Bylaws

of

Indiana Hospital Association, Inc.

as Amended NEW DATE, 2023

1. **Name**
   1. Name. The name of the Association shall be the Indiana Hospital Association, Inc.
2. **Purpose** 
   1. Mission. The mission of the Indiana Hospital Association (“Association”) is to provide leadership, representation, and services in the common best interests of its members as they promote the improvement of community health status. The Association will carry out this mission by pursuing the following activities:

2.1 (a) Representing the collective interests of members in matters of public policy.

2.1 (b) Representing the interests of members in the legislative and regulatory arenas.

2.1 (c) Acting as a central voice and advocating for members to the public in order to foster a better understanding of members in the community and to represent the interests of members.

2.1 (d) Serving as a liaison with the business community and other stakeholders to foster a better understanding of members and health care issues and to represent the interests of members.

2.1 (e) Serving as a liaison with the American Hospital Association (“AHA”) and other health care organizations to foster communication and cooperation and to represent the interests of members.

2.1 (f) Promoting adequate financing for health from public and private sources.

2.1 (g) Providing education programs and patient safety and quality initiatives to meet the identified needs of members and the patients they serve.

2.1 (h) Collecting, analyzing, and distributing data necessary for effective representation of members to outside constituents and to improve the health status of the communities they serve.

2.1 (i) Providing forums to share ideas and information and take united action to solve health care problems.

2.1 (j) Serving as a resource and clearinghouse for information on issues, activities, programs, and events of interest to members.

2.1 (k) Fostering effective interaction among hospital trustees, hospital management, clinical leadership, and the health care workforce generally on issues affecting the delivery of care.

1. **Membership**
   1. Classes. Membership in the Association shall consist of three (3) types: (a) Type I members shall include hospitals that are licensed under Indiana law. Each Type I member that is a hospital licensed under Indiana law shall be designated by their Indiana Department of Health license number. Type I members shall also include behavioral health providers with inpatient services in Indiana that are certified under Indiana law. (b) Type IA members shall include those health systems that control two (2) or more Type I members. (c) Type II members shall include free-standing health care provider organizations or entities in Indiana, other than Type I and Type IA members, that provide ambulatory, preventative, rehabilitative, specialty, post-acute, or continuing direct patient care.

The Board of Directors in its absolute discretion shall determine the type of membership for which an applicant is eligible and the amount of dues applicable. Except as provided for in paragraph 5.6(a) hereof, only Type I members shall be voting members of the Association.

* 1. Approval of Members. Application for membership shall be in writing on forms approved by the Board of Directors and addressed to the President. The President shall examine each application for membership and shall report a recommendation as to the approval or disapproval of each application to the Board of Directors. Such applicants for membership shall become members upon receiving the affirmative vote of at least two‑thirds (2/3) of those present at a meeting of the Board of Directors, a quorum being present, and upon payment of the applicable dues. The applicant shall be notified of the decision of the Board of Directors.
  2. Resignation of Members. A member not in default of payment of dues and against whom no complaint or charges pending may, at any time, resign membership by a writing directed to the President, and resignation shall become effective as of the date of receipt by the President. There shall be no pro rata refund of dues upon resignation.
  3. Immunity. Upon being admitted to membership in the Association or continuing membership after the adoption of these Bylaws, each member shall be deemed to have agreed to abide by the Bylaws and Rules and Regulations of the Association as now constituted or as they may be amended from time to time in accordance with these Bylaws. Each member, upon election to membership, shall be deemed to have agreed that the members of the Board of Directors, the officers, agents, and employees of the Association, and the members of its Committees, Advisory Councils, Task Forces, and Districts, shall have absolute immunity from civil liability arising from any communication, act, report, recommendation, or disclosure made to the Board of Directors; the Executive Committee; any Committee, Advisory Council, Task Force, or District; or officer, agent, or employee of a member of the Association in the furtherance of carrying out the business of the Association so long as they act in good faith and without malice.

1. **Dues**
   1. Dues. The Association dues for members shall be those approved by the Board of Directors.
   2. Dues for the AHA. There shall also be a system of dues for the AHA, as specified in the Bylaws of the AHA, for those members desiring membership in the AHA as well as in the Association. All such dues shall be paid to the Association, which shall remit to the AHA its proportionate share thereof.
   3. Proration of Dues. Members that are admitted to membership prior to April 1st shall pay the Association dues for the full calendar year. Those which are admitted after April 1st shall pay the Association dues as determined by proration on the basis of the number of whole months remaining in the membership year from date of admission to December 31st of that year.
   4. Due Date and Default in Payment of Dues. Association dues of members, and AHA dues if applicable, shall be paid within thirty (30) days of being invoiced by the Association, except for those members that are admitted following the commencement of a calendar year, in which event such dues shall be paid prior to admission becoming effective. If a member’s dues are not paid within sixty (60) days of the due date, the President shall notify the member in arrears, and, if the dues are not paid within sixty (60) days after such notification, all privileges of admission may be suspended until all arrears are paid in full. At any time within three (3) years after the date when dues are first required to be paid, a member that has been suspended for non‑payment of dues may be reinstated upon the payment of all dues in default at the time of reinstatement.
2. **Meetings of Type I Members**
   1. Annual Meeting. There shall be an annual meeting of the Type I members of the Association, either within or outside the State of Indiana, the time and place to be determined by the Board of Directors, and announced by written notice to such members not less than thirty (30) days before the date so fixed. The Board of Directors and District Presidents may be ratified at the annual meeting or a special meeting, as provided in paragraph 5.2 hereof, either of which can be held in person or remotely, as provided in paragraph 5.4 hereof.
   2. Special Meetings. Special meetings of Type I members of the Association may be called by the Chair of the Board of Directors, or in the Chair’s absence, by the Chair Elect, and shall be called upon written petition of not fewer than ten (10) Type I members. The ten (10) Type I members must be separate and distinct and may not be a part of the same health system, meaning an entity that controls two (2) or more Type I members. This petition shall state the object of the call of the meeting. The Chair, or in the Chair’s absence, the Chair Elect, shall determine the time and place of such special meetings, and shall cause the President to give written notice to the Type I members of such special meetings not less than ten (10) days before the date of the meeting, which shall also state the object of the meeting. No other business shall be transacted at such special meetings.
   3. Conduct of Meetings. The Chair, or in the Chair’s absence, the Chair Elect, shall preside at all meetings of Type I members. Robert’s Rules of Order shall govern the conduct of all meetings of such members.
   4. Remote or Virtual Voting. The Board of Directