

BYLAWS
OF
NEBRASKA SOCIETY OF HEALTHCARE ENGINEERS, INC.

ARTICLE I
PRINCIPAL OFFICE

The Headquarters and principal office of this corporation shall be in the City of Omaha, Nebraska. The Board of Directors may establish other offices within the State of Nebraska.

ARTICLE II
AFFILIATION

The Association shall be affiliated with the American Society for Healthcare Engineering.

ARTICLE III
OBJECTIVES

The objectives and the purpose of this corporation shall be:

1. To advance the development of effective Healthcare Engineering management.
2. To stimulate the exchange of information and to further professional, educational and personal development of its membership.
3. To provide an educational opportunity for Healthcare Engineers, to broaden and improve their capabilities of operating and maintaining the plant, systems, safety and equipment supporting the healthcare environment.
4. The personal membership organization is organized exclusively as a not-for-profit corporation. It shall be so conducted that no part of its income and earnings shall inure to the benefit of any member, officer or other individual.

ARTICLE IV
MEMBERS

1. Annual Meeting. The annual meeting of the members shall be held in October, at a location determined by the Board of Directors for the purpose of electing directors, as well as

reporting on the activities and financial condition of the corporation and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nebraska, such meeting shall be held on the next succeeding business day. Annual meetings shall be held in the principal office of the corporation or at such other place as shall be determined by the Board of Directors. The time of such annual meeting shall be determined by the Board of Directors and stated in the notice. The members may participate in an annual or regular meeting of the members or conduct the meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present at the meeting.

2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or the holders of at least five percent of the voting power of the corporation. Special meetings shall be held at such place, either within or without the State of Nebraska, and at such date and time as shall be stated in the notice. The members may participate in a special meeting of the members or conduct the meeting through the use of any means of communications by which all members participating may simultaneously hear each other during the meeting. A member participating in a meeting by this means is deemed to be present at the meeting.

3. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, personally, electronically or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member of record.

4. Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for any such termination of members, such date in any case to be not more than seventy (70) days and, in the case of a meeting of members, not less than ten (10) days prior to the date on which the particular action, requiring such determination of members, is to be taken. When a determination of members entitled to

vote at any meeting of members has been made as provided in this section, such determination shall apply to any adjournment thereof.

5. Voting Lists. The Secretary shall make, at least two (2) business days after notice is given of the meeting of members, a complete record of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order with the address of each member and the number of votes each member is entitled to vote. For a period of ten (10) days prior to such meeting, the list shall be kept on file at the registered office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such record, or a duplicate thereof, shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

6. Quorum. All persons present or represented by proxies at the meeting are entitled to be cast at the meeting, represented in person or by proxy, shall constitute a quorum at a meeting of members.

7. Proxies. At all meetings of the members, a member may vote either in person or by proxy executed in writing by a member.

8. Voting. Subject to the provisions of Section 9 of this Article II, each member entitled to vote shall be entitled to one vote on each matter voted on by the members at a meeting of members.

9. Termination, Suspension and Expulsion of a Member. In the event of the termination, suspension or expulsion of any member, the corporation must provide said member with not less than fifteen (15) days written notice of such expulsion, termination or suspension and the reasons therefore, and must provide the member with an opportunity to be heard orally or in writing not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person or persons with authority to reverse the action.

10. Criteria of Membership: To be a member you must fit within one of the following categories:

- a. Healthcare Member; definition of; rights and obligations: A healthcare member is a healthcare

facility director(s) facility engineering personnel, facility safety officers, biomedical equipment managers, employees responsible for environments of care and personnel who are actively employed in the management capacity in a hospital, health maintenance organization, nursing home or health-related facility. Members can participate in all elections and voting related to corporation business, except those matters that are the responsibility of the Board of Directors. Members can serve on corporation committees.

- b. Vendor Member; definition of; rights and obligations:
A vendor member is a person employed by vendors, manufacturer's representatives, distributors and service organizations. Vendor members can vote on corporation matters and for the Vendor/Associate Board Members. Vendor members cannot vote for election of corporation officers and directors, except as noted, bylaw changes and matters that are the responsibility of the Board of Directors. Vendor members can serve on corporation committees.

