



BYLAWS OF THE SOUTHERN OHIO VALLEY CHAPTER
OF THE CASE MANAGEMENT SOCIETY OF AMERICA

ARTICLE I
NAME AND OFFICES

Section 1. The name of the corporation shall be **The Southern Ohio Valley Chapter of the CMSA**.

Section 2. The corporation shall have and continuously maintain in the District of Columbia a registered agent and office, and may have such other offices within or without the District of Columbia and such other registered agents as the Board of Directors may from time to time determine.

Section 3. The corporation shall have and continuously maintain in the state of its headquarters a registered agent and office as required by the not for profit corporation laws of that state.

ARTICLE II
PURPOSES

Section 1. Nonprofit organization. The corporation shall be a nonprofit organization incorporated and operated under the District of Columbia Non-profit Corporation Act, and shall have such powers as are now or may hereafter be granted by that Act. The corporation shall operate as a nonprofit tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Section 2. Purposes. The purposes for which this corporation is organized are to assist in all legal ways the Case Management Society of America, Inc., as a chapter thereof and whose Bylaws it endorses, and assist in providing the means by which persons and firms offering services or products within or to the health care case management profession may voluntarily coordinate their efforts to advance the profession in all respects. To this end, the corporation, among other activities, shall endeavor to:

- 1) Provide the opportunity for the exchange of experience and opinions through discussion, study and publications.
- 2) Promote the professionalism, science and recognized scope of the practice of case management.
- 3) Provide a forum and assist in unifying professionals actively engaged in case management.
- 4) Educate its members, health care delivery system, payer communities, and the public in the advancement and improvement of quality care, professionalism, costs/benefit effectiveness, and health benefits of case management.
- 5) Develop and encourage consistent professional standards of performance, competence, service and conduct of professional case managers and those supporting case management.
- 6) Promote the public stature and respect accorded the case management practice while meeting the best interests of practitioners and the public.

Section 3. Restrictions. The following rules shall conclusively bind the corporation and all persons acting for or on behalf of it:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services and other expenses

rendered and to make payments and distributions in furtherance of the purposes set forth herein;

- b. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations as shall at the time qualify as an exempt organization or organizations under sections 501(c)(6) or 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
- c. All policies and activities of the corporation shall be consistent with applicable federal, state and local antitrust, trade and professional regulation, tax exemption and other legal requirements.

ARTICLE III **MEMBERSHIP**

Section 1. Membership Classes. The corporation shall have the following classes of members, whose qualification and application requirements shall be as set forth below.

- a. **Case Manager Membership.** Case Manager members shall be those persons engaged in the field of case management and must have a health professional degree, current license or national certification in the health or human service profession, and must be a member of Case Management Society of America.
- b. **Associate Membership.** Associate membership shall be limited to individuals providing case management related-services and not qualified in Article III, Subsection 1a, and must be a member of Case Management Society of America.
- c. **Corporate Membership.** Corporate membership shall be those business entities which have relationships to provide services necessary to ensure cost-effective and efficient health care, and must be a member of Case Management Society of America. Membership belongs to the corporation, and it shall notify the corporation as to its designated representative.
- d. **Student Membership.** Student membership shall be any person who is either enrolled in a program of case management or related health or human services field that leads to a baccalaureate degree, licensure or national certification or graduate degree.
- e. **Company Individual Membership.** Company individual membership shall be those groups of individuals (5 or more) who are being sponsored by a company and receive individual membership. The membership belongs to the company and it shall notify the corporation as to its designated representatives.
- f. **Special Membership.** Special Membership shall be limited to those individuals whose professional expertise and knowledge are deemed by the Board of Directors to be significant in assisting the corporation attain its objectives, and must be a member of Case Management Society of America. Special members shall be proposed, selected and approved by a majority vote either by mail ballot or at a meeting of the Board of Directors. Each special member shall have the right to vote on all matters submitted to the membership and be eligible for election to the Board of Directors.

