

# **Integrative Manual Therapy Association Bylaws**

( June, 06)

## **Article I – Principal Office and Corporate Seal**

*Section 1.* The principal office and place of business of the Association in the State of Colorado shall be in Denver County, or at any such other location as the Board of Trustees may from time to time determine. The Board of Trustees may establish other offices and places of business from time to time. The Association shall maintain a registered agent in the State of Colorado.

*Section 2.* The seal of the Association shall be inscribed with the name of “Integrative Manual Therapy Association”, the year of incorporation of “2003”. and the words “Colorado” and “Seal,” and shall be in a form approved by the Board of Trustees, which may alter the same at pleasure.

## **Article II – Records and Definitions**

*Section 1.* The Association shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Trustees and the Members minutes of the proceedings of regional meetings. Committees and Special Interest Groups having any of the authority of the Board, and complete membership information.

*Section 2.* All records, data and materials of this organization shall be the responsibility of the incumbent Board of Trustees.

*Section 3.* All references in these Bylaws to Integrative Manual Therapy Association, the Association, Board of Trustees, Officers, Boards, Regions, Committees, or Special Interest Groups shall refer to the international Association rather than to local regions and chapters, unless stated otherwise.

## **Article III .Membership**

*Section 1. Qualifications.* Membership may be granted to any person over the age of eighteen interested in the business and affairs of the Corporation following nomination and acceptance by the Board of Trustees and payment of such dues as the Board may establish from time to time who:

- (i) meets the criteria below for each category of membership in the Association,
- (ii) shares in and supports the purposes of the Association;
- (iii) abides by these Bylaws, principles of ethics of the Association and such other rules and regulations as the Association may adopt; and
- (iv) meets such additional criteria for each category of membership in the Association as the Board of Trustees may from time to time establish.

*Section 2. Tenure.* Any member may terminate membership in the Integrative Manual Therapy Association by giving written notice to the Association at its principal place of business.

*Section 3. Classes and Qualities for Membership.* There will be seven classes of membership (collectively, the “Members”). Categories of membership shall be determined in accordance with the following:

(i) *Professional Member.* This is the main membership category for the Association. Professional Members must present proof of academic credentials when submitting their application for membership. To qualify as a Professional Member an individual shall either:

- (a) hold a diploma of which its primary field of content for study is in integrative manual therapy and granted by a state’s Department of Higher Education, or
- (b) hold a degree of which its primary field of content for study is in integrative manual therapy and which was awarded by a regional accrediting body, or
- (c) *up until August 31, 2005*, an individual who has more than 500 hours of classroom training and 200 hours of practical clinical experience within the field of integrative manual therapy, and who does not hold a diploma or degree, or
- (d) *after September 1, 2005*, an individual who has more than 500 hours of classroom training and 200 hours of practical clinical experience within the field of integrative manual therapy, and who does not hold a diploma or degree may petition the Board of Trustees for membership in the Association under the Professional membership category. A candidate who meets the standards, requirements and qualifications established by the Board of Trustees and whose petition has been approved as a Professional Member shall be admitted to the Association as a Professional Member.
- (e) In addition, other qualifications for Professional membership are:
  - an interest or involvement in the advancement of integrative manual therapy and a desire to uphold the mission and principles of the Association,
  - high moral, ethical and professional standing as attested to by one sponsor who is an Integrative Manual Therapy Association member in good standing, and
  - an agreement to make worthwhile contributions to the field of integrative manual therapy including, but not limited to, publishing, teaching, clinical practice, basic research, or participation in Association governance.

(ii) *Associate Member.* An Associate Member is an individual who has less than 500 hours of classroom training and 200 hours of practical clinical experience within the field of integrative manual therapy, or an individual with more than 500 hours of classroom training and 200 hours of practical clinical experience who has chosen not to petition the Board of Trustees for entry into the Professional membership category. Certain benefits may not be available.

(iii) *Emeritus Member.* Any Professional Member who has been a member of the Association for at least fifteen years may upon reaching the age of sixty-five apply for Emeritus status. The Board of Trustees must approve all Emeritus memberships. Emeritus Members retain all rights and privileges of membership as applicable to the Professional category.

(iv) *Life Member.* Life membership shall be conferred upon any Professional Member who has served as President of the Integrative Manual Therapy Association.

(v) *Sustaining Member.* Any individual that expresses an interest in supporting the advancement of integrative manual therapy and/or collaborating with Members of the Association including, but not limited to, national leaders in comparative fields of study as integrative manual therapy, i.e. chiropractic, physical therapy, massage therapy, osteopathy, naturopathy, medicine, psychiatry, etc., may be considered for Sustaining membership in the Association by the Board of Trustees. Certain benefits may not be available.

(vi) *Affiliate Member.* Any individual or organization that provides products and/or services, which enhance the Association or its member's ability to meet the health needs of the integrative manual therapy community. Certain benefits may not be available.

Additional qualifications that an Affiliate Member applicant is required to meet before being granted membership are:

- (a) Board of Trustee approval of the membership application to ensure that there are no conflicts of interest between the Affiliate member and the Association and
- (b) a pledge signed by the individual or the President of the organization's Board of Directors agreeing to comply with the Association's standards of ethical practice.

(vii) *Student Members.* Students enrolled in a program of study that is preparing them for integrative manual therapy work as defined for a Professional Member shall be eligible to become Student Members of the Association upon application and endorsement by their faculty advisors. Eligibility for Student membership does not extend more than four years past the date of the initial application. Certain benefits may not be available.

(viii) *Other Categories.* The Board of Trustees may designate other types of membership and such as it may deem appropriate from time to time.

*Section 4. Membership Term, Voting Right Classifications, and Qualification.* The term, voting rights, if any, characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members shall be determined by the Board of Trustees to the extent not set forth in these Bylaws. Application for membership and/or petition for classification in the Association shall be made pursuant to procedures established by the Board.

*Section 5. Determination of Membership Dues and Obligation to Pay.* Membership in the Association carries a definite obligation to pay any membership dues and assessments established by the Board of Trustees. The Board shall fix the amount of membership dues and/or assessments, if any, for all membership classes under the following limitations:

(i) Dues for each class of membership shall be determined by the Board of Trustees, subject to approval by the Voting Members present and voting at the Annual Meeting provided that a written notice and explanation of the proposed dues change shall have been mailed to the members at least thirty days in advance of the meeting.

(ii) Dues may not be increased at any one time by more than fifteen percent of the current dues.

(iii) Dues may not be increased more than once in a three year time period.

*Section 6. Effective Date of Membership.* Membership shall become effective on the first day of the month following receipt by the Association of the dues from a member. Membership shall be in effect for twelve months from the effective date of the membership. Dues for renewal of membership shall be due and payable on the first day of the month in which the original membership became effective.

*Section 7. Continuity.* Membership in the Association shall be continuous on an annual basis.

*Section 8. Rights.* The Board of Trustees shall determine what benefits are offered to each, or any classes of members to the extent not set forth in these Bylaws, except as otherwise provided herein:

(I) *Board of Trustees.* Only Professional, Emeritus and Life Members may serve on the Board of Trustees.

(iii) *Voting.* Only Professional, Emeritus and Life Members (collectively, the “Voting Members”) shall be entitled to vote for the election of Trustees and with respect to any other matter presented to the Members for a vote.

(iii) *Officers.* Only Professional, Emeritus and Life Members may serve as an elected Officer.

(iv) *Regions, Chapters, Committees, and Special Interest Groups.* Only Professional, Emeritus and Life Members may serve as Committee Chairs.

*Section 9. Transfer of Membership.* No Member may transfer, assign, or otherwise dispose of his or her voting membership in the Association.

*Section 10. Forfeiture if Membership.* The Board of Trustees shall have the power to terminate membership in the Association. No dues shall be refunded to a Member whose membership is forfeited for any reason. Membership in the Association, and or specific membership rights, may be forfeited for any of the following reasons:

(i) Failure to pay the required dues in full in a timely manner by the due date established by the Board of Trustees, or according to policies adopted by the board membership,

(ii) Caused-based acts or conduct, which is disruptive or injurious to the interests, welfare or objectives of this Association, or

(iii) Violation of the Association’s Code of Ethics as determined pursuant to the disciplinary procedures adopted by the Association.

Any charge relating to the unethical behavior or misconduct of a Member shall be presented to the Board of Trustees over the signatures of two Voting Members in good standing. The Board shall provide for investigation of the charges and, if they are found to have substance, the Board shall counsel the Member with a view toward possible modifications of their behavior. Failing this, the Board shall determine appropriate action.

However, before taking such action, the Board shall notify the Member of the precise nature of the charge and offer the Member an opportunity to present evidence in their own behalf. The opportunity to present evidence, either in writing or to be heard orally shall be provided not less than fifteen days before the effective date of the forfeiture by the Member’s chapter or in the case of a non-chapter Member, by the Board of Trustees.

Notification to a Member subject to forfeiture shall be given thirty days prior notice of the proposed termination. Such notice shall be given by certified mail sent to the last address of the Member shown on the Association's records.

*Section 11. Reinstatement of Membership.* Any Member whose membership in the Association has been forfeited may be reinstated, at the sole discretion of the Board of Trustees, upon such terms and conditions as it may establish.

*Section 12. Inspection of Books and Records.* The Voting Members shall have the right, on written or oral demand, from time to time to examine and photocopy at their expense, in person or by agent or attorney, at any reasonable time and for any purpose, all of the books and records of account of the Association, its last annual and most recently published financial statement, and minutes of all acts and proceedings of the Board of Trustees.

#### **Article IV – Meetings of Members**

*Section 1. Annual and Regular Meetings.* There shall be an Annual Meeting of the Members immediately preceding the Annual Meeting of the Board of Trustees each year to be held at a time and place so designated by the Board. The Annual Meeting shall be for the purpose of electing the members of the Board of Trustees and Officers, receiving reports on the activities of the Association, determining the direction of the Association for the coming year, and for the transaction of such other business as may be properly come before the meeting. There may be other Regular Meetings of the membership as the Board may decide.

*Section 2. Notice of Annual and Regular Meetings.* Written notice of any Annual or Regular meeting of the voting membership shall be given to the Members postmarked by first class mail not less than thirty days before the time set for such a meeting. The Notice must include the time, date, place, hour of the meeting, and the purpose of such meeting. The Association may provide Notice of any Meeting of the voting membership by any means of electronic delivery that is allowed by the Colorado Revised Nonprofit Corporation Act at the time the Notice is given. The Notice of such Annual or Regular Meeting shall special the business to be transacted at, and the purpose of any Meeting of the Members.

*Section 3. Special Meetings.* Special Meetings of the membership may be called at any time by the Board of Trustees, the Executive Committee, by the President of the Board, or by a majority of voting members in a meeting where quorum is met. .

The Board shall fix the time and place for holding any Special Meeting of the Members. If called by the Board of Trustees, written Notice of the time and place of a Special Meeting shall be given or mailed to the Members at least ten days before the date fixed for such meeting. Such Notice must include the time, date, place, and hour of the meeting. The Notice of such Special Meeting shall special the business to be transacted at. and the purpose of any Special Meeting of the Members.

*Section 4. Action Without a Meeting.* My action required by law to be taken by the Voting Members, or any other action, which may be taken by the Voting Members, may be taken without a meeting if there is advance consent in writing, setting forth the action so taken, and signed by the Voting Members.

*Section 5. Quorum.* The Voting Members present at any properly announced meeting shall constitute a quorum. Except as provided specifically to the contrary by law, by the Association's Articles of Incorporation, or by these Bylaws, the act of a majority of the Voting Members present at a meeting at which quorum is met shall constitute a valid vote.

## Article V .Board of Trustees

*Section 1. Board Role.* There shall be a Board of Trustees, also referred to as the “Board”. that is responsible for determining the overall policy and direction of the Association. The Board of Trustees shall carry out the policies of the Association and speak in its behalf when representing the Association.

The professional responsibility of the Integrative Manual Therapy Association Board of Trustees extends beyond that of the normal Association membership and, thus, each Trustee shall assume the responsibilities of attendance at meetings as well as other tasks of office. It is an honor and recognition of professional integrity to be elected to the Board of Trustees, and Board membership carries with it significant responsibility.

The Board delegates responsibility of day-to-day operations to the Chief Executive Officer, staff and Committees. It shall take such actions, as it considers necessary to carry out the objectives of the Association. Regardless of title, all members of the Board of Trustees shall be considered as “directors” throughout these Bylaws, unless otherwise specified.

At the request of the President, individual members of the Board, or the Chief Executive Officer may be asked to represent both the Board and the Association at meetings or activities to which the Association has been invited to have representation. Geographic location and travel funds are taken into consideration when selecting someone for this purpose.

*Section 2. Board Size.* The Board of Trustees shall be composed of not less than twelve, but not more than twenty-two Trustees who need not be residents of the State of Colorado. In the event that the election of additional individuals to the Board of Trustees results in more than twenty-two Trustees serving on the Board at any time, without these Bylaws having been previously amended to increase the number of authorized Trustees beyond twenty-two Trustees, then the action of the Board of Trustees resulting in such election shall automatically be deemed to constitute an amendment to these Bylaws increasing the number of authorized Trustees provided for to the number of Trustees actually serving in such capacity.

*Section 3. Composition.* The Association’s Board of Trustees shall be composed of the following:

- (I) President
- (ii) Vice President/President-elect
- (iii) Secretary
- (iv) Treasurer
- (v) Immediate Past President
- (vi) Academic Advocate
- (vii) Patient Advocate
- (viii) Chief Executive Officer –Perpetual in Ex Officio capacity
- (ix) Chair, Education Committee
- (x) Chair, Ethics & Standards Committee
- (xi) Chair, Finance Committee
- (xii) Chair, Governance Committee
- (xiii) Chair, History & Archives Committee
- (xiv) Chair, Membership Committee
- (xv) Chair, Regions Committee
- (xvi) Chair, Technology Committee

and such other members as shall be elected by the Voting Members.

The terms of office for the Board of Trustees and the start of the Association year shall commence at the adjournment of the annual business meeting, or if there is no annual business meeting in September following the election. No Member of the Board of Trustees shall serve more than two consecutive terms in such capacity.

*Section 4. Eligibility.* With the exception of Board appointed Trustees, to be eligible to serve as a Trustee a candidate must be a Professional, Emeritus or Life Member of the Association for a minimum of one year.

*Section 5. Term Limits.*

- (i) The President shall hold the office for a two-year term and then succeed to Immediate Past President for a two-year term. The President position is not eligible to serve more than one consecutive term in office. If for any reason the President shall choose not to continue on to the office of the Immediate Past President, they will then be ineligible to serve again in the Vice President/President-elect position for one term. The President who has completed an Immediate Past President position for the full term may be eligible to run for President by nomination of the voting members in a meeting at which quorum was met. The Board will then approve Board-candidacy by consensus vote at a meeting at which quorum was met.
- (ii) The Vice President/President-elect shall hold the office for a 2-year term and then succeed to President for a 2-year term. The Vice President/President-elect position is not eligible to serve more than one consecutive term in office. If for any reason the Vice-President/President-elect shall choose to not continue on to the office of President, they will then be ineligible to serve again in the Vice-President/President-elect position for a period of one term following their service. The Vice-President may become eligible to serve again as Vice President after serving a full term as Immediate Past President. The Immediate Past President may become eligible to serve again with nomination by the voting members at a meeting at which quorum was met. The Board will then approve Board candidacy by a consensus vote at a meeting at which quorum was met.
- (iii) The Immediate Past President shall hold the office for a 2-year term & is not eligible to serve more than one consecutive term. If for any reason the Immediate Past President shall choose to not hold office, they will then be ineligible to serve again as Vice President/President-elect for a period of one term following their service. The Immediate Past-President becomes eligible to serve again in a Board capacity with a nomination of voting members at a meeting at which quorum was met. The Board will then approve Board candidacy by a consensus vote at a meeting at which quorum was met.
- (iv) The Secretary shall hold the office for a three (3)-year term. The Secretary may not serve more than two (2) consecutive terms, and then becomes eligible to serve again after a lapse of one term.
- (v) The Treasurer shall hold the office for a three (3)-year term. The Treasurer may not serve more than two (2) consecutive terms, and then becomes eligible to serve again after a lapse of one term.
- (vi) The Academic Advocate shall hold the office for a three-year term. The Academic Advocate may not serve more than two consecutive terms, and then becomes eligible to serve again after a lapse of one term.
- (vii) The Patient Advocate shall hold the office for a three-year term. The Patient Advocate may not serve more than two consecutive terms, and then becomes eligible to serve again after a lapse of one term.

(viii) The Standing Committee Directors: Region, Finance, Membership, Ethics & Standards, Programs, Education, Research, Governance, Technology, and History & Archives shall hold the office for a three-year term. A Director may not serve more than two consecutive terms, and then becomes eligible to serve again after a lapse of one term.

(ix) A Board member may extend a full or partial term in continuation with their present term with nomination of the voting members of the Association (exclusive of Board members) and a majority vote of the voting members at a meeting where quorum was met

(x) It is intended that Board rotations shall be staggered with not more than 1/3 of the board to rotate off the board at any one time.

*Section 6. Compensation.* The Association's Board of Trustees is an all volunteer Board and shall receive no compensation other than the reimbursement of reasonable expenses incurred by such Trustee in connection with services render to, or for, the Association.

*Section 7. Annual Meeting.* There shall be an Annual Meeting of the Board of Trustees immediately following the Annual Meeting of the Members each year to be held at a time and place so designated by the Board without Notice required other than by these Bylaws. The Annual Meeting shall be for the purpose of installing new Trustees and Officers, receiving of reports on the activities of the Association, determining the direction of the Association for the coming year, and for the transaction of such other business as may be properly come before the meeting.

*Section 8. Regular Meetings and Notice.* In addition to the Annual Meeting, the Board shall meet quarterly throughout the year at dates and locations to be determined by the Board of Trustees. The Board may hold additional Regular Meetings as they may decide.

Written notice of such Regular Meetings shall be given to the Trustees either in person or postmarked by first class mail at least fourteen days before the date fixed in advance of the Regular meeting. Notice must include the date, place, hour of the meeting, and any business known to be brought before the membership.

The Association may provide Notice of any Regular Meeting of the Board by any means of electronic delivery that is allowed by the Colorado Revised Nonprofit Corporation Act at the time the Notice is given. The Notice of any Regular Meeting need not specify the business to be transacted at any such Regular Meeting of the Board of Trustees.

*Section 9. Special Meetings and Notice.* Special Meetings of the Board of Trustees may be called at any time at the call of the President of the Board or by the request of any three Trustees. The Board shall fix the time and place for holding any Special Meeting of the Board.

Written notice of such Special Meetings shall be given to the Trustees either in person or postmarked by first class mail at least fourteen days before the date fixed in advance of the Special Meeting. Notice must include the date, place, hour of the meeting, and any business known to be brought before the membership.

The Association may provide Notice of any Special Meeting of the Board by any means of electronic delivery that is allowed by the Colorado Revised Nonprofit Corporation Act at the time the Notice is given. The Notice of such Special Meeting shall specify the business lobe transacted at, and the purpose of, any meeting of the Board of Trustees.

*Section 10. Attendance at Meetings.* Meetings of the Board, except Executive Committee Meetings, shall be open to Members of the Association and by invitation of the President to non-Members.

*Section 11. Minutes of Meetings.* Copies of the Minutes of all meetings of the Board of Trustees shall be distributed to members of the Board.

*Section 12. Quorum.* A majority of the voting Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. Less than a quorum may adjourn from time to time without further Notice until a quorum is secured. Except as provided specifically to the contrary by law, by the Association's Articles of Incorporation, these Bylaws, or by parliamentary authority the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. No proxy voting shall be permitted. A consensus vote of the Board of Trustees at a meeting at which quorum is met constitutes a valid vote.

*Section 13. Teleconferencing.* The Board of Trustees may permit any Trustee, or any Member of a Committee, Region, Chapter, or Special Interest Group designed by the Board, to participate in a Regular or Special Meeting thereof through the use of any means of telephone conference call, or by any other means of communication by which all participants in the meeting can hear one another during the course of the entire Meeting and otherwise full participate in the meeting. A Trustee participating in a meeting in this manner shall be deemed to be present in person.

Any Trustee participating in a meeting of the Board, or any Member of a Committee, Region, Chapter, or Special Interest Group designed by the Board, may participate by any other electronic means allowed by the Colorado Revised Nonprofit Corporation Act at the time the meeting takes place.

*Section 14. Vacancies.*

(i) In the event of disability or withdrawal of the President, the President-elect for the remainder of the term shall assume the title and all duties and obligations of the office of the President. If this partial term is less than half of a term, the President-elect shall thereafter serve a full term as President.

(ii) Should further succession beyond that of President-elect to the office of President become necessary, the title, duties, and obligations shall be assumed by the most recent Immediate Past President. A vacancy in the Board created by such succession shall be filled as a Trustee for the remainder of the term.

(iii) Any other vacancy occurring on the Board may be filled for the remainder of the term by the vote of a majority of the Trustees remaining in office. A Trustee appointed to fill a vacancy shall serve for the unexpired term of such person's predecessor in office and until such person's successor is duly appointed and shall have qualified. Any position on the Board of Trustees to be filled by reason of an increase in the number of Trustees shall be filled by the Professional, Emeritus or Life Members of the Association as soon as practicable after the time such increase is authorized.

*Section 15. Standard of Conduct for Trustees.* Each Trustee shall perform his or her duties as a Trustee, including without limitation duties as a Member of any Committee of the Board, in good faith, in a manner the Trustee reasonably believes to be in the best interests of the Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

In the performance of their duties, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below, unless the Trustee has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Trustee shall not be liable to the Association or the Members for any action the Trustee takes or omits to take as a Trustee if, in connection with such action or omission, the Trustee performs their duties in compliance with this Section.

The designated persons on whom a Trustee is entitled to rely are:

(i) one or more Officers or employees of the Association whom the Trustee reasonably believes to be reliable and competent in the matters presented,

(ii) legal counsel, a public accountant, or other person as to matters which the Trustee reasonably believes to within such person's professional or expert competence, and

(iii) a Committee of the Board of Trustees on which the Trustee does not serve if the Trustee reasonably believes the Committee merits confidence.

A Trustee, regardless of title, shall not be deemed to be a Trustee with respect to the Association or with respect to any property held or administered by the Association including without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

*Section 16. Conflicts of Interest.* The Board of Trustees acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of all persons who might potentially have any such conflict, nor the avoidance of all transactions involving a conflict of interest, would necessarily serve the best interests of the Association.

Nonetheless, each member of the Board of Trustees is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Board's action on a matter in which such Trustee is financially interested. It is therefore the policy of the Association to avoid the participation of any Trustee in the Board of Trustees' consideration of a matter, which poses a conflict of interest for that Trustee.

(i) For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a Trustee or to any business, financial, or professional organization of which the Trustee or a member of such Trustee's immediate family is a Trustee, Officer, Director, members, owner, or employee.

(ii) Whenever any matter comes before a meeting of the Board of Trustees which gives rise to a potential conflict of interest, the affected Trustee shall make known the conflict to the remaining Trustees present at such meeting, and shall, after answering any questions posed by the other Trustees, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present nor cast a vote.

(iii) If the withdrawal of the affected Trustee results in the absence of a quorum, no action shall be taken on the matter in question until a quorum of disinterested Trustees can be established.

(iv) The Minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected Trustee's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, a consensus vote of all trustees shall constitute a valid vote.

(v) As with all other matters coming before the Board of Trustees, the disinterested Trustees shall pass upon a matter that poses a conflict of interest for another Trustee in a manner which they reasonably and in good faith believe to be in the best interests of the Association. The Board of Trustees shall not authorize under this Section any transaction involving a conflict of interest that would also subject the Association or its Trustees, Directors, Officers, or employees to liability under Section 4941 of the Internal Revenue Code.

*Section 17. Removal of Trustees.* The Voting Members may remove any Member of the Board of Trustees of the Association whenever in their judgment such removal would be in the best interests of the Association. Such removal must be by a consensus affirmative vote of the Voting Members present at the meeting at which quorum was established.

The Board may remove any Member of the Board of Trustees of the Association whenever in their judgment such removal would serve the best interest of the Association. Such removal must be by a consensus of affirmative vote of the Trustees present at the meeting in which quorum is met.

*Section 18. Action Without a Meeting.* Any action required by law to be taken at a meeting of the Board of Trustees, or any committee thereof, or any other action, which may be taken at a meeting of Trustees, or any committee thereof, may be taken without a meeting if every member of the Board in writing either:

[a] votes for such action, or

[b] votes against such action or abstains from voting and waives the right to demand that a meeting be held.

Action is taken only if quorum is met & the affirmative votes for such action is a consensus of the Trustees then in office who were present and voted. The action shall only be effective if there are writings, which describe the action, signed by all Trustees, received by the Association and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the Association with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the Association unless the writings set forth a different date. Any Trustee who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the Association before the writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting and may be stated as such in any document.

## **Article VI .Nomination And Election**

*Section 1. Nominating Committee.* The Board shall elect a Nominating Committee prior to March 1st each year. The Committee shall be comprised of five members that are either Professional, Emeritus or Life Members, including the Chair, none of which shall be a current Member of the Board. The Committee shall elect its own Chair. It shall be the duty of the Committee to recommend the time lines and procedures for the nomination and election process prior to the call for nominations. Such time lines and procedures shall be subject to the approval of the Board.

*Section 2. Candidates.* The Nominating Committee shall present two candidates for each position up for election. The names of the nominees and their written acceptances shall be presented to the Board not later than by May 1st of each year.

*Section 3. Additional Nominations.* Further nominations, accompanied by written acceptance of the nominee, may be entered by petition of a minimum of fifty Members (other than Sustaining or Affiliate Members), and shall be filed with the Association staff officer no later than June 1st of each year following selection of the Nominating Committee.

*Section 4. Elections.* Elections shall be by secret ballot sent to each voting Member so that elections are completed at least forty-five days prior to the annual business meeting. A plurality shall elect. In event of a tie, election shall be by majority vote at the annual business meeting. Trustees thus elected shall hold office until the next Annual Meeting of the Members occurring at the expiration of their terms and until their successors have been elected and qualified.

## **Article VII .Officers**

*Section 1. Number and Qualifications.* The Officers of the Association shall be a President, a Vice President/President-elect, a Secretary, and a Treasurer. Officers need not be members of the Board of Trustees. Any individual may hold more than one office. The Board of Trustees may elect such other Officers as it may deem advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Trustees.

*Section 2. Powers and Duties.* The Officers of the Association shall exercise and perform the respective powers, duties and functions as are stated below, and as may be assigned to them by the Board of Trustees.

(i) The President shall be the Chair and a Member of the Board of Trustees of the Association, and shall preside, or arrange for other Members of the Board to preside, at all meetings of the Members and the Board of Trustees.

The President shall be the principal executive officer of the Association and shall, subject to the general direction and control of the Board of Trustees, have the general supervision, direction and control of the business and affairs of the Association, and its Officers, agents and employees.

The President may sign, with the Secretary, or any other proper Officer of the Board authorized by the

Board of Trustees, any deeds, leases, mortgages, bonds, deeds of trust, contracts or other documents of conveyance or encumbrance of any real property owned by the Association, which the Board has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Trustees to some other Officer or agent of the Board,

The President shall also:

- (a) perform all duties incident to the office of President, and such other duties as may be assigned by the Board of Trustees from time to time,
- (b) recommend to the Board such measures as are considered desirable to further the objectives and broaden the effectiveness of the Association, and
- (c) be an Ex-officio Member of all Committees, except the Nominating Committee or as otherwise provided by these Bylaws, but shall not vote on any question in any Committee except where such vote is necessary to break a tie.

At the annual business meeting, the President shall report for the Board on the general state of the Association and shall present for information or consideration any matters of policy or program that the President or the Board desire to bring to the attention of the Members.

(ii) In the absence or disability of the President, the Vice President/President-elect shall perform all the duties of the President, and when so acting shall have all of the powers of, and be subject to all the restrictions on, the President.

The Vice President/President-elect shall assist the President in the discharge of the duties of the President as the President may direct, shall chair Committees as designated by the Board, and shall perform such other duties as may be assigned from time to time by the President or the Board. The President-elect shall succeed to the presidency at the close of the annual meeting the year following election to the office of President-elect, or in the event of the death, resignation, removal, or incapacity of the President.

(iii) The Secretary shall perform all duties customarily incident to the usual duties of the office and such other duties as may be assigned from time to time by the President or the Board of Trustees. The Board of Trustees may assign the duties of the Secretary in whole or in part.

The Secretary shall:

- (a) keep accurate Minutes of the proceedings of the Members, of the Board of Trustees, and of any Committees of the Board of Trustees,
- (b) ensure that all Notices and meeting announcements are duly given in accordance with applicable law, the Articles of Incorporation and the provisions of these Bylaws,
- (c) be custodian of the Association records of Board Actions in one or more corporate books maintained for that purpose, be custodian of the seal of the Association and shall attest the affixing of the seal of the Association when authorized by the Board of Trustees,
- (d) keep a current record of the mailing and e-mail addresses of each Member of the Board of Trustees, and
- (e) distribute copies of Minutes and the Agenda to each Board Member before the start of any meeting.

(iv) The Treasurer shall perform all duties customarily incident to the usual duties of the office and such other duties as may be assigned from time to time by the President or the Board of Trustees. With the approval of the Board of Trustees. The Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duties incident to the Treasurer's office.

The Treasurer shall:

- (a) be the principal accounting and financial officer of the Association,
- (b) make an annual financial report to the Association at the Annual Meeting of the Board of Trustees, and make a report at each Board meeting,
- (c) have charge and custody of, and be responsible for, all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof,
- (d) deposit such finds in the name of the Association in such depositories as shall be designated by the Board of Trustees,
- (e) keep accurate books of account and records of financial transactions and condition of the Association, and shall submit such reports thereof as the Board of Trustees may from time to time require.
- (f) have charge of, and be responsible for, the maintenance of adequate books of account for the Association,
- (g) have an annual audit of the Association's books conducted by a certified public accounting firm.

The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

*Section 3. Compensation.* No compensation shall be paid to Officers of the Association for serving in such capacity. The Association shall reimburse an Officer for the reimbursement of reasonable expenses incurred by such individual in connection with services rendered to, or for, the Association.

*Section 4. Removal of Officers.* Any Officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in their judgment such removal would serve the best interest of the Association. Such removal must be by a consensus vote of the trustees present at a meeting at which quorum is met.

*Section 5. Vacancies-* A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, of an Officer elected and appointed by the Board of Trustees may be filled by the Board of Trustees for the unexpired portion of the term.

## **Article VIII . Committees**

*Section 1. Standing Committees.* The Board of Trustees of the Association may designate from among its Members, by a resolution adopted by a majority of the entire Board of Trustees, the following Standing Committees:

- (i) Executive Committee
- (ii) Education Committee
- (iii) Ethics & Standards Committee
- (iv) Finance Committee
- (v) Governance Committee
- (vi) History & Archives
- (vii) Membership Committee
- (viii) Regions Committee
- (ix) Technology Committee
- (x) Such other Standing Committees as the Board deems appropriate

Each of which shall have and may exercise such authority in the management of the Association as shall be provided in such resolution or in these Bylaws. No such Standing Committee shall have the power or authority:

- (i) to authorize any distributions within the meaning of the Colorado Revised Nonprofit Corporation Act.
- (ii) to approve or propose to the Members any action that the Colorado Revised Nonprofit Corporation Act requires to be approved by the Members,
- (iii) to elect, appoint, or remove any Trustee,
- (iv) to amend, restate, alter, or repeal the Articles of Incorporation,
- (v) to amend, alter, or repeal these or any other Bylaws of the Association,
- (vi) to approve a plan or merger not requiring the approval of the Members,
- (vii) to approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Association, with or without goodwill, otherwise in the usual and regular course of business subject to approval by the Members, or
- (viii) to take any other action prohibited by law.

*Section 2. Executive Committee.* The Executive Committee shall consist of the President, Vice President/President-elect, Immediate Past President, Secretary and the Treasurer. The Executive Committee shall have all the authority of the Board to act between meetings of the Board, except with respect to matters that are prohibited by the Colorado Revised Nonprofit Corporation Act.

Whenever in the judgment of the Executive Committee, a question arises that should be put to a vote of the entire membership of the Board, and it cannot await a Regular or Special meeting, the Board of Trustees may vote by small ballot, or other legally accepted means, provided that all Members of the Board of Trustees have consented to having such a vote conducted by such stated means, and that a consensus vote of all Board members in favor of the issue at a meeting in which quorum was met can be considered a vote.

*Section 3. Ad Hoc Committees.* The Board, by a resolution adopted by a consensus of the Board of Trustees at a meeting at which quorum was met, may establish such Ad-Hoc Committees of the Association determined to be necessary or desirable for the purpose of assisting with the conduct of the affairs of the Association, which committees may consist of such individuals as the authority creating the committee deems appropriate and which shall have and may exercise such authority as shall be provided in such resolution, provided that no such committee shall have or exercise any authority regarding the management of the Association or have or exercise any of the powers reserved by law to the Board of Trustees.

*Section 4. Subcommittees.* With prior Board of Trustee approval, Standing Committees and Ad-Hoc Committees may establish subcommittees to assist in their work. Subcommittees may include nonmembers of the Association.

*Section 5. Minutes.* All Standing Committees and Ad-Hoc Committees shall keep regular minutes of their respective transactions.

*Section 6. Designation of Chairs.* The President shall designate the Chair of each Committee at the time of appointment, with the exception of the Nominating Committee. Appointments to Standing Committees shall be made to provide continuity of membership. No Member may serve on any one Committee more than six consecutive years.

*Section 7. Reports.* Each Standing Committee and Ad-Hoc Committee shall submit to the Board a written annual report of its activities that shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a Committee, or as requested by the Board or the President.

*Section 8. Expenses.* No Standing Committees or Ad-Hoc Committees shall incur expenses on behalf of the Association, except as authorized by the Executive Committee, nor shall any Standing Committees or Ad-Hoc Committees commit the Association by any declaration of policy. Funds for Standing Committees and Ad-Hoc Committees expenses shall be authorized by the Board through an annual allotment or upon submission of an estimated budget.

## **Article IX .Organization**

*Section 1. Composition.* The Association shall be composed of Chapter Members and non-Chapter Members. It shall have an Association Board of Trustees, Standing Committees, Ad-hoc Committees, Special Interest Groups, Task Forces, and employees and staff as prescribed in these Bylaws, and as are necessary to accomplish its purposes.

*Section 2. Regions.* The Association will be divided into Regions with geographical boundaries to be established by the Board of Trustees. The boundaries may be redefined, but no later than the Annual Meeting of the Board of Trustees, to take effect the following term of office.

*Section 3. Chapters.* The Board of Trustees according to the policies and procedures adopted by the Board of Trustees may establish Chapters relating to geographic areas actively represented among the Members. These Chapters shall be established by the Board to carry out such activities as it believes will further the objectives of the Association. The Association's Chapter charters are granted by completing the process outlined in the Chapter Formation Procedures Manual. The Board of Trustees shall, from time to time, review the charge and function of all Special Interest Groups and shall make changes in their number, characteristics or organization as may seem desirable.

(i) Membership eligibility in Chapters shall be in accordance with Article III. An eligible Member may affiliate with more than one Chapter upon payment of an additional fee for each additional Chapter.

(ii) To continue to be a Chapter in good standing in the Association, Chapters must continue to meet the criteria for granting a Chapter charter, subject to annual review by the Board of Trustees.

(iii) The Association's Chapter charters are granted by completing the process outlined in the Chapter Formation Procedures Manual. Chapter Bylaws must be in compliance with Association Bylaws and are subordinate thereto.

(iv) The Board of Trustees must approve the initial Chapter Bylaws prior to the Association granting charter. Chapters shall adopt governing documents that shall not be in conflict with the Association Bylaws. All proposed changes and amendments to Chapter governing documents should be reviewed by the Board of Trustees prior to being submitted for a vote by the Chapter membership. Chapter Bylaws shall provide for the election of Chapter Officers.

(v) For each established Chapter that is in good standing with the Association, the Association will remit Chapter share to the Chapter within sixty days following receipt by the Association of the dues from a Chapter Member. Each Chapter shall submit an Annual Report on its activities and a financial statement to the Association staff officer. Requests for additional funds or loans may be submitted to the Board, and may be granted by the Board of Trustees at its discretion. All funds received by a Chapter shall be used exclusively for purposes incident to fulfillment of the Association's objectives.

(vi) The Board has the power to authorize provisional Chapters, subject to such requirements as the Board may determine.

*Section 4. Special interest Groups.* The Board of Trustees according to the policies and procedures adopted by the Board of Trustees may establish Special Interest Groups relating to specific areas of interest actively represented among the Members. These Special Interest Groups shall be established by the Board to carry out such activities as it believes will further the objectives of the Association. The Board of Trustees shall, from time to time, review the charge and function of all Special Interest Groups and shall make changes in their number characteristics, or organization as may seem desirable.

- (i) Membership eligibility in Special Interest Groups shall be in accordance with Article III. An eligible Member may affiliate with more than one Special Interest Group upon payment of an additional fee for each additional Group.
- (ii) To continue to be a Group in good standing in the Association, Special Interest Groups must continue to meet the criteria for granting a Group charter, subject to annual review by the Board of Trustees.
- (iii) The Association's Special Interest Group charters are granted by completing the process outlined in the Special Interest Group Formation Procedures Manual. Special Interest Group Bylaws must be in compliance with Association Bylaws and are subordinate thereto.
- (iv) The Board of Trustees must approve the initial Special Interest Group Bylaws prior to the Association granting charter. Groups shall adopt governing documents that shall not be in conflict with the Association Bylaws. All proposed changes and amendments to Special Interest Group's governing documents should be reviewed by the Board of Trustees prior to being submitted for a vote by the Group membership. Special Interest Group Bylaws shall provide for the election of Group Officers.
- (v) For each established Special Interest Group that is in good standing with the Association, the Association will remit Group share to the Group within sixty days following receipt by the Association of the dues from a Special Interest Group Member. Each Group shall submit an Annual Report on its activities and a financial statement to the Association staff officer. Requests for additional funds or loans may be submitted to the Board of Trustees, and may be granted by the Board at its discretion. All funds received by a Group shall be used exclusively for purposes incident to fulfillment of the Association's objectives.
- (vi) The Board has the power to authorize provisional Special Interest Groups, subject to such requirements as the Board may determine.

*Section 5. Expenses.* No Committee or organization shall incur expenses on behalf of the Association, except as authorized by the Executive Committee, nor shall any Committee or other organization commit the Association by any declaration of policy. Funds for Committee expenses shall be authorized by the Board through an annual allotment or upon submission of an estimated budget.

## **Article X Finances**

*Section 1. Fiscal Year.* The fiscal year of the Association shall follow a calendar year beginning each year on January 1<sup>st</sup>.

*Section 2. Dues and Assessments.* In addition to otherwise stated herein, the following shall be followed in establishing the Association dues and assessments, in addition to those required by the Bylaws of the Association.

- (i) Annual dues for all classes of membership shall be established by the Board of Trustees and subject to approval by the membership.
- (ii) Subject to the authorization of the membership, the Board of Trustees may levy special assessments on the entire membership or on any class of members.
- (iii) The Board may specify the manner in which dues and assessments may be collected.

*Section 3. Salaried Employees.* The Board may authorize the employment of such staff as may be necessary to fulfill the objectives of the Association and set compensation for such employees.

*Section 4. Contracts.* The Board of Trustees may authorize any Officer or Officers, or agent or agents, in addition to the Officer(s) 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 Association. Such authority may be general or confined to specific instances.

*Section 5. Loans.* No loans shall be contracted for, or on behalf of, the Association, and no evidence of indebtedness shall be issued in the name of the Association unless authorized by a resolution of the Board of Trustees. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Trustees, and shall otherwise be confined to specific instances. No loan shall be made to any Officer or Trustee of the Association.

*Section 6. Checks, Drafts and Notes.* All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer or Officers, or such agent or agents of the Association, and in such manner as shall be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the President of the Association.

*Section 7. Deposits.* All funds of the Association, including those not otherwise employed, shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

*Section 8. Investment Managers.* The Board of Trustees shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investments of the assets of the Association.

#### **Article XI — Property**

The property of the Association, unless otherwise directed by donors, shall be held and applied in promoting the general purposes of the Association declared in its Articles of Incorporation. No real estate belonging to the Association shall be conveyed or encumbered except by authority of a consensus vote of the Board of Trustees of the Association at which quorum was met.

Any such conveyance or encumbrance of real estate shall be executed by the President of the Association in the name of the Association, and such instrument shall be duly attested and sealed by the Secretary of the Association.

#### **Article XII — Transactions Requiring Membership Approval**

Notwithstanding anything in these Bylaws to the contrary, neither the Board of Trustees, nor any Committee of such Board, nor any Officer, agent, or employee of the Association shall take any of the following actions without the prior approval of the Members:

- (i) Amendment or restatement of the Articles of Incorporation,
- (ii) Election or appointment of the Trustees of the Association except as these Bylaws may otherwise provide, or
- (iii) Merger, consolidation, reorganization, or dissolution of the Association.

### Article XIII — Indemnification

*Section 1 Definitions.* For purposes of this Article:

(i) The terms “Trustee, Director or Officer” shall include a person who, while serving as a Trustee, Director or Officer of the Association, is or was serving at the request of the Association as a Trustee, Director, Officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan. A Trustee, Director or Officer shall be considered to be serving an employee benefit plan at the request of the Association if her or his duties to the Association also impose duties on or otherwise involve services by her or him to the plan or to participants in or beneficiaries of the plan. The term “Trustee, Director or Officer” shall also include the estate or personal representative of a Trustee, Director or Officer, unless the context otherwise requires.

(ii) The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(iii) The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

(iv) The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(v) When used with respect to a Trustee or Director, the phrase “official capacity” shall mean the office of Trustee or Director in the Association, and, when used with respect to a person other than a Trustee or Director, shall mean the office in the Association held by the Officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Association, but in neither case shall include service for any foreign or domestic corporation or for any partnership, joint venture, trust, employee benefit plan, or other enterprise.

*Section 2. General Provisions.* The Association shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Trustee, Director or Officer of the Association, against expenses, including attorneys’ fees, liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person:

(i) conducted herself or himself in good faith,

(ii) reasonably believed, in the case of conduct in her or his official capacity with the Association, that her or his conduct was in the best interests of the Association, and, in all other cases, that her or his conduct was at least not opposed to the best interests of the Association, and

(iii) with respect to any criminal proceeding, had no reasonable cause to believe that her or his conduct was unlawful.

However, no person shall be entitled to indemnification under this Section 2. either:

(i) in connection with a proceeding brought by or in the right of the Association in which the Trustee, Director or Officer was adjudged liable to the Association or

(ii) in connection with any other proceeding charging improper personal benefit to the Trustee, Director or Officer, whether or not involving action in her or his official capacity, in which she or he is ultimately adjudged liable on the basis that she or he improperly received personal benefit.

Indemnification under this Section 2. in connection with a proceeding brought by, or in the right of, the Association shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

*Section 3. Successful Defense on the Merits and Expenses.* To the extent that a Trustee, Director or Officer of the Association has been wholly successful on the merits in defense of any proceeding to which she or he was a party, such person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by her or him in connection with such proceeding.

*Section 4. Determination of Right to Indemnification.* Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in each specific case upon a determination that indemnification of the Trustee, Director or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made:

- (i) by the Board of Trustees by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or
- (ii) if such a quorum cannot be obtained, by the vote of a consensus of the Members of a Committee of the Board of Trustees designated by the Board, which Committee shall consist of two or more Trustees or Directors who are not parties to the proceeding (Trustees or Directors who are parties to the proceeding may participate in the designation of Trustees to serve on such Committee), or
- (iii) if such a quorum of the Board of Trustees cannot be obtained or such a Committee cannot be established, or even if such a quorum is obtained or such a Committee is so designated, but such quorum or Committee so directs, then by independent legal counsel selected by the Board of Trustees in accordance with the preceding procedures, or
- (iv) by the Members.

Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

*Section 5 Advance Payment of Expenses; Undertaking to Repay.* The Association shall pay for or reimburse the reasonable expenses, including attorneys' fees, incurred by a Trustee, Director or Officer who is a party to proceeding in advance of the final disposition of the proceeding if:

- (i) the Trustee, Director or Officer furnishes the Association a written affirmation of her or his good faith belief that she or he conducted herself or himself in good faith,
- (ii) the Trustee, Director or Officer furnishes the Association with a written undertaking, executed personally, or on her or his behalf, to repay the advance if it is determined that she or he did not conduct herself or himself in good faith, which undertaking shall be an unlimited general obligation of the Trustee, Director or Officer, but which need not be secured and which may be accepted without reference to financial ability to make repayment, and
- (iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

*Section 6 Reports to Members.* In the event that the Association indemnifies, or advances the expenses of a Trustee, Director or Officer in accordance with this Article in connection with a proceeding by, or on behalf of, the Association, a report of that fact shall be made in writing to the Members with, or before, the delivery of the Notice of the next Meeting of the Members.

*Section 7. Other Employees and Agents.* The Association shall indemnify such other employees and agents of the Association to the same extent and in the same manner as is provided above in Section 2 with respect to Trustees, Directors and Officers, by adopting a resolution by a majority of the Members of the Board of Trustees specifically identifying by name or by position the employees or agents entitled to indemnification.

*Section 8. Insurance.* The Board of Trustees may exercise the Association's power to purchase and maintain insurance, including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit, on behalf of any person who is or was a Trustee, Director or Officer of the Association against any liability asserted against her or him, or incurred by her or him, in any such capacity or arising out of her or his status as such, whether or not the Association would have the power to indemnify her or him against such liability under the provisions of this Article.

*Section 9. Non-Exclusivity of Article.* The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, resolution of disinterested Trustee or Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, Director or Officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

#### **Article XIV Parliamentary Authority**

The rules contained in the tenth edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

#### **Article XV— Anti-Discrimination**

Neither membership, nor hill participation in the activities of the Association, shall be denied to any person on account of race, color, religion, sex, age, national origin, disability, or sexual orientation.

#### **Article XVI — Miscellaneous**

*Section 1. Gender.* Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders.

*Section 2. Invalid Provision.* The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

*Section 3. Governing Law.* These Bylaws shall be governed by and construed in accordance with the laws of the State of Colorado.

*Section 4. Effective Date.* These Bylaws shall become effective immediately upon their approval by the membership of the Integrative Manual Therapy Association.

#### **Article XVII - Amendments**

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted & approved by the Executive Board and then by the remaining Trustees with a consensus vote at any meeting of the board at which quorum is met. This will occur provided the Notice of proposed amendment, alteration, or repeal shall have been delivered to each trustee of the Association with Notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for Action.

The above Bylaws were approved and adopted by the Board of Trustees of the Integrative Manual Therapy Association on the 25<sup>th</sup> of June, 2006.