11. Determination of Number of Members, Filling Vacancies and Initial Membership.

- a. The Board of Directors may from time to time determine the number of members who will be admitted for membership.
- b. The Board of Directors may request that persons who meet the membership criteria be admitted from time to time to fill any vacancies that exist.

ARTICLE V
OFFICERS

1. Number and Qualification. The officers shall be the Healthcare Members of the Board of Directors. The officers of the corporation shall be a President, one or more Vice Presidents (as the Board of Directors shall determine), a Secretary, and a Treasurer and such other officers as may be deemed by the Board of Directors. Any two or more offices may be held by the same person.

2. Election and Tenure. The officers of the corporation shall be elected by the Board of Directors at its annual meeting, unless otherwise provided herein. Each officer shall hold office for a term of one year or until his or her successor has been duly elected and shall have become qualified, unless his or her service is terminated sooner because of death, resignation or otherwise.

3. Removal. Any officer or agent of the corporation, elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

4. Vacancies. Vacancies occurring in any office by reason of death, resignation or otherwise may be filled by the Board of Directors at any meeting.

5. Duties and Authority of Officers.

(a) The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the corporation and shall serve as Chairman of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President is responsible for all formal communications with ASHE. The President shall fill vacancies by appointment subject to the approval by the Board of Directors. Such Board appointees shall serve the remaining term of that office. The President shall have the ability to appoint committee members that are not board members subject to the approval of the Board of Directors.

(b) The President-Elect shall, in the absence of, or because of incapacity of the President, perform all duties and assume all responsibilities of the President. The President-Elect is responsible for events planning of all corporate activities. The President-Elect shall attend the annual conference of ASHE. All conference fees and associated expenses will be paid for by the corporation. The President-Elect shall present a report on the ASHE Conference to the Board of Directors. The report shall be kept in the permanent files of the corporation as part of the Board of Directors minutes.

(c) The Secretary may be a hired position as deemed by the Board of Directors. If it's a hired position, an additional special election to add a Board Member will be enacted. The Secretary shall record Board of Directors and general membership proceedings and prepare the minutes of the Association; and also see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, keep a register of the post office and electronic address of each director which shall be furnished to the Secretary by such director, have general charge of the corporate minute books of the corporation, and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) A Treasurer shall serve a term of four years with annual review and concurrence of the Board of Directors. The Treasurer shall maintain the financial records of the corporation and pay all bills authorized by the Board of Directors. A financial report shall be submitted to the Board of Directors at each scheduled Board meeting. A summary of this report shall be submitted to the general membership at the business section of each general membership at the business section of each general membership meeting. Additionally, the Treasurer shall have charge and custody and be responsible for all funds and securities of the corporation, receive and give receipts for all securities and monies due and payable to the corporation from any source whatsoever, deposit all such monies in the name of the corporation in such banks, trust companies, or in other depositories as shall be designated in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful

discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

6. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge his or her duties under that authority:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) In a manner the officer reasonably believes to be in the best interests of the corporation and its members, if any.

(b) In discharging his or her duties an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more officers or employees of the corporation who the officer reasonably believes to be reliable and competent in the matters presented; or
- (2) Legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence;

(c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted.

(d) An officer is not liable to the corporation, any member, or other person for any action taken or not taken as an officer, if the officer acted in compliance with this section.

ARTICLE VI
DIRECTORS

1. Number and Qualification. The business and affairs of the corporation shall be managed by a Board of Directors consisting of no less than 3, or more than 8 directors. The directors need not be residents of the State of Nebraska. Although the number and qualifications of the directors may be changed from time to time by amendment to these Bylaws, no

change shall affect the incumbent directors during the terms for which they were elected.

The Board of Directors shall be comprised of the President and President Elect, the Secretary (unless a hired position) and the Treasurer. Additionally, it shall include two Directors elected from the Healthcare Member membership, two Directors elected from the Vendor/Associate Member membership and the immediate past president.