Section 2. Application and Admission For Membership. Applicants shall complete and sign a membership application form approved by the Board of Directors and submit the application with applicable dues and any fees to the office of the Case Management Society of America. Admission of all applicants for membership shall be in accordance with the requirements of the Case Management Society of America.

Section 3. Resignation. Any member may resign by filing a written resignation with the Secretary but such resignation shall not relieve the member of the obligation to pay any unpaid dues, assessments, fees or charges accrued before the resignation is received.

Section 4. Termination of Membership. The membership of any member may be terminated or suspended, as more fully set forth below, without hearing or prior notice, where the member is delinquent for a period of 60 days in the payment of corporation dues, assessments, fees or charges owed by that member. The Board of Directors by a two-thirds vote may expel a member for cause [in addition to non-

payment of dues, assessments, fees or charges] after appropriate notice and a due process hearing is offered in accordance with procedures adopted by the Board of Directors, at which time the member may respond in person or in writing, and may be represented by counsel if the members so elects. Appeal from a Board vote of suspension or termination made be made in accordance with procedures adopted by the Board of Directors asking the Board of Directors to reconsider its decision, and the Board agrees to do so.

Section 5. Transfer of Membership. Case Manager membership in the corporation is not transferable or assignable, except as stated in Article III, Section 1c and e.

ARTICLE IV AFFILIATION WITH CASE MANAGEMENT SOCIETY OF AMERICA, INC. ("CMSA")

Section 1. General Affiliation. The corporation shall affiliate with CMSA under the CMSA-Affiliate Agreement which shall govern the relationship of the parties, and agrees to adopt the CMSA model affiliate bylaws.

Section 2. Financial Relationship with CMSA. This corporation shall receive from CMSA the "local chapter" share of the CMSA dues. This corporation shall determine the amount of local dues to be added to national dues.

Section 3. Chapter Representation at CMSA Meetings. This corporation shall be represented at CMSA Meetings through a designated representative, who shall be registered with CMSA.

Section 4. Restrictions on Chapter Statements and Actions. The corporation shall not express any position or statement, or take any action, on behalf of or binding CMSA without the express prior consent of the Executive Committee or Board of Directors of CMSA.

ARTICLE V DUES AND OTHER CHARGES

Section 1. Dues, Assessments, Fees, and Charges. Membership dues, and assessments or application fees or other charges if any shall be established from time to time by the Board of Directors as it may deem necessary and proper. Each member shall be obligated to pay applicable dues, assessments, fees and charges in full for the year in which membership is held.

Section 2. Delinquency, Membership, Suspension and Termination. Any member who is delinquent in dues, assessments, fees or charges for a period of sixty (60) days from the time said amounts shall become due, shall be notified of such delinquency and suspended by the corporation from membership services. If payment is not made within the next succeeding thirty (30) days, the delinquent member shall be dropped from membership and all rights and privileges of membership shall be automatically terminated. Such suspension or termination, at the request of the member, may be temporarily vacated by affirmative action by the Board of Directors.

Section 3. Refunds. No dues, assessments, fees or other payments shall be refunded to any member whose membership terminates for any reason.

Section 4. Contractual Obligation to Pay Dues Assessments, Fees, Charges. Acceptance of membership in the corporation signifies acceptance of a contractual obligation to pay dues, and any assessments, fees or charges which accrue to that member.

ARTICLE VI MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at such time and place as the Board of Directors may determine, for the transaction of all proper business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called either by the Board of Directors at any time, or shall be called upon the written request of fifteen members entitled to vote within thirty days after the filing of the request with the President or Executive Director. The business to be transacted at any Special Meeting shall be stated in the notice thereof.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting, not less than ten nor more than forty days before the day. If such notice is given by mail, such notice shall be deemed to be delivered on the second day following the day such notice is deposited in the United States mail addressed to the member at the member's address as it appears on the records of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting.

Section 4. Quorum. A minimum of twenty percent (20%) of members entitled to vote shall constitute a quorum at any membership meeting. If a quorum is not present at any meeting of members, a majority of the members present and entitled to vote may adjourn and reconvene the meeting when there is a quorum from time to time without further notice.

Section 5. Voting. Each member of the Chapter under Article III, Section 1, shall have one vote, and may take part and vote electronically by email or in writing by letter. Voting by proxy shall not be permitted. Unless specifically provided otherwise in these Bylaws, a majority vote of those members entitled to vote present and voting shall govern.

Section 6. Method of Voting (by Mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission)). Voting on all matters may be conducted by mail or by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws (including the proviso that each such member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member). Proposals to be offered to the members for a vote shall first be approved by the Board of Directors unless the proposal is endorsed by twenty percent (20%) of the members entitled to vote in which case Board approval shall not be necessary. On any vote, no less than twenty percent (20%) of all members entitled to vote shall cast a ballot to constitute a valid action and a majority of those voting shall determine the action.

Section 7. Rules of Order. Parliamentary procedure for the meetings and proceedings of the corporation shall be governed by the most recent edition of ROBERTS RULES OF ORDER, except as may be otherwise provided by law or these Bylaws.

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer. The Vice President, the Secretary and the Treasurer shall be elected by the membership and shall serve until their successors have been duly elected and assume office. Following the conclusion of the President's term, the President-Elect shall automatically succeed to the Presidency at the adjournment of the Annual Meeting.

Section 2. Qualifications for Office. Any Case Manager Member or Special Member entitled to vote and in good standing shall be eligible for nomination and election to any elective office of the corporation.

Section 3. Nomination and Election of Officers. In accordance with the procedure specified in ARTICLE X, Section 2, the Nominating Committee shall prepare and submit to the Members entitled to vote

a nomination for each of the offices subject to election. Any person so nominated shall have consented prior to nomination.

Section 4. Term of Office. Each officer will take office immediately following Installation at the Annual Meeting and shall serve for a term of one year or until a successor assumes office. Each officer will serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Removal. Any officer may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 7. President. The President shall chair the Board of Directors and the Executive Committee, and shall be the chief executive officer of the corporation. The President may also observe and participate as a nonvoting member ex-officio on all committees except the Nominating Committee. The President shall make all required appointments of standing and special committees. At the Annual Meeting of the corporation and at such other times as the President shall deem proper, the President shall communicate to the membership such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the corporation. The President shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 8. President-Elect. The President-Elect shall succeed to the presidency the year following election as President-Elect. The President-Elect works closely with the current President to learn the duties of the Presidency to prepare to assume that office. The President-Elect serves as a member of the Board and performs such duties and assumes such responsibilities as may be assigned by the President and Board of Directors.

Section 9. Vice President. The Vice President shall perform the duties of the President in the event of the President's inability to serve. The Vice-President assists the President in the performance of his/her duties by performing duties and responsibilities assigned by the President and Board of Directors. The Vice-President participates and votes in all Board meetings.

Section 10. Secretary. The Secretary shall provide for the proper recording of proceedings of the corporation, Board of Directors and all committees; provide for accurate membership records; provide for proper notices to members; maintain the seal of the corporation; perform all the duties customarily incident to the office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors; and may delegate any of these duties as specified by the Board of Directors to an executive director or other staff, or the Executive Director of CMSA with the concurrence of CMSA, or other designee.

Section 11. Treasurer. The Treasurer shall be responsible for all funds, accounts and securities of the corporation and the collection of all dues, and assessments, fees and charges if any, and the deposit and disbursements of all moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors; and may delegate any of these duties as specified by the Board of Directors to an executive director or other staff, or the Executive Director of CMSA with the concurrence of CMSA, or other designee. The Treasurer shall report the financial condition of the corporation at all meetings of the Board of Directors and at each fiscal year, the Treasurer shall prepare an annual report which will reflect an audit or management review of a Certified Public Accountant as determined by the Board of Directors. At the expiration of the term of office, the Treasurer shall deliver over to the successor in office all books, money, and other property in the Treasurer's custody and control, or, in the absence of a successor, shall deliver such properties to the President.

Section 12. Chapter Executive Director. The Chapter may employ or retain an Executive Director who shall be responsible for the day to day operation of the corporation, and perform such duties and such programs and policies as may be directed by the Board of Directors. The Executive Director or designee thereof also will perform any functions as may be delegated by the Treasurer, including signing

any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. If required by the Board of Directors, the Executive Director shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Executive Director or designee thereof also will perform any functions as may be delegated by the Secretary, including maintaining the minutes of the meetings of the Board of Directors and members in one or more books provided for that purpose; seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law: being custodian of the corporate records and of the seal of the corporation; and seeing that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws.

ARTICLE VIII **BOARD OF DIRECTORS**

Section 1. Authority and Responsibility. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have the supervision, control and direction of the affairs of the corporation, its committees and any publications; shall determine its policies or changes therein; and shall actively prosecute its objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority to the Executive Committee.

Section 2. Composition. The Board of Directors shall consist of the President, the President-Elect, the Vice President, the Secretary, the Treasurer, six members entitled to vote of the corporation who shall be elected as Directors and who shall be in addition to the four officers, and the Immediate Past President of the corporation. The immediate past president shall serve a one-year term on the Board of Directors.

Section 3. Manner of Election and Term. The Directors subject to election shall be elected by vote of the members entitled to vote. Three Directors shall be elected each year for a term of two years.

Section 4. Reelection. No member of the Board of Directors who has served a full two-year term shall be eligible for reelection for the same office until at least one year shall have elapsed.

Section 5. Nominations. The Nominating Committee, acting in accordance with ARTICLE X, Section 2 of these Bylaws, shall present to the membership, at least thirty days before the Annual Meeting, at least one nomination for each seat on the Board of Directors that is vacant or expiring.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a quorum is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by these Bylaws. Voting rights of a Director shall not be assigned to another Director or exercised by proxy.

Section 8. Regular and Special Meetings. A regular meeting of the Board of Directors shall be held no less than three times during each fiscal year at such time and at such place as the Board may prescribe. Special meetings of the Board may be called by the President or at the request of any two Directors. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 9. Notice. Notice of all Regular Meetings shall be provided to all Directors by mail, electronic mail, facsimile, personal delivery, overnight express service, or telephone not less than thirty (30) days before the meeting is held. Notice of all Special Meetings shall be provided to all Directors by mail, electronic mail, facsimile, personal delivery, overnight express service, or telephone not less than seventy-two hours before the meeting is held. If notice is given by mail, such notice shall be deemed to be delivered on the second day following the day such notice is deposited in the United States mail. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph

company. Any director may waive notice of any meeting and a director's attendance at any meeting shall constitute waiver of notice of such meeting unless such attendance is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 10. Action by Directors Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be received and signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such written voting records shall be filed with the records. Alternatively, the directors may take any action without a meeting which they could take at any meeting of the directors, where such action is based on voting by mail or telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws (including the proviso that each such director shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the director).

Section 11. Absence. Any elected officer or Director who shall have been absent from two consecutive meetings of the Board of Directors during a single administrative year shall be deemed to have resigned from the position on the Board of Directors and the vacancy shall be filled as provided by these Bylaws; provided, however, the Board of Directors may expressly excuse such absence by affirmative vote of a majority of the Board.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors between Annual Meetings shall be filled by the Board of Directors. A Director so elected to fill a vacancy shall serve the predecessor's unexpired term.

Section 13. Removal. A director may be removed for good cause by a two-thirds vote of the Board of Directors.

Section 14. Compensation. Directors and elected officers shall not receive any salaries for their services.

Section 15. Rules of Order. Parliamentary procedure for meetings and proceedings of the Board of Directors shall be governed by the most recent edition of ROBERTS RULES OF ORDER, except as may be otherwise provided by these Bylaws.

ARTICLE IX **EXECUTIVE COMMITTEE**

Section 1. Composition, Authority and Responsibility. The Executive Committee shall consist of six members of the Board of Directors including the President as Chairman, the President-Elect, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The Executive Committee may act in the place and stead of the Board of Directors between Board meeting on all matters, except those specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors for ratification by mail, electronic mail, facsimile, or at the next Board meeting.

Section 2. Quorum, Call of Meetings. A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings of the Executive Committee that business of the corporation shall require, or upon the request from any two members of the Executive Committee.

Section 3. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission. Members of the Executive Committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation or voting in a meeting shall constitute presence in person at the meeting for purposes of determining a quorum and for voting. Voting by mail or by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) is permissible in the same manner as for the Board of Directors under these Bylaws.

Section 4. Vacancies. Any vacancy on the Executive Committee shall be filled in the manner as provided in ARTICLE VII, Section 5. Any committee member so elected to fill a vacancy shall serve the predecessor's unexpired term.

ARTICLE X
SPECIAL AND STANDING COMMITTEES

Section 1. Composition and Authority. The President, with the approval of the Board of Directors, may designate one or more special or standing committees to assist the Board of Directors in management of the corporation; provided, however, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Nominating Committee.

- a. The President shall appoint a Nominating Committee which shall consist of five members entitled to vote not holding office, of whom not more than three shall be past presidents of the corporation but one of whom shall have served on the Nominating Committee the previous year.
- b. At least thirty days prior to the Annual Meeting, the Nominating Committee shall invite suggestions from the membership for those offices and directorships which are vacant or about to expire, allowing at least fourteen days for suggestions. The Nominating Committee shall then nominate candidates for the required offices and directorships of the corporation as provided in these Bylaws and report such nominations at least thirty days before the Annual Meeting. Said nominations shall be voted upon by the Members entitled to vote as these Bylaws prescribe.

Section 3. Meeting Attendance by Telephone; Voting by Mail or Telephone Call or Electronic Mail or Any Other Means of Electronic or Telephonic Transmission. Members of such committees may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation or voting in a meeting shall constitute presence in person at the meeting for purposes of determining a quorum and for voting. Voting by mail or by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission) is permissible in the same manner as for the Board of Directors under these Bylaws.

ARTICLE XI
FINANCE

Section 1. Fiscal Year. The fiscal year of the corporation shall be on a fiscal year basis from September 1 to August 31.

Section 2. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes of for any special purpose of the corporation.

Section 6. Bonding. Trust or surety bonds shall be furnished for the President, Treasurer and such other officers of the corporation as the Board of Directors shall direct. The amount of such bonds shall be determined by the Board of Directors.

Section 7. Audit. The accounts of the corporation shall be audited or reviewed not less than annually by a Certified Public Accountant. The Certified Public Accountant shall provide a report to the Board of Directors.

ARTICLE XII
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The corporation shall provide such annual financial statements and/or audit to CMSA as required under the Affiliation Agreement with CMSA and policies thereunder, and to enable CMSA to carry the corporation on CMSA's group exemption notice to the Internal Revenue Service where applicable.

ARTICLE XIII
WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV
INDEMNIFICATION

The corporation shall indemnify any current or former officer, director, committee member or agent of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, to the full extent permitted by the District of Columbia Nonprofit Corporation Act against expenses actually and necessarily incurred by that person, and any related liabilities, judgments, or claims, in connection with the defense of any action, suit, or proceeding in which that person is made a party by reason of being or having been such officer, director, committee member, agent, or aforementioned corporation designee, except in relation to matters as to which that person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty to the corporation. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any bylaw, agreement, vote of the Board of Directors or members, or otherwise. The corporation shall be entitled to purchase insurance for such indemnification as determined from time to time by the Board of Directors of the corporation.

ARTICLE XV
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Board of Directors at any regular meeting, special meeting, or voting by telephone call or electronic mail or any other means of electronic or telephonic transmission (including facsimile transmission), as provided in these Bylaws (including the proviso that each such director shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the director), and upon due notice of the proposed Bylaws changes.