70

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

73
74 As of July 1, 2013, each of the Founding Members integrated into the Alliance. The
75 interests of each Founding Member are now represented by a Founding Member council
76 (“Founding Member Council”). Founding Members Councils rights and responsibilities
77 are pursuant to each Founding Member’s Merger Agreement with the Alliance. For
78 purposes of clarity, where these Bylaws refer to a Founding Member Council with
79 respect to an action taken prior to the merger of the Founding Member or with respect to
80 an officer of the Founding Member Council, such action or officer shall be deemed to
81 have been pursuant to the Founding Member Council even if effected under the Founding
82 Member at the relevant time.

83
84 **Section 3: Associate Members**

- 85
- 86 (a) Application to affiliate with the Alliance as an Associate Member shall be open to
87 any academically focused organizations that are committed to the future of
88 academic internal medicine, rather than particular specialties within internal
89 medicine.
- 90
- 91 (b) Any entity desiring affiliation pursuant to Article III, Section 3(a) shall only be a
92 Provisional Associate Member after approval of the application by a unanimous

- 93 vote of the Board of Directors. Entities will be a Provisional Associate Member
94 for a term of one-year. During the one year as a Provisional Associate Member,
95 no voting or Alliance membership rights of any kind will be granted.
96
- 97 (c) After one year, a Provisional Associate Member shall be eligible to merge into the
98 Alliance by a second unanimous vote of the Board of Directors and therein
99 become an Associate Member (in contrast to a Founding Member). Merger into
100 the Alliance requires transfer of all assets of the merging Associate Member to the
101 Alliance as defined in the Joint Merger Agreement. A merged Associate Member
102 shall always be considered as such and may never be considered a merged
103 Founding Member.
104
- 105 (d) An Associate Member will have no voting or Board of Directors representation
106 rights of any kind.
107
- 108 (e) Post-merger, an Associate Member Council will be convened to represent the
109 interests of the former Provisional Associate Member.
110
- 111 (f) An Associate Member not unanimously approved for merger after one year may
112 request an additional year as a Provisional Associated Member, or is subject to
113 termination, at the discretion of the Board of Directors. The Board of Directors
114 may grant indefinite Provisional Associated Member status at its discretion, on a
115 case-by-case basis.
116

117 **Section 4: Societal Affiliates**
118

- 119 (a) The Alliance from time-to-time may invite internal medicine subspecialty
120 societies to participate as Societal Affiliates. A Societal Affiliate may choose to
121 partner with a Founding or Associate Member Council on a specific project,
122 program, or activity with the approval of the Board of Directors.
123
- 124 (b) A Societal Affiliate is not an Associate Member nor a Provisional Associated
125 Member, and will not be granted rights or privileges as such.
126
- 127 (c) A Societal Affiliate will have no voting or Board of Directors representation
128 rights of any kind.
129

130 **Section 5: Termination of Affiliation With the Alliance**
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- 132 (a) A Founding Member may request termination of affiliation with the Alliance
133 pursuant to its notification obligation as outlined in the Alliance and Founding
134 Member's Joint Merger Agreement. Termination of such membership shall be put
135 into effect as of the first day of the month following the 90th day on which the
136 vote to terminate the membership occurs. A terminating Founding Member shall
137 continue to have all responsibilities applicable to its Founding Member Council

- 138 immediately prior to its termination, as applicable, through the date of its
139 termination.
140
- 141 (b) An Associate Member, acting through its post-merger representative(s), may
142 request termination of membership pursuant to its notification obligation as
143 outlined in the Alliance and Associated Organization’s Merger Agreement. The
144 Alliance may terminate and unwind the merger of an Associate Member with or
145 without reason, by a unanimous vote of the Board of Directors. Written notice of
146 such termination shall be provided to the terminated Associate Member’s post-
147 merger representative(s). A terminated Associate Member shall continue to have
148 all responsibilities applicable to its Associate Member Council immediately prior
149 to its termination, as applicable, through the date of its termination.
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- 151
- 152 (c) A Societal Affiliate may request termination of membership by filing a written
153 request with the Secretary-Treasurer. The terminating Societal Affiliate’s notice
154 will take effect immediately following the receipt of the request filed with the
155 Secretary-Treasurer. The Secretary-Treasurer shall provide an annual report to
156 the Board of Directors on all requests for termination of membership.
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158 **Section 6: Dues for Associated Organizations and Societal Affiliates**

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160 The Board of Directors may set dues and/or fees for each organizational and/or affiliate
161 category.
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163 **ARTICLE IV: MEMBERSHIP**

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165 **Section 1: Membership Requirements**
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- 167 (a) Each Council (whether a Founding Member Council or an Associate Member
168 Council) may offer membership to a Department of Internal Medicine provided it
169 meets the criteria as defined for a qualifying institution. In the event a
170 Department of Internal Medicine does not enroll or there is not a Department of
171 Internal Medicine at a qualifying institution, an individual may apply for
172 membership provided his or her work responsibilities fit within the scope of the
173 activities of the Alliance, as determined by the Board of Directors in its sole
174 discretion.
175
- 176 (b) The Board of Directors authorizes each Council to use its guiding principles
177 (“Guiding Principles”) to define the eligibility criteria for an individual to join, be
178 considered in good standing, or be considered for termination in said Council’s
179 constituency. Notwithstanding the foregoing, each Council, to the extent required
180 by the Board of Directors, shall coordinate with the other Councils to ensure that
181 there is (1) consistency among the Alliance’s membership requirements as
182 established and applied by each of the Councils and (2) the number of individuals
183 approved for the individual membership category is kept to a minimum.

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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.

230 **Section 3: Election of Directors**

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

237

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

243

244 **Section 4: Vacancies**

245

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

252

253 **Section 5: Meetings**

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

262

263 **Section 6: Voting and Quorum**

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

275

276 **Section 7: Participation**

277

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

283

284 **Section 8: Action Without Meeting**

285

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

295

296 **Section 9: Compensation**

297

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

303

304 **Section 10: Special Voting Rules**

305

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

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316 **ARTICLE VI: OFFICERS AND OFFICIALS**

317

318 **Section 1: Chair and Vice-Chair**

319

320 (a) The Chair shall be elected by the Board of Directors from the current directors.
321 The Chair shall be primarily responsible for implementing the policies and

322 procedures established by the Board of Directors and may be granted any other
323 powers or delegated other duties as prescribed from time to time by the Board of
324 Directors. In the absence of the Chair, the Board of Directors will designate an
325 individual to serve as Acting Chair. Such individual shall be a member of the
326 Board of Directors. The Chair is supervised by and reports to the Board of
327 Directors.

328
329 The term of the Chair shall be for one year and may occur within the first year
330 after the individual's initial tenure on the board of directors. The Chair may be re-
331 elected for a second year at the discretion of the Board of Directors. The second
332 year in the current officer role may occur beyond the incumbent's tenure on an
333 association council. The Chair shall have one vote in any applicable situation. If
334 a Chair steps down, is removed from his or her position as a Director, or is unable
335 to fulfill aforementioned responsibilities and duties, the Board of Directors shall
336 elect a new Chair for the remaining term of such former Chair.

337
338 (b) The Vice Chair shall be elected by the Board of Directors from the current
339 directors as well as individuals who will join the Board of Directors on the follow
340 July 1. The Vice Chair shall be primarily responsible for assisting the Chair to
341 implement the policies and procedures established by the Board of Directors and
342 may be granted any other powers or delegated other duties as prescribed from
343 time to time by the Board of Directors. The Vice Chair is supervised by and
344 reports to the Board of Directors.

345
346 The term of the Vice Chair shall be for one year and may occur within the first
347 year after the individual's initial tenure on the board of directors. The Vice Chair
348 may be re-elected for a second year as Vice Chair or elected for a term as Chair at
349 the discretion of the Board of Directors. The second year in the current officer
350 role or the first year in the new officer role may occur beyond the incumbent's
351 tenure on an association council. The Vice Chair shall have one vote in any
352 applicable situation. If a Vice Chair steps down, is removed from his or her
353 position as a Director, or is unable to fulfill aforementioned responsibilities and
354 duties, the Board of Directors shall elect a new Vice Chair for the remaining term
355 of such former Vice Chair.

356
357 **Section 2: Secretary-Treasurer**

358
359 The Secretary-Treasurer shall be elected by the Board of Directors from the
360 current directors as well as individuals who will join the Board of Directors on the
361 following July 1. The Secretary-Treasurer shall always serve as Chair of the
362 Finance Committee and will perform other duties such as, recording proceedings
363 of the Board of Directors and the membership as well as any other activities as
364 prescribed from time to time by the Board of Directors. The Secretary-Treasurer
365 is supervised by and reports to the Board of Directors.

366

367 The term of Secretary-Treasurer shall be for one-year and may occur within the
368 first year after the individual's initial tenure on the board of directors. The
369 Secretary-Treasurer may be re-elected for a second year as Secretary-Treasurer or
370 may be elected for a term as Chair or Vice Chair at the discretion of the Board of
371 Directors. The second year in the current officer role or the first year in the new
372 officer role may occur beyond the incumbent's tenure on an association council.
373 The Secretary-Treasurer shall have one vote in any applicable situation. If a
374 Secretary-Treasurer steps down, is removed from his or her position as a Director,
375 or is unable to fulfill aforementioned responsibilities and duties, the Board of
376 Directors shall elect a new Secretary-Treasurer for the remaining term of such
377 former Secretary-Treasurer.
378

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

381
382 (a) The CEO & President reports to the Board of Directors. As provided in Article
383 IV, Section 2, the CEO & President shall serve as an ex-officio, non-voting
384 member of the Board of Directors. The CEO & President serves as the primary
385 representative of the Alliance to the general public, and performs duties on behalf
386 of the Alliance as directed by the Board of Directors. The CEO & President shall
387 have authority to enter into such documents as described in Article VII, Section 1
388 subject to any limitations imposed by the Board of Directors. The CEO &
389 President is an employed staff position.
390

391 (b) The Deputy CEO & EVP reports to the CEO & President. As provided in Article
392 IV, Section 2, the Deputy CEO & EVP shall serve as an ex-officio, non-voting
393 member of the Board of Directors. The Deputy CEO & EVP is responsible for
394 the day-to-day operations of the Alliance and managing the Alliance's staff. The
395 Deputy CEO & EVP shall have the authority to enter into such documents as
396 described in Article VII, Section 1 subject to any limitations imposed by the
397 Board of Directors. The Deputy CEO & EVP is an employed staff position.
398

399 (c) The COO reports to the Deputy CEO & EVP. As provided in Article IV, Section
400 2, the COO shall serve as an ex-officio, non-voting member of the Board of
401 Directors. The COO is responsible for such duties as shall be established by the
402 Deputy CEO & EVP. The COO is an employed staff position. Notwithstanding
403 the foregoing, the Alliance shall not be required to have a COO unless the Board
404 of Directors determines that such a position is necessary by its affirmative action.
405

406 **Section 4: Additional Officers and Directors**

407
408 The Board of Directors may also appoint such additional Officers or Directors as the
409 Board of Directors may deem necessary. Such additional Officers or Directors shall be
410 appointed or chosen in the manner prescribed by the Board of Directors. The authority
411 and duties of each Officer or Director shall be those prescribed in the resolution adopted
412 by the Board of Directors establishing the need for that Officer.

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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.

459 **Section 3: Compliance Committee**

460

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

466

467 **Section 4: Finance Committee**

468

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

474

475 **Section 5: Governance and Nominating Committee**

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

484

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

491

492 **Section 6: Other Committees**

493

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

503

504 **Section 7: Authority.**

505

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

510

511 (a) Fill vacancies on the Board of Directors or on any of its Committees;

512

513 (b) Amend the Certificate of Incorporation;

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515 (c) Amend, adopt, or repeal Bylaws;

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517 (d) Approve a plan of merger or consolidation;

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519 (e) Approve the sale, lease or exchange, or the mortgage, pledge or other disposition
520 of all or substantially all of the property and assets of the Alliance;

521

522 (f) Approve the dissolution of the Alliance or revoke a voluntary dissolution; or

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524 (g) Approve or endorse any resolution on behalf of the Alliance.

525

526 **Section 8: Actions Without Meeting**

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

530

531 **Section 9: Operating Procedures**

532

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

538

539 **ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, FUNDS**

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

547

548 **Section 1: Contracts**

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550 Any (a) employee of the Alliance authorized by the Board of Directors or the Deputy
551 CEO & EVP or (b) Officer(s) of the Alliance may enter into any specific contract or
552 execute and deliver any specific instrument in the name of and on behalf of the Alliance,
553 and such authority may be general or confined to specific instances.
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555 **Section 2: Checks, Drafts and Other Methods of Payment**
556

557 All checks, drafts or other orders of the payment of money, notes or other evidences of
558 indebtedness shall be issued in the name of the Alliance and in such manner as shall from
559 time to time be determined by decision of the Board of Directors or its delegate.
560

561 **Section 3: Deposits**
562

563 All funds of the Alliance shall be deposited to the credit of the Alliance in such banks,
564 trust companies or other depositories as the Board of Directors or its delegate may select.
565

566 **Section 4: Gifts to the Alliance**
567

568 The Board of Directors may accept on behalf of the Alliance any contribution, gift,
569 bequest or devise for the general purposes or for any special purpose of the Alliance,
570 consistent with the mission and purpose of the Alliance.
571

572 **ARTICLE IX: MISCELLANEOUS PROVISIONS**
573

574 **Section 1: Fiscal Year**
575

576 The fiscal year of the Alliance shall begin July 1 and end the following June 30.
577

578 **Section 2: Review of the Financial Records of the Alliance**
579

580 Within six (6) months of the conclusion of each fiscal year, the financial records of the
581 Alliance shall be audited or reviewed by a certified public accountant, who shall
582 communicate his or her findings to the Board of Directors (directly or through such of its
583 committees as it may designate) within the same six month time frame.
584

585 **Section 3: Staff and National Office**
586

587 The Alliance, acting through the Board of Directors, may hire staff to carry out the
588 operations of the Alliance. Such staff may include a CEO & President, Deputy CEO &
589 EVP, or COO of the Alliance. The Alliance will maintain a national headquarters, to
590 serve as the permanent repository of all Alliance records and membership information.
591

592 **Section 4: Indemnity**
593

594 (a) To the extent permitted by law, Directors, Officers, and employees of the Alliance
595 shall be held harmless and indemnified by the Alliance against all claims and

596 liabilities and all costs and expenses, including attorney's fees, reasonably
597 incurred or imposed upon that person in connection with or resulting from any
598 action, suit or proceeding, or the settlement or compromise thereof, to which that
599 person may be made a party by reason of action taken or omitted to be taken by
600 that person as a representative, Committee member, Officer or agent of the
601 Alliance, in good faith. This right of indemnification shall inure to each person
602 whether or not the person is a representative, panel member, Officer, or other
603 agent at the time such liabilities, costs, or expenses are imposed or incurred and,
604 in the event of death, shall extend to the person's estate and legal representatives.
605 Indemnification shall only be provided to the extent permitted under applicable
606 law. The Alliance shall provide any indemnification provided by this Article
607 VIII, Section 4(a) on a reasonable and timely basis; provided, however, that,
608 notwithstanding any provision of this Article VIII, Section 4, such
609 indemnification may be paid or provided at a later date as determined at any time
610 by the Board of Directors if the Board of Directors determines that it is unable to
611 provide such indemnification without adversely affecting the operations of the
612 Alliance. All decisions made by the Board of Directors pursuant to the preceding
613 sentence shall be at the sole discretion of the Board of Directors.
614

615 (b) Notwithstanding the foregoing, no indemnification shall be provided in the event
616 of a finding by a court of law with competent jurisdiction that any person
617 identified pursuant to Article VIII, Section 4(a), acted in a grossly negligent
618 manner with respect to any such act otherwise subject to indemnification as set
619 forth above. Any amounts advanced prior to a finding of gross negligence as
620 described in the preceding sentence shall be repaid in full on a timetable as may
621 be negotiated by the Board of Directors with such individual (with such individual
622 recused from his or her role as a Director, if he or she is a Director) in the event of
623 a finding of gross negligence with respect to the action, inaction, event, or other
624 situation for which indemnification was previously provided.
625

626 **Section 5: Amendment of Bylaws**

627
628 The power to alter, amend or repeal the Bylaws of the Alliance or to adopt new Bylaws
629 shall be vested in the Board of Directors, but no such action shall be effective until
630 unanimously approved as set forth in Article IV, Section 10.
631

632 **ARTICLE X: DISSOLUTION**

633
634 Upon dissolution of the Alliance for any reason, the total remaining net assets of the
635 Alliance shall be conveyed to a corporation described in Code section 501(c)(3) that is
636 exempt from the payment of federal income taxes pursuant Code section 501(a);
637 provided, further, that if there is no such provision in the Internal Revenue Code at the
638 time of dissolution, then conveyance shall be made to an organization described in and
639 recognized as such under the successor provision thereto on the date of the conveyance.
640 Upon dissolution, no assets shall accrue to any individual Director, past or present.