2. Election and Tenure. At each annual meeting thereafter, directors shall be elected to hold office until the next succeeding annual meeting and until their successors have been elected and qualified unless their service is earlier terminated because of death, resignation or removal.

3. Vacancies. Any vacancy on the Board of Directors from resignations or failure of any officer or director to attend three consecutive Board of Directors' meetings whether as a result of any increase in the number of directors or for any other cause, shall be filled by appointment by the President subject to the affirmative vote of a majority of the existing or remaining directors, as the case may be, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office for the term of his or her predecessor in office and until his or her successor shall be elected and qualified unless his or her service is earlier terminated by death, resignation or removal.

4. Removal.

(a) A director elected by the Board may be removed without cause by the vote of two-thirds of the directors then in office or such greater number as is set forth in the articles or bylaws. A director elected by the Board to fill the vacancy of a director elected by the members may be removed without cause by the members, but not the Board.

(b) If a director is elected by a class, chapter, or other organizational unit or by region or other geographic grouping, the director may be removed only by the members of that class, chapter, unit, or grouping.

(c) A director may be removed under subsection (a) or (b) of this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors.

(d) A director elected by members may be removed by the members only at a meeting called for the purpose of removing the director. The meeting notice must state that the purpose or one of the purposes of the meeting is removal of the director.

(e) In computing whether a director is protected from removal under subsections (b) through (d) of this section, it should be assumed that the votes against removal are cast in an election for the number of directors of the class to which the director to be removed belonged on the date of that director's election.

(f) An entire Board of Directors may be removed under subsections (a) through (e) of this section.

5. Quorum. A majority of the number of directors fixed by the Bylaws shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at any meeting, the majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

6. Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of October at a location to be determined by the Board of Directors, and at a time and place as a majority of the Board of Directors shall determine at the preceding regular meeting. The Board of Directors may participate in a regular or special meeting of the Board or conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

7. Special Meetings. Special meetings of the Board of Directors may be called by the President or twenty percent (20%) of the directors then in office, and shall be held at the principal office of the corporation or at such other place, either within or without the State of Nebraska, and at such date and time, as the notice may state.

8. Notice. Notice of the date, time and place of special meetings shall be mailed, by regular or electronic mail, to each director at his or her last known address at least two (2) days

prior to the date of holding these meetings. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

9. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote. The consent may be executed by the directors in counterparts.

10. Voting. At all meetings of the Board of Directors, each director shall have one vote.

11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

12. Compensation. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, no such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

13. General Standard for Directors.

(a) A director shall discharge his or her duties as a director, including his or her duties as a member of a committee:

(1) In good faith;

(2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

(3) In a manner he or she reasonably believes to be in the best interests of the corporation.

(b) In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

(1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;

(2) Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence;

(3) A committee of the board of which the director is not a member as to matters within its jurisdiction if the director reasonably believes the committee merits confidence; or

(c) A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted.

(d) A director is not liable to the corporation, any member, or any other person for any action taken or not taken as a director, if the director acted in compliance with this section.

(e) A director shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

ARTICLE VII ELECTIONS

1. President-Elect. The President-Elect shall be elected by ballots sent to each Healthcare Member. Candidates for President-Elect must have served a minimum of one year on the Board of Directors.

2. Directors. Directors shall be elected by ballots sent to each Healthcare Member. Directors shall serve a term of two years.

3. Vendor Directors. Vendor/Associate Member Directors shall be elected by ballots sent to each Member. Vendor/Associate Member Directors shall serve a term of two years.

4. Voting. Voting for officers and directors will be by ballots sent to each Member. Ballots will be sent to each Member prior to November 15th and returned to the Secretary no later than November 30th.

ARTICLE VIII COMMITTEES

The President shall appoint the following Committees or positions:

1. Nominating Committee. This committee shall consist of the three most immediate past Presidents. At such time as the committee cannot be filled by past Presidents, the presiding President shall appoint the members to the vacancies from past Board of Director positions. Duties of the Nominating Committee are to select and recommend to the general membership, at the Annual Business Meeting, candidates for the President-Elect and Board of Directors. Nominations can be made from the floor, providing the nominee is present at the meeting. The Nominating Committee shall also make recommendations for receipt of scholarships awarded by the corporation.

2. Education Committee. This committee shall consist of ~~five~~ members. The **Past President** shall be the Chairperson. ~~The second and third members to be in good standing,~~ approved by the President. This committee shall poll membership for education/meeting topics desired and develop program content for educational sessions to support these requests. The committee will find speakers, collect bios, copies of their presentation and review their credentials for determination at future meetings.

3. ASHE Liaison. The ASHE Liaison shall prepare the annual report to ASHE for participation in the Levels of Affiliation Program. This position is the designated contact for ASHE to exchange information with the corporation.

4. ASHE Advocacy Liaison. The ASHE Advocacy Liaison shall be the corporation's representative to the American Society of Healthcare Engineering regarding advocacy issues. This position shall be responsible for communicating advocacy opportunities to the Association.

5. Special Committees. Special Committee assignments may be appointed by the President, with a term of office for each committee not to exceed one year. Standing Committees for this group shall be:

(a) Golf Event/Fundraiser/Recognition Dinner - annual golf outing for membership.

(b) Trade Show - annual full day seminar where vendors have the opportunity to set up booths and advertise their services. Speakers will also be at this show.

(c) Annual ASHE Luncheon and Business Meeting.

(d) Education Committee - find speakers, get their information, i.e., DVD's of their speeches and bios and review their credentials for determination at future meetings.

ARTICLE IX DUES

The annual dues may be changed when necessary or desirable by a majority vote of the Board of Directors. All dues are payable on January 1st of each year. Dues are paid for the calendar year. Dues are not prorated or carried into the next calendar year.

ARTICLE X ROBERTS RULES OF ORDER

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, will govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE XI BANK ACCOUNT

The funds of the corporation shall be deposited in such banks, trust funds or depositories as the Board of Directors may designate, and shall be withdrawn upon the signature of the President and/or upon the signatures of such other person or persons as the directors may by resolution authorize.

ARTICLE XII
AMENDMENTS

Except as otherwise provided by law or by specific provisions of these Bylaws, the Bylaws may be amended or repealed by the Board of Directors at any annual, regular or special meeting of the Board of Directors.

ARTICLE XIII
WAIVER OF NOTICE

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

ARTICLE XIV
INDEMNIFICATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND AGENTS

To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation to procure a judgment, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to

be made party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of any employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

To the extent permitted by law, the corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article XIV shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article XIV be deemed to prohibit the corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

ARTICLE XV
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, officer or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE XVI
CONFLICT OF INTEREST

1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions.

(a) Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- iii. A potential ownership or investment interest in, or compensation arrangement with any entity or individual which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures.

(a) Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decisions as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

(a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7. Compensation.

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters

pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy.

(b) Has read and understands the policy.

(c) Has agreed to comply with the policy.

(d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

9. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arms length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in internment, impermissible private benefit or in an excess benefit transaction.

10. Use of Outside Experts. When conducting the periodic reviews as provided for in this section, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

11. Description of Fundraising Activities. Fundraising includes all efforts to raise funds through appeals for financial support with mail solicitations; email solicitations; personal solicitations; vehicle, board, plane, or similar donations; foundation grant solicitations; phone solicitations; donations on our website; donations from another organization's website; and government grant solicitations. All fundraising will be in accordance with all city, county, town, municipality and similar government jurisdictions and regulations. Fundraising efforts will be conducted by employees and volunteers without written or oral contracts.

Fundraising will be conducted in all fifty states of the United States of America. Fundraising will be conducted only for and by the Organization's employees, volunteers, and officers.

I hereby certify the foregoing Bylaws were adopted at the meeting of the Board of Directors on February 8, 2013.


Secretary