Amended and Restated Bylaws
Of
Obesity Medicine Association (Effective June 1, 2019)

Article 1 Offices

Section 1.01 Registered Office and Agent. The registered office and agent of the Obesity Medicine Association (the “Association”) shall be as designated by the Board of Trustees from time to time.

Section 1.02 Other Offices. The Association may establish and maintain such other offices at such other places of business both within and without the State of Colorado as the Board of Trustees may from time to time determine.

Article 2 Membership

Section 2.01 Categories of Membership. The Association shall have six (6) categories of membership: U.S. Physician, International Physician, Nurse Practitioner/Physician Assistant, Associate, Retired, and Clinician in Training.

Section 2.02 U.S. Physician. The U.S. Physician category of membership shall have the following structure:

(a) Definition. Any physician legally practicing in the United States under and holding a qualified allopathic degree (MD) or osteopathic degree (DO). Physician members must also have an active and current state medical license.

(b) Membership Benefits. U.S. Physician members are eligible to vote, hold elected office (meaning eligible to be an Officer (as defined below) or a member of the Board of Trustees), and chair or participate in committees.

Section 2.03 International Physician. The International Physician category of membership shall have the following structure:

(a) Definition. Any physician who holds a medical degree from another country (i.e. outside the United States) that is equivalent to an MD/DO degree. International Physician members must also have an active and current medical license in the country of practice.

(b) Membership Benefits. International Physician members are eligible to vote and to chair or participate in committees but not to hold elected office.

Section 2.04 Nurse Practitioner/Physician Assistant. The Nurse Practitioner/Physician Assistant category of membership shall have the following structure:

(a) Definition. Any nurse practitioner/physician assistant who has completed an accredited NP or PA program and/or maintains certification with their approved national certifying body. Nurse practitioner and physician assistant members must also have an active and current state medical license.

(b) Membership Benefits. U.S. based and actively practicing Nurse
Practitioner/Physician Assistant members are eligible to vote, hold elected office in the designated Nurse Practitioner/Physician Assistant board position, and to chair or participate in committees. For purposes of clarification, Nurse Practitioner/Physician Assistant members are not eligible to be an Officer.

Section 2.05 Associate.

The Associate category of membership shall have the following structure:

(a) **Definition.** Any national or international health care professional who is not a physician, nurse practitioner, or physician assistant and who holds an Associate's, Bachelor's, Master's, or Doctorate degree in a field supportive of obesity medicine.

(b) **Membership Benefits.** Associate Members are eligible to vote and to chair or participate in committees but not hold elected office.

Section 2.06 Retired.  The Retired category of membership shall have the following structure:

(a) **Definition.** Any member who has been an active, dues paying member for at least five consecutive years and has completely retired from caring for patients in the field of medicine.

(b) **Membership Benefits.** Retired members are eligible to vote and to chair or participate in committees but not to hold elected office.

Section 2.07 Clinician in Training. The Clinician in Training category of membership shall have the following structure:

(a) **Definition.** Any individual currently enrolled in a medical school, residency program, internship, fellowship program, nursing school, or other medical professional training program. Applicants must provide verification of being enrolled in such a program prior to membership activation.

(b) **Membership Benefits.** Clinician in Training members are ineligible to vote or hold elected office, but they are eligible to chair or participate in committees.

Section 2.08 Membership Dues. The dues investment for each category of membership shall be determined from time to time by the Board of Trustees in consultation with the Executive Director.

Section 2.09 Membership Suspension or Expulsion. A member may be suspended or expelled by the Board of Trustees or by a Committee designated by the Board of Trustees, for any of the following reasons:

(a) Gross or willful misconduct, including violations of applicable Association Code of Conduct or similar policies, if such finding is made by the Board of Trustees or Committee designated by the Board of Trustees by a two-thirds (2/3) vote of a quorum of such trustees or Committee members present and voting; or

(b) Failure to pay dues in a timely manner.
In the case of any suspension or expulsion under paragraph (a) above, the member shall be provided: (i) not less than fifteen days prior written notice of the expulsion or suspension and the reasons therefor, and (ii) an opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion or suspension by a person or persons authorized to decide that the proposed expulsion or suspension not take place. Any written notice given by mail must be given by first-class or certified mail sent to the last address of the member shown on the Association’s records.

An Association member shall be deemed to be in “good standing” if such member is not suspended or expelled. To be and remain eligible to vote or to hold elected or other office (including to serve as a member of the Board of Trustees), and to chair or participate in committees, a member must be in good standing.

Section 2.10 Reinstatement of Membership. Any member who has been suspended or expelled may be reinstated, at the sole discretion of the Board or Committee designated by the Board of Trustees, upon such terms and conditions as it may establish, including as to payment of any unpaid dues.

**Article 3 Meetings of Members**

Section 3.01 Annual Meetings. The annual meeting of members of the Association shall be held at such date, time and place as may be designated by the Board of Trustees.

Section 3.02 Special Meetings. Special meetings of the members may be called by majority vote of the Board of Trustees. Business transacted at any special meeting of members shall be limited to the purposes stated in the notice thereof. Voting at special meetings may be in person or by electronic ballot or email, as determined at the discretion of the Board.

Section 3.03 Place of Meeting. All members’ meetings shall be held at such place as shall be fixed from time to time by resolution of the Board of Trustees.

Section 3.04 Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by electronic mail to the members entitled to vote at the meeting not less than ten (10) days or more than fifty (50) days before the date of the meeting.

Section 3.05 Organization. Meetings of the members shall be presided over by the President, or if the President is not present, by the President-Elect. The Secretary/Treasurer of the Association, or designee, shall act as secretary of every meeting.

Section 3.06 Voting. Except as otherwise specifically provided by the Articles of Incorporation or by these Bylaws or by statute, all matters coming before any annual or special meeting of members shall be decided by a vote of the majority of the votes validly cast.

Section 3.07 Proxies. A member entitled to vote may vote or otherwise act in person or by proxy. Such proxy shall be filed with the Secretary/Treasurer of the Association or designee before or at the time of the meeting.

Section 3.08 Quorum. At any meeting of the members, the members present in person or by proxy who are entitled to vote at the meeting shall be sufficient to constitute a quorum for the transaction of business.

Section 3.09 Meetings by Telecommunication. Any or all of the voting members may participate in
an annual, regular, or special meeting of the members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting may hear each other during the meeting. A member participating in a meeting by this means is deemed to be present in person at the meeting.

Article 4 Board of Trustees

Section 4.01 Composition. The management of the affairs of the Association shall be vested in a Board of Trustees ("Board") of twelve (12) to fifteen (15) members. The Board shall be composed of the following: the five (5) Officers of the Association specified in Section 6.01; between six (6) and nine (9) Physician Members elected by the membership, such number to be specified by the Board from time to time; and one (1) Nurse Practitioner/Physician Assistant Member elected by the membership. In addition, an Ex-Officio Trustee may meet with the Board of Trustees and shall be a non-voting member of the Board of Trustees.

Board members, including the Ex-Officio Trustee, are required to sign and comply with the Association Confidentiality and Intellectual Property Agreement and the Association Conflict of Interest Policy as a condition to being on the Board.

Section 4.02 Role of the Board of Trustees.

(a) Basic Function. The Board shall have the ultimate responsibility for the property, affairs and business of the Association and to make policy on behalf of the Association. The Board may exercise all such lawful powers of the Association and do all such lawful acts that are not by statute or by the Articles of Incorporation required to be exercised by the members of the Association.

(b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Board shall include, without limitation, the following:

(1) Adopt policies and statements that in the case of issues external to the affairs of the Association represent the public position of the Association and on issues of external and internal affairs provide guidance to the staff regarding strategic initiatives of the Association.

(2) Create and participate in a strategic planning process and plan formation encompassing the vision, mission, values and goals of the Association.

(3) Adopt an annual operating budget and receive periodic financial reports, which may include an annual audit of the Association.

(4) Select and employ the Executive Director who shall administer the executive office of the Association under the direction of the Board.

(5) Recommend and appoint committees of the Association.

Section 4.03 Term. The term of each member of the Board shall be for a maximum of three (3) consecutive two (2) year terms. In the event the Nominating Committee determines that extraordinary circumstances have occurred that warrant an occasion whereby it is advisable that an individual who has served the maximum number of consecutive terms allowed should nonetheless be nominated to the Board, the Board shall have the authority to waive the term limitation provision for one additional two (2) year term. Notwithstanding the foregoing, if a member of the Board is an
Officer specified in Section 6.01, the Officer term shall supersede and the Officer shall remain a member of the Board for the duration of the Officer term.

Section 4.04 Vacancies. Any vacancy occurring in the Board may be filled by appointment of the Board or such vacancy may remain until the election of Board members as provided in Article 8, below, as determined at the discretion of the Board. In the event the Board proceeds to fill the vacancy and the unexpired term being filled is for a period of fewer than twelve (12) months, the service of the appointed Board member shall not be considered a "term" for purposes of the three consecutive term limitation provided in Section 4.04, above.

Section 4.05 Resignation and Removal. Any Trustee may resign at any time by mailing or delivering written notice of such resignation to the President and the Executive Director. Any such resignation shall take effect at the time specified therein or if no time be specified, then at the time of receipt thereof. In addition, a Trustee may be removed from office as set forth in the Colorado Revised Nonprofit Corporation Act.

Section 4.06 Ex-Officio Trustee. The position of Ex-Officio trustee shall be governed by the following:

(a) Basic Function. The Ex-Officio trustee shall have the responsibility to provide a historical perspective in guidance to the Board of Trustees. The Ex-Officio trustee shall assist the Board as a non-voting member in an advisory capacity. Selection of an Ex-Officio trustee shall be at the discretion of the Board.

(b) Election; Removal. The Ex-Officio trustee shall be selected by the Board at the Fall Conference of the Association to serve for the following year. The Ex-Officio trustee must be a previous member of the Board. The Board may remove an Ex-officio trustee at any time, with or without cause.

(c) Term. The term of the Ex-Officio trustee shall be for a maximum of two consecutive one-year terms.

Article 5 Meetings of Trustees

Section 5.01 Regular Meetings. The Board of Trustees from time to time may hold regular meetings and fix the time and place of such meetings.

Section 5.02 Special Meetings. Special meetings of the Board of Trustees may be called by the President or the President-Elect on twenty-four (24) hours' notice to each Trustee specifying the time and place of the meeting, and shall be called by such officers in like manner and on like notice on the written request of six (6) or more Trustees submitted to the Executive Director, President and President-Elect.

Section 5.03 Notice of Special Meetings. Notice of a special meeting shall be given to every Trustee, stating the date, time and place of the meeting. The notice need not describe the purpose of the meeting. Notice may be given orally to each Trustee, personally or by telephone, facsimile, electronic mail, first class mail, or private delivery service. The method of notice must be calculated to reasonably deliver actual notice to each Trustee.

Section 5.04 Waiver of Notice. Whenever any notice is required to be given to any Trustee under the provisions of any statute or under the provisions of the Articles of Incorporation or these
Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before, at or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a Trustee at a meeting of the Board shall constitute a waiver of notice of such meeting, except as set forth in the Colorado Revised Nonprofit Corporation Act. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 5.05 Quorum. At all meetings of the Board of Trustees a majority of the whole Board shall constitute a quorum for the transaction of business and, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws, the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum the Trustees present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum be present.

Section 5.06 Action by Trustees without Meeting. Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at such a meeting, may be taken without a meeting as set forth in the Colorado Revised Nonprofit Corporation Act.

Section 5.07 Meetings by Conference Telephone. The Board may permit any Trustee to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Article 6 Officers

Section 6.01 Officers. The officers of the Association (the “Officers”) shall be the President, President- Elect, Vice-President, Secretary/Treasurer and the Immediate Past President. The Board of Trustees may elect and appoint such other assistant officers and agents as may be deemed necessary and prescribe their respective authorities and duties.

Section 6.02 President. The position of President shall be described as follows:

(a) Basic Function. The President shall be the chief elected officer of the Association. The President shall exercise personal leadership in the motivation of other officers, Board members, committee chairs, committee members and membership, and influence the establishment of goals and objectives for the Association during the term of the President. The President shall act as a leader for the Association, working in partnership with the other Officers and members of the Board, as well as the Executive Director. The President shall preside over Board of Trustee meetings.

(b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the President shall include the following:

(1) Preside over all Association conferences and be the chairperson of the meeting at the conferences.

(2) Appoint the chairperson of all committees deemed necessary by the Association, except the Executive Committee and Ethics Committee as otherwise provided in these Bylaws.

(3) Serve as the chairperson of the Executive Committee and the presiding officer at
all Executive Committee, Board and Association meetings.

(4) Work with the President-Elect to create a succession plan to transfer ongoing Association business prior to the start of the incoming new presidential term.

(c) **Term.** The President shall serve a one-year term; provided, however, that any President in such Office prior to December 31, 2019 shall serve a two-year term. Upon the expiration of this term the President shall automatically succeed to the office of Immediate Past President.

Section 6.03 **President-Elect.** The position of President-Elect shall be described as follows:

(a) **Basic Function.** The President-Elect shall be the second highest ranking officer and a member of the Executive Committee. The President-Elect shall support the President in carrying out his or her work.

(b) **Duties, Responsibilities and Authority.** The duties, responsibilities and authority of the President-Elect shall include the following:

   (1) Serve as chairperson of the nominating committee.

   (2) Perform the duties and exercise the powers of the President in the absence or incapacity of the President.

(c) **Term.** The President-Elect shall serve a one-year term; provided, however, that any President-Elect in such Office prior to December 31, 2019 shall serve a two-year term. Upon the expiration of this term the President-Elect shall automatically succeed to the office of President.

Section 6.04 **Immediate Past President.** The position of Immediate Past President shall be described as follows:

(a) **Basic Function.** The Immediate Past President is the third highest ranking elected officer of the Association. The Immediate Past President shall support the President and the Board, as directed.

**Duties, Responsibilities and Authority.** The duties, responsibilities and authority of the Immediate Past President shall include acting on behalf of the full Board of Trustees when directed.

(b) **Term.** The Immediate Past President shall serve a term of one (1) year; provided, however, that any Immediate Past President in such Office prior to December 31, 2019 shall serve a two-year term.

Section 6.05 **Vice-President.** The position of Vice-President shall be described as follows:

(a) **Basic Function.** The Vice-President is the fourth highest ranking elected officer of the Association. The Vice-President shall support the President and the Board, as directed.

(b) **Term.** The Vice-President shall serve a one-year term.
Section 6.06 Secretary/Treasurer. The position of Secretary/Treasurer shall be described as follows:

(a) Basic Function. The Secretary/Treasurer is responsible to work with the Executive Director to review and present periodic financial statements and the annual budget for presentation to the Board of Trustees.

(b) Duties, Responsibilities and Authority. The duties, responsibilities and authority of the Secretary/Treasurer shall include the following:

(1) In conjunction with the assigned staff, serve as the recording secretary of the Association for all business transacted at the Member, Board and Executive Committee meetings, and approve and present Board and Executive Committee meeting minutes to the Board.

(2) In close coordination with the Executive Director, have general supervision of the financial affairs of the Association and make periodic financial statements available to the Board of Trustees and to the Executive Committee in such form and frequency as they may direct.

(c) Term. The Secretary/Treasurer shall serve a one-year term.

Section 6.07 Vacancies. Any vacancy occurring in the officer positions may be filled by appointment of the Board or such vacancy may remain until the election of officer positions provided in Article 8, below, as determined at the discretion of the Board. In the event the Board proceeds to fill the vacancy and the unexpired term being filled is for a period of fewer than twelve (12) months, the service of the appointed officer shall not be considered a "term" for purposes of the officer term limitations as provided herein.

Section 6.08 Resignation and Removal. Any officer may resign at any time by delivering written notice of such resignation to the President and the Executive Director, except written notice of resignation of the President shall be made by mailing or delivering such notice to the President-Elect and the Executive Director. Any such resignation shall take effect at the time specified therein or if no time be specified, then at the time of receipt thereof. In addition, an officer may be removed from office pursuant to the Colorado Revised Nonprofit Corporation Act.

Article 7 Committees

Section 7.01 Formation; Conditions. The Association shall have three (3) standing committees: an Executive Committee, a Nominating Committee, and a Finance Committee, plus other assigned committees as determined by the Board of Trustees.

Committee members are required to sign and comply with the Association Confidentiality and Intellectual Property Agreement and the Association Conflict of Interest Policy as a condition to being on a committee.

Section 7.02 Executive Committee. The composition, function and operation of the Executive Committee shall be as follows:

(a) Composition. The Executive Committee shall be composed of the President, who
shall act as the presiding officer of Executive Committee meetings; President-Elect; Vice-President; Secretary/Treasurer and Immediate Past President. The Executive Director shall attend and participate in all meetings except those related to his or her performance evaluation, and shall not have voting privileges.

(b) **Basic Function.** The Executive Committee shall review and take action on matters that must be acted upon between the full meetings of the Board of the Trustees in situations where a meeting with the full Board is not practicable, and act on other matters as are referred to it by the Board. Minutes of the Executive Committee, other than those relating to confidential personnel matters, shall be communicated within ten (10) business days by the Secretary to the full Board of Trustees.

Section 7.03 **Nominating Committee.** The composition, function and operation of the Nominating Committee shall be as follows:

(a) **Composition.** The Nominating Committee shall be composed of the President-Elect, who shall serve as the chairperson of the Nominating Committee; and four Association members who are appointed by the Board of Trustees. In the absence of the President-Elect, the Vice-President shall serve as the chairperson.

(b) **Basic Function.** The basic function of the Nominating Committee shall be to identify qualified nominees for Board of Trustee and officer positions and such other positions as may be provided for in these bylaws or delegated to the committee by the Board, and to evaluate whether such nominees satisfy the criteria set forth in Article 8 and are willing to serve in such positions, if elected.

(c) **Term.** Nominating Committee members shall serve no more than three (3) consecutive one-year terms.

(d) **Vacancies.** Any member of the Nominating Committee who desires to seek election or re-election to the Board of Trustees or any officer position shall resign from the committee and shall notify the Committee Chairperson on or before the commencement of any meetings of the Nominating Committee, held with respect to such positions. In the event of such resignation, the Board shall fill the vacancy. In addition, if a vacancy occurs on the Nominating Committee by reason of a death, disability or other reasons, such position shall be filled by the Board.

Section 7.04 **Ethics Committee.** The Association may have an Ethics Committee, the composition, responsibility and authority of which shall be set forth in a charter approved by the Board. The chairperson of the Ethics Committee shall be appointed by the Board.

Section 7.05 **Finance Committee.** The composition, function and operation of the Finance Committee shall be as follows:

(a) **Composition.** The Finance Committee shall consist of the Secretary/Treasurer who shall serve as chairman, two Board of Trustee members appointed by the Board of Trustees and the Executive Director who shall be a nonvoting member. In addition, the Finance Committee shall include one or more non-Association and/or non-Board member(s) who has special financial expertise and shall be selected by the Finance Committee with input from the Executive Director.
(b) **Basic Function.** The Finance Committee shall review the annual Association financial statements, and make recommendations to the Board of Trustees on the investment policy of the Association, and have such additional authority and responsibility as determined by the Board.

(c) **Term.** Committee members shall serve a term of two (2) years and may be appointed for successive terms, consistent with the committee composition requirements of Section 7.05(a), above.

Section 7.06 **Committees.** The composition, function and operation of other Association committees shall be as follows:

(a) **Composition.** All members of the Association are eligible to serve on committees unless otherwise stated in these Bylaws. Except as composition is specified in these Bylaws or in a committee charter approved by the Board of Trustees, committee members shall be appointed by the Board of Trustees. Each committee shall have a member of the Board of Trustees serve as a liaison between each committee and the Board, a committee chair and a committee charter to guide and outline its general purpose, and an assigned staff liaison to work with the committee chair and board liaison to align activities with the Association strategic plan.

(b) **Basic Function.** The committees shall complete specific tasks with specific timelines for completion of their duties and furnish a written report on their activities and accomplishments to the Board of Trustees and Executive Director.

Section 7.07 **Proceedings, Quorum and Manner of Acting.** Except as otherwise prescribed by the Board of Trustees, each committee may adopt such rules and regulations governing its proceedings, quorum and manner of acting as it shall deem proper and desirable, provided that the quorum shall not be fewer than two members.

Section 7.08 **Action by Committee without Meeting.** Any action required to be taken at a committee meeting or any action which may be taken at such a meeting, may be taken without a meeting as set forth in the Colorado Revised Nonprofit Corporation Act.

Section 7.09 **Meetings by Conference Telephone.** A committee may permit any committee member to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all committee members participating may hear each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

**Article 8 Nomination and Election of Trustees and Officers**

Section 8.01 **Nomination and Election Process.** Each year the voting members of the Association elect Board of Trustee members and officers of the Association that are up for election. For each election year approximately one-half of the at-large members of the Board of Trustees are elected by the membership. The election process shall be held by electronic ballot or other manner determined by the Board. The nomination and election process is further described in this Article 8.

Section 8.02 **Criteria for Board of Trustee Positions.** The criteria are as follows:
(a) An Association member in good standing in a membership category eligible to hold elective office under Article 2 of these Bylaws for at least two (2) years at the time of taking office.

(b) In order to be eligible to serve as a member of the Board of Trustees elected by the Membership, such members must be board certified by the American Board of Obesity Medicine at the time of election and at the time of taking office (except for the Nurse Practitioner/Physician Assistant member of the Board of Trustees, which member must hold an OMA Proficiency Certificate or equivalent (as determined by the Board) at the time of election and at the time of taking office).

(c) Willingness to observe fiduciary duties including the duties of obedience, loyalty and care to the Association.

(d) Willingness to comply with the Association’s conflict of interest policy.

(e) Willingness to maintain the confidentiality of Association information and protect Association intellectual property, and to sign agreements to this effect, in a form approved by the Board.

(f) Ability to contribute necessary time to attend two Board of Trustee meetings per year in person and participate in conference calls and email communications as needed. Ability to travel for the Association upon request by the Board, monitor Association committees and participate in Association conference calls and the strategic planning sessions as needed.

(g) Ability to contribute necessary time to monitor and participate in committees.

Section 8.03 Criteria for Elected Officer Positions. The criteria are as follows:

(a) Must satisfy the criteria set forth in Section 8.02 above.

(b) Experience having served one full term as a member of the Board of Trustees at the time of taking Office, and for the President-Elect having served previously as an Officer of the Association.

(c) For purposes of clarification, Nurse Practitioner/Physician Assistant members are not eligible to be an Officer.

Section 8.04 Selection Process for Elected Board of Trustee and Elected Officer Positions by Nominating Committee. The selection process utilizing the Nominating Committee is as follows:

(a) Interested and eligible Members must complete an Association nomination application form developed by the Nominating Committee for the position to which they wish to be considered and a conflict of interest form and return the completed forms to the Nominating Committee and Executive Director prior to deadlines established by the Nominating Committee. In addition, the nominee must confirm his or her expectation of the time commitment for the position, confirm eligibility and provide information relative to the criteria for the applicable position and indicate that they are willing and able to serve in the position.

(b) The Nominating Committee shall review the application and conflict of interest forms and other information and select at least one and preferably more than one
qualified candidate for each position for recommendation to the voting membership.

(c) The candidates recommended by the Nominating Committee shall be presented to the Board of Trustees for its final approval before the mailing of an election ballot to the Membership.

Section 8.05 Election Procedure for Elected Board of Trustee and Elected Officer Positions. Candidates recommended by the Nominating Committee shall be chosen pursuant to the following procedure:

(a) Preparation of Ballot. The Board of Trustees shall inform the Association staff in a timely manner of the slate of candidates for the purposes of preparing an electronic ballot and candidate information.

(b) Candidate Information. Each candidate shall have an opportunity to provide information about their qualifications and interests in serving in their respective position. Such information shall be reviewed and approved by the Nominating Committee and Executive Director and will accompany the electronic ballot when disseminated to the membership online. Candidates shall adhere to campaign rules and policies adopted by the Board, and failure to abide by those rules and policies may result in the Board taking remedial action, including declaring the ineligibility of the candidate.

(c) Election. The ballot and related candidate information shall be delivered electronically to all eligible Association members. Votes must be cast according to rules and processes adopted by the Board. The Association executive staff shall tally the votes under the direction of the Immediate Past President and announce the results of the election to the members.

Article 9 Indemnification

Section 9.01 Authority to Indemnify Trustees. The Association may indemnify Trustees as follows:

(a) Except as provided in Section 9.01(d), the Association may indemnify a person made a party to a proceeding because the person is or was a Trustee against liability incurred in the proceeding if:

(1) The person conducted himself or herself in good faith; and

(2) The person reasonably believed:

(i) In the case of conduct in an official capacity with the Association, that his or her conduct was in the Association's best interests; and

(ii) In all other cases, that his or her conduct was at least not opposed to the Association's best interests; and

In the case of any criminal proceeding, the person had no reasonable cause to believe
his or her conduct was unlawful.

(b) A Trustee’s conduct with respect to an employee benefit plan for a purpose the Trustee reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of Section 9.01(a)(2)(ii).

(c) The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Trustee did not meet the standard of conduct described in this Section.

(c’)(1) In connection with a proceeding by the Association in which the Trustee was adjudged liable to the Association; or

(2) In connection with any other proceeding charging that the Trustee derived an improper personal benefit, whether or not involving action in an official capacity, in which proceeding the Trustee was adjudged liable on the basis that he or she derived an improper personal benefit.

(e) Indemnification permitted under this Section in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding.

Section 9.02 Mandatory Indemnification of Trustees. The Association shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because the person is or was a Trustee, against reasonable expenses incurred by him or her in connection with the proceeding.

Section 9.03 Advance of Expenses to Trustees. The Association may advance Trustee expenses as follows:

(a) The Association may pay for or reimburse the reasonable expenses incurred by a Trustee who is a party to a proceeding in advance of final disposition of the proceeding if:

(1) The Trustee furnishes to the Association a written affirmation of the Trustee’s good faith belief that he or she has met the standard of conduct described in Section 9.01;

(2) The Trustee furnishes to the Association a written undertaking, executed personally or on the Trustee’s behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and

A determination is made that the facts then known to those making the determination would not preclude indemnification under this article.
The undertaking required by Section 9.03(a) (2) shall be an unlimited general obligation of the Trustee but need not be secured and may be accepted without reference to financial ability to make repayment.

(b) Determinations and authorizations of payments under this Section 9.03 shall be made in the manner specified in Section 9.04.

Section 9.04 Determination and Authorization of Indemnification of Trustees. The Association may indemnify Trustees according to the following provisions:

(a) The Association may not indemnify a Trustee under Section 9.01 unless authorized in the specific case after a determination has been made that indemnification of the Trustee is permissible in the circumstances because the Trustee has met the standard of conduct set forth in Section 9.01. The Association shall not advance expenses to a Trustee under Section 9.03 unless authorized in the specific case after the written affirmation and undertaking are received and the determination has been made.

(b) The determinations required by Section 9.04(a) shall be made:

(1) By the Board of Trustees by a majority vote of those present at a meeting at which a quorum is present, and only those Trustees not parties to the proceeding shall be counted in satisfying the quorum; or

(2) If a quorum cannot be obtained, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two or more Trustees not parties to the proceeding; except that Trustees who are parties to the proceeding may participate in the designation of Trustees for the committee.

(c) If a quorum cannot be obtained as contemplated in Section 9.04(b)(1), and a committee cannot be established under Section 9.04(b)(2), or, even if a quorum is obtained or a committee is designated, if a majority of the Trustees constituting such quorum or such committee so directs, the determination required to be made by Section 9.04(a) shall be made by independent legal counsel selected by a vote of the Board or the committee in the manner specified in Section 9.04(b)(1) or 9.04(b)(2), or, if a quorum of the full Board cannot be obtained and a committee cannot be established, by independent legal counsel selected by a majority vote of the full Board.

(d) Authorization of indemnification and advance of expenses shall be made in the same manner as the determination that indemnification or advance of expenses is permissible; except that, if the determination that indemnification or advance of expenses is permissible is made by independent legal counsel, authorization of indemnification and advance of expenses shall be made by the body that selected such counsel.

Section 9.05 Indemnification of Officers, Employees, Fiduciaries, and Agents. The Association may indemnify officers, employees, fiduciaries and agents as follows:

(a) An officer is entitled to mandatory indemnification under Section 9.02 to the same
extent as a Trustee;

(b) The Association may indemnify and advance expenses to an officer, employee, fiduciary, or agent of the Association to the same extent as to a Trustee; and

(c) The Association may also indemnify and advance expenses to an officer, employee, fiduciary, or agent who is not a Trustee to a greater extent than is provided in these bylaws, if not inconsistent with public policy, and if provided for by general or specific action of the Board of Trustees or by contract.

Section 9.06 Insurance. The Association may (and in the case of a person who is a Trustee, shall) purchase and maintain insurance on behalf of a person who is or was a Trustee, officer, employee, fiduciary, or agent of the Association, or who, while a Trustee, officer, employee, fiduciary, or agent of the Association, is or was serving at the request of the Association as a Trustee, officer, partner, trustee, employee, fiduciary, or agent of another domestic or foreign corporation or other person or of an employee benefit plan, against liability asserted against or incurred by the person in that capacity or arising from his or her status as a Trustee, officer, employee, fiduciary, or agent, whether or not the Association would have power to indemnify the person against the same liability under Section 9.02, 9.03, or 9.05.

Section 9.07 Notice to Members of Indemnification of Trustee. If the Association indemnifies or advances expenses to a Trustee under this Article 9 in connection with a proceeding by the Association, the Association shall give written notice of the indemnification or advance to the Association and individual members of the Association with or before the notice of the next annual business meeting of the Association.

Article 10 Miscellaneous

Section 10.01 Seal. The Association shall not have a seal.

Section 10.02 Books and Records. The Board of Trustees shall have power from time to time to determine whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Association shall be open to the inspection of the membership.

Section 10.03 Surety Bonds. The Board of Trustees may require any officer, agent or employee of the Association to execute a bond to the Association in such sum and with such surety or sureties as the Board may determine, conditioned upon the faithful performance of such person's duties to the Association, including responsibility for negligence and for the accounting of any of the Association's property, funds or securities that may come into such person's hands.

Section 10.04 Amendments. Subject to the Colorado Revised Nonprofit Corporation Act, the Board of Trustees shall have the power by majority vote to alter, amend or repeal these Bylaws of the Association at any regular meeting of the Board of Trustees or at any special meeting called for that purpose.
Section 10.05 Effective Date. These Amended and Restated and Bylaws have been adopted by majority vote of the Board of Trustees and by vote of the voting members, to be effective on June 1, 2019, and supersede any bylaws previously adopted.

PRESIDENT:

[Signature]

Dr. Wendy Scinta, MD, MS

SECRETARY/TREASURER:

[Signature]

Dr. Angela Fitch, MD