

BYLAWS

OF THE

AMERICAN ACADEMY OF DERMATOLOGY ASSOCIATION

REVISED DATE April 2009

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BYLAWS
OF
AMERICAN ACADEMY OF DERMATOLOGY ASSOCIATION, INC.

ARTICLE I
Name and Purposes

Section 1. Name

The name of this corporation is AMERICAN ACADEMY OF DERMATOLOGY ASSOCIATION, INC. (hereinafter referred to as the "Association").

Section 2. Purposes

The purposes of the Association are the promotion of educational and professional association interests, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, (the "Code") including but not limited to the promotion of the interests of dermatology patients and the field of dermatology.

Notwithstanding the foregoing or any other provision of these bylaws: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of its remaining assets exclusively for the purposes of the Association to the American Academy of Dermatology (the "Academy") if the Academy then exists and qualifies as exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("IRC") (or the corresponding provision of any future United States Internal Revenue Law). Otherwise, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all of its remaining assets exclusively for the purposes of the Association in such manner, or to such organization or organizations that are then qualified as exempt within the meaning of Section 501(c)(6) of the IRC as the Board of Directors shall determine.

ARTICLE II
Offices

Section 1. Registered Office

The Association shall have and continuously maintain a registered office in the State of Minnesota.

Section 2. Executive Office

The location of the executive office of the Association shall be designated by the Board of Directors pursuant to the recommendation of the Secretary-Treasurer and the Executive Director.

ARTICLE III
Membership

Section 1. Classes of Members

The membership of the Association shall include the same classes of members that comprise the membership of the American Academy of Dermatology (the "Academy").

Section 2. Dual Membership

Members of the Academy in good standing are members of the Association in the same membership classification as they hold in the Academy. Likewise, under the bylaws of the Academy, members of the Association in good standing are members of the Academy in the same membership classification as they hold in the Association.

ARTICLE IV
Membership Disciplinary Action

Members of the Association are subject to, and must abide by, the membership disciplinary rules and ethical standards of the Academy. Any disciplinary action taken against a member of the Academy shall be deemed to apply equally to such individual's membership in the Association.

ARTICLE V
Meetings of Members

Section 1. Annual Meeting

An annual meeting of the members of the Association shall be held at such time and place as the annual meeting of the members of the Academy shall be held.

Section 2. Special Meetings

Special meetings of the members of the Association may be called only by the Board of Directors or by written petition signed by the lesser of 50 members with voting rights or at least ten (10) percent of the voting members of the Association and unless otherwise provided by law, may be held at any place designated by the Board of Directors or the petition of members.

Section 3. Notice

Notice of any annual or special meeting of the members shall be given not less than ten (10) nor more than thirty (30) days prior thereto by written notice delivered personally or by mail, by or at the direction of the President or the Secretary-Treasurer, to each member of the Association. Such notice shall state the place, day, and hour of the meeting, and in the case of a special meeting shall also state the purpose or purposes for which it is called.

Section 4. Quorum

- (a) Three (3) percent of the total voting membership of the Association in good standing, but not less than two hundred and fifty (250) members with voting rights, shall constitute a quorum at any meeting of members. There shall be no representation by proxy at the annual meeting of members. The Board of Directors may, in its discretion, provide for proxy voting by members at any special meeting of members.
- (b) With respect to election of directors, the President-elect and the Vice President-elect, and for membership action on proposed amendments to these bylaws or the articles of incorporation of this corporation, ten (10) percent of the total voting membership of the Association shall constitute a quorum. Whether a quorum has participated in an election to fill a particular position or in membership action on a particular proposed amendment to these bylaws or the articles of incorporation of this corporation shall be determined by reference to the number of votes actually cast and shall be determined separately with respect to each item on the ballot.

Section 5. Voting

On any matter to be voted upon at any annual or special meeting of members, each member with voting rights shall be entitled to one (1) vote. Except as provided in Section 4(a) of this Article V, there shall be no voting by proxy or cumulative voting. The act of a majority of the members present

and voting at a meeting at which a quorum is present shall be the act of the membership of the Association, except where otherwise provided by law or these bylaws, and except that voting for the election of directors, the President-elect and the Vice President-elect and voting upon any proposed amendment to these bylaws or the articles of incorporation of this corporation shall be by electronic and/or other written ballot. Ballots shall be sent to all members eligible to vote, and the specific procedure for conducting the vote shall be as set forth in the administrative regulations of the Association.

Section 6. Order of Business

The regular order of business at any annual or special meeting of members shall be as established in the administrative regulations of the Association.

Section 7. Electronic Conferences

- (a) A conference among members by a means of communication through which the members may simultaneously hear each other during the conference constitutes a meeting of the members if the same notice is given of the conference as would be required for a meeting of the members and if the number of members participating in the conference is sufficient to constitute a quorum at a meeting. Participation in a meeting by such means constitutes presence in person at the meeting.

- (b) A member may participate in a meeting of the members not described in paragraph (a) by means of communication through which the member, other members so participating, and all members physically present at the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by such means constitutes presence at the meeting.

ARTICLE VI
Board of Directors

Section 1. General Powers

The property and affairs of the Association shall be managed by its Board of Directors.

Section 2. Dual Status

The Board of Directors of the Academy shall serve as the Board of Directors of the Association. The Board of Directors of the Association shall include the sixteen (16) elected directors of the Academy (the "elected directors") and the officers of the Association, the immediate past President of the Association and the Chairman of the Advisory Board of the Association, all of whom shall be ex-officio directors. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. The elected directors shall serve as members of the Board of Directors during their terms as directors of the Academy, the officers of the Association shall serve as members of the Board of Directors during their terms as officers, and the immediate past President shall serve as a member of the Board of Directors for the same period served on the Academy Board of Directors. Ex-officio directors shall have the same rights, authority and responsibilities as the elected directors.

Section 3. Meetings

- (a) The annual meeting of the Board of Directors shall be held in connection with the annual membership meeting of the Association, and the specific time and place of the annual meeting of the Board shall be determined by the Board.
- (b) The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings, without other notice than such resolution.
- (c) Special meetings of the Board of Directors may be called by the President or by any five (5) directors and may be held at any place and at any time designated in the call of the meeting.
- (d) Written notice of the time, place and purposes of each meeting of the Board of Directors shall be delivered to each director not less than fourteen (14) nor more than thirty (30) days prior thereto.
- (e) One-half of the voting directors then in office shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors.
- (f) The act of a majority of the directors present and voting at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 4. Action Without a Meeting

Any action which is required by law or these bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, other than an action requiring member approval, may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of Directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A Director who does not sign or consent to the written action shall not be personally liable for the action.

Section 5. Executive Committee

The Board of Directors may provide for an Executive Committee that shall consist of the President, the President-elect, the Vice President, the Vice President-elect, the Secretary-Treasurer, the Assistant Secretary-Treasurer and at least one other director designated by the Board of Directors and that shall include the Executive Director as a non-voting, ex-officio member. To the extent determined by the Board of Directors in the administrative regulations, the Executive Committee may exercise the authority of the Board of Directors in the management of the property and affairs of the Association when the Board of Directors is not in session, except as otherwise provided by law or these bylaws and except that the Executive Committee shall not exercise the authority of the Board of Directors regarding the election of members, and that no other action of the Board of Directors shall be altered, amended, or rescinded by the Executive Committee without the express prior authorization of the full Board of Directors to do so. The establishment of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law or by these bylaws.

Section 6. Advisory Board

The Board of Directors of the Association may provide for an Advisory Board which shall consist of the representatives of the Advisory Board of the Academy.

Section 7. Recommendations on Policy

Proposed resolutions on matters of policy, including, but not limited to, socioeconomic, political, and business policy of the Association may be submitted to the Advisory Board for consideration and approval. If such a proposed resolution is approved by the affirmative vote of a majority of the representatives of the Advisory Board present and voting at an Advisory Board meeting at which a quorum is present, the resolution shall be forwarded to the Board of Directors for action at its next meeting. At the next meeting of the Board of Directors, the resolution may be adopted, rejected, or referred by the Board of Directors to a committee of the Association. If the Board of Directors neither adopts nor refers the recommendation contained in the resolution, the policy contained in the resolution shall become policy of the Association unless a majority of the Directors vote against adoption of the resolution. The provision of this Section 7 shall not apply to proposed amendments or revisions of these bylaws.

Section 8. Removal

The requirements for removal of directors shall be as provided by applicable Minnesota law. An individual who has been removed from the Academy's Board of Directors shall simultaneously be removed from the Association's Board of Directors without further notice other than that provided by this section. Likewise, as provided by the Academy's bylaws, an individual who has been removed from the Association's Board of Directors shall simultaneously be removed from the Academy's Board of Directors without further notice other than that provided by this section.

Section 9. Electronic Conferences

- (a) A conference among Directors by a means of communication through which the Directors may simultaneously hear other during the conference constitutes a meeting of the Directors if the same notice is given of the conference as would be required for a meeting of the Directors and if the number of Directors participating in the conference is sufficient to constitute a quorum at a meeting. Participation in a meeting by such means constitutes presence in person at the meeting.
- (b) A member may participate in a meeting of the Directors not described in paragraph (a) by means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in such a meeting by such means constitutes presence at the meeting.

ARTICLE VII

Officers

Section 1. Dual Status

The officers of the Academy shall serve as the officers of the Association subject to the same rules and requirements that are provided for in the Academy's bylaws. The officers of the Association shall be a President, a President-elect, a Vice President, a Vice President-elect, a Secretary-Treasurer, and an Assistant Secretary-Treasurer.

Section 2. Powers and Duties

An officer of the Association shall have the same duties and responsibilities, with respect to the Association, as such officer has with respect to the Academy.

Section 3. Removal

The requirements for removal of officers shall be as provided by applicable Minnesota law. In any event, an individual who has been removed from an office of the Academy shall simultaneously be removed from the equivalent office of the Association without further notice other than that provided by this section. Likewise, as provided by the Academy's bylaws, an individual who has been removed from an office of the Association shall simultaneously be removed from the equivalent office of the Academy without further notice other than that provided by this section.

ARTICLE VIII
Executive Director

Section 1. Employment

The Board of Directors may employ a full-time, salaried Executive Director, who shall be the chief executive officer of the Association and a non-voting, ex-officio member of the Board of Directors and the Executive Committee.

Section 2. Duties and Authority

The Executive Director shall be directly responsible to the Secretary-Treasurer and shall generally assist the Secretary-Treasurer in the discharge of the duties of that office; shall be responsible for, and have general authority with respect to, maintenance and administration of the executive office of the Association and of all continuing operations of the Association; shall be authorized to speak on behalf of and in the name of the Association in the expression of policies established by the Board of Directors; shall provide representation for the Association to other organizations; and shall perform such other duties and exercise such other authority as shall be established in the administrative regulations of the Association or otherwise determined from time to time by the Secretary-Treasurer or the Board of Directors.

Section 3. Bond

If required by the Board of Directors, the Executive Director shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Association.

ARTICLE IX
Administrative Regulations

Section 1. Establishment

The Board of Directors shall by majority vote establish a body of administrative regulations to govern the organization and operation of important aspects of the affairs of the Association. Such administrative regulations shall cover such matters as are specifically required by these bylaws, including the organization and operation of the committee structure of the Association, procedures for hearings on denials of membership, procedures for the nomination and election of officers and directors, the duties and authority of the Executive Director, the fiscal year of the Association, and such other important administrative matters as the Board of Directors shall deem appropriate.

Section 2. Publication

The administrative regulations adopted by the Board of Directors shall be available to any member of the Association upon written request to the Secretary-Treasurer.

Section 3. Amendment

The administrative regulations of the Association may be amended by the Board of Directors at any meeting by a two-thirds vote, provided that notice of any proposed amendment shall have been given to each director not less than fourteen (14) nor more than thirty (30) days prior thereto. Alternatively, the administrative regulations may be amended by the membership by a two-thirds vote of the members voting thereon by electronic and/or other written ballot conducted pursuant to Article V, Section 5 of these bylaws and the relevant procedures in the administrative regulations, provided that any such proposed amendment shall have been presented to the Secretary-Treasurer prior to the preceding annual membership meeting in a petition subscribed by at least two and one-half percent (2.5%) of the voting members of the Association and identifying no more than three signatories authorized to speak and act for all petitioners, and provided further that written notice of any such proposed amendment shall have been given to each member eligible to vote thereon and shall otherwise follow the notice procedures for amending these bylaws set forth in Article XVI and the administrative regulation

ARTICLE X Dues and Assessments

Section 1. Annual Dues

The total amount of combined annual dues payable to the Academy and the Association by each member of a given class of both the Academy and the Association ("Total Dues") shall be equivalent to the amount of annual dues paid by a member of the same membership class of the Academy prior to July 1, 2000. Thereafter, the Boards of Directors of the Academy and the Association shall have the discretion to adjust the annual dues of their respective classes of dues-paying members by majority vote, so long as the resulting Total Dues are not increased. Any increase in Total Dues must be approved by a majority vote of the members of both the Academy and the Association at their respective annual meetings or by electronic and/or mail or other written ballot, provided that notice of any such proposed change shall have been given to all members of both the Academy and the Association with the notice of the annual meeting at which the members are to vote on the proposed change or in accordance with the notice requirements for amending these bylaws by electronic and/or mail or other written ballot, depending on which form of approval is selected by the Board of Directors. Initial dues for any new class of membership shall be established by the Board of Directors.

Section 2. Special Assessments

- (a) An assessment of a specified amount, which must be uniform as to the members of any one class of members, may be levied on the dues-paying members of the Association by a majority vote of the members, provided that the proposed assessment shall have first been approved by the Board of Directors. The vote of the members may be taken either (i) at an annual meeting of the membership, provided that notice of the proposed assessment shall have been given with the notice of the meeting or (ii) by electronic and/or mail or other written ballot conducted in accordance with paragraph (b) of this section. The Board of Directors shall determine which method of voting by the membership shall be used with respect to a particular proposed assessment. Any such assessment shall be payable as provided by vote of the members or, if no such provision shall be made, then as provided by the Board of Directors.
- (b) Even if a particular proposed assessment is to be voted upon by the membership by electronic and/or mail or other written ballot, notice of the proposed assessment shall be given to each member with the notice of an annual meeting of the membership and an opportunity for debate regarding the proposal shall be provided at that annual membership meeting. Ballots on the proposal shall be distributed to the members within sixty (60) days after that annual meeting, and the specific procedure for conducting the vote shall be as set forth in the administrative regulations of the Association. Written notice of any

proposed assessment shall accompany the ballot to be used for voting on the proposal. The notice shall also include any statements submitted by members to the Secretary-Treasurer in a timely manner expressing support for or opposition to the proposal; provided, however, that the notice of any one proposal may include no more than six (6) such statements, with a maximum of three (3) statements supporting the proposal and three (3) statements opposing it. Specific rules regarding the form and length of such statements, the schedule for their submission to the Secretary-Treasurer, the manner of selecting the statements to accompany the notice in the event that the number of statements properly submitted exceeds the numerical limits set forth above and regarding other administrative arrangements shall be set forth in the administrative regulations of the Association.

Section 3. Waiver of Dues or Assessments

The Board of Directors may, in its discretion, waive the obligation of any member otherwise in good standing, to pay dues for a particular period or to pay a particular assessment. The Board of Directors shall give special consideration to such a waiver in the case of any member who becomes physically disabled. The Secretary-Treasurer has the authority to waive member dues on behalf of the Board.

Section 4. Sanctions for Failure to Pay

As provided in the bylaws of the Academy, Academy dues and assessments shall be billed, collected, and otherwise administered by the Association. The procedures and sanctions for a failure to pay Association dues or assessments in a timely manner shall be the same as those specified in the bylaws of the Academy for a failure to pay Academy dues or assessments in a timely manner. Any sanctions taken against an individual's membership in the Association or Academy for a failure to pay dues or assessments shall apply equally to that individual's membership in the other organization.

ARTICLE XI
Committees

Section 1. Standing Board Committees

In addition to the Executive Committee authorized by Article VI, Section 5, of these bylaws, the Board may establish such other standing Board committees as it shall deem necessary or appropriate to conduct the affairs of the Academy. The administrative regulations of the Association shall set forth the purposes, duties, powers, composition, manner and term of appointment and method of operation of such standing Board committees.

Section 2. Standing Sub-Committees

The Board of Directors shall provide in the administrative regulations of the Association for such standing sub-committees as it may deem appropriate to implement the purposes of standing Board committees. The purposes, duties, powers, composition, manner and term of appointment and method of operation of all standing sub-committees shall be established in such regulations, and the structure and operation of all standing sub-committees shall be integrated with the structure and operation of the standing Board committees of the Association.

Section 3. Special Committees

The Board of Directors may from time to time establish such special committees as it may deem appropriate for the conduct of the affairs of the Association. The names, purposes, duties, powers, composition and appointment of all special committees shall be determined by the Board of Directors, but the structure and operation of all special committees shall be consistent with the purposes of the Association and integrated with the structure and operation of the standing Board committees and sub-committees of the Association.

Section 4. Standing Board Committees

The Board of Directors may designate committees by whatever name or names the Board shall deem appropriate; by way of illustration but not limitation, such names may include committee, council, commission, section, panel, task force or ad hoc task force

Section 5. Termination

Notwithstanding any other provision of these bylaws or the administrative regulations of the Association, a new standing Board committee or sub-committee may be created, or any standing Board committee or council or standing Commission/Council committee may be terminated, by action of the Board of Directors. Any special committee may be terminated by action of the Board of Directors at any meeting, provided that notice of such proposed termination shall have been given to all directors not less than fourteen (14) nor more than thirty (30) days prior thereto.

ARTICLE XII
Contracts, Checks, Deposits and Gifts

Section 1. Contracts

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

Section 2. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent or agents of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Secretary-Treasurer or the Assistant Secretary-Treasurer and counter-signed by the Executive Director.

Section 3. Deposits

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

Section 4. Gifts

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

ARTICLE XIII
Books and Records

Section 1. General Requirements

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of members, of the Board of Directors and of the Executive Committee. Unless otherwise required by law, if any provision of these bylaws or any administrative regulation of the Academy requires that a record be kept, keeping an electronic record shall satisfy the requirement.

Section 2. Annual Audit and Report to Members

The Association shall provide for an annual audit of financial records of the Association by an independent certified public accountant. The Secretary-Treasurer shall at each annual membership meeting make a report to the members on the results of the independent audit, and a written summary of such results shall be provided to the members.

ARTICLE XIV

Official Communications, Notice and Waiver of Notice: Recognition of Electronic Communications, Records, and Signatures

Section 1. Notice

Whenever, under applicable law, these bylaws or the administrative regulations of the Association, notice is required to be given to any member or director or committee member, such notice may be given in writing, delivered or sent to such member or director or committee member at his or her address as it appears on the records of the Association. Any such notice given by mail shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 2. Waiver of Notice

Whenever, under applicable law, these bylaws, or the administrative regulations of the Association, any notice is required to be given, a waiver thereof in writing, signed by the member, director or committee member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. In addition, the attendance of a member, director, or committee member at any meeting, or participation in an activity or event, shall constitute a waiver of notice of such meeting, activity, or event, except where an individual attends the meeting, activity, or event for the express purpose of objecting to the transaction of any business because the meeting, activity, or event is not lawfully called or convened.

Section 3. Official Communications: Recognition of Electronic Communications, Records, and Signatures

Unless otherwise required by applicable law, if any provision of these bylaws or the administrative regulations of the Academy requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these bylaws or the administrative regulations of the Academy requires the signature of a member, director, or committee member, an electronic signature satisfies the requirement.

ARTICLE XV Miscellaneous

Section 1. Parliamentary Procedure

All questions of parliamentary procedure or practice regarding the affairs of the Association, including the conduct of meetings of members, of the Board of Directors, or of any committee shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedure, except as otherwise specifically provided by law, these bylaws or the administrative regulations of the Association.

Section 2. Fiscal Year

The fiscal year of the Association shall be as established in the administrative regulations of the Association.

Section 3. Corporate Seal

The corporate seal of the Association shall consist of the following words and figures inscribed in a circle:

AMERICAN ACADEMY OF DERMATOLOGY ASSOCIATION, INC.
MINNESOTA
2000
CORPORATE SEAL

Section 4. Rights in Educational Material

Ownership of and all rights in all educational material presented at meetings, conferences, seminars, or similar functions arranged and administered by the Association, including any of its committees, shall be vested in the Association or the member(s) presenting such material; and such material may not be reproduced, transcribed or used in any way for publication without the approval of the Association or the member(s) presenting it. Guidelines for the implementation of this section may be set forth in the administrative regulations of the Association.

ARTICLE XVI
Amendments

Section 1. Proposals Approved by the Board of Directors

Any proposed amendment to these bylaws or to the articles of incorporation of this corporation which shall have been approved by the Board of Directors by a two-thirds vote may be adopted by a two-thirds vote of the members voting thereon through an electronic and/or other written ballot conducted pursuant to Article V, Section 5, of these bylaws, provided that written notice of any such proposed amendment shall have been given to each member eligible to vote thereon.

Section 2. Other Proposals

Any proposed amendment to these bylaws or to the articles of incorporation of this corporation which shall not have been approved by the Board of Directors by a two-thirds vote may be adopted by a two-thirds vote of the members voting thereon through an electronic and/or mail or other written ballot conducted pursuant to Article V, Section 5, of these bylaws, provided that any such proposed amendment shall have been presented to the Secretary-Treasurer at the preceding annual membership meeting in a petition subscribed by at least two and one-half percent (2.5%) of the voting members of the Association and identifying no more than three signatories authorized to speak and act for all petitioners, and provided further that written notice of any such proposed amendment shall have been given to each member eligible to vote thereon.

Section 3. Notice of Proposals

Written notice of any proposed amendment shall include the full text of the sections or subsections proposed for addition, deletion or other modification and shall accompany the ballot to be used for voting on the proposal. The notice shall also include any statements submitted by members to the Secretary-Treasurer in a timely manner expressing support for or opposition to the proposal; provided, however, that the notice of any one proposal may include no more than six (6) such statements, with a maximum of three (3) statements supporting the proposal and three (3) statements opposing it. Specific rules regarding the form and length of such statements, the schedule for their submission to the Secretary-Treasurer, the manner of selecting the statements to accompany the notice in the event that the number of statements properly submitted exceeds the numerical limits set forth above and regarding other administrative arrangements shall be set forth in the administrative regulations of the Association.

Section 4. Exclusive Amendment Methods

The methods described in Sections 1 and 2 above, are the exclusive methods for amending these bylaws or the articles of incorporation of this corporation. The Board of Directors shall adopt administrative regulations to help ensure that proposed amendments are permissible under governing law, germane to the purposes of the Association and the sections of the bylaws or articles that they seek to amend, do not unreasonably conflict with other sections of the bylaws or articles, and do not create an excessive financial burden or unreasonable liability risk for the Association.

ARTICLE XVII
Indemnification

The Board of Directors may exercise the full extent of the powers which the Association has under Minnesota law, as that law exists from time to time, to indemnify its directors, officers, committee members, representatives to other organizations, councilors, employees and agents for financial obligations incurred by reason of the fact that they are or were directors, officers, committee members, representatives to other organizations, councilors, employees, or agents of the Association or are or were serving at its request or by its election as a member, director or officer of another corporation or organization. For this purpose, "financial obligations", shall include attorneys' fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against those financial obligations upon terms that it determines. The Board of Directors may exercise the full extent of the powers which the Association has under Minnesota law, as that law exists from time to time, to purchase and maintain insurance against the financial obligations described above on behalf of its members, directors, officers, committee members, representatives to other organizations, councilors, employees and agents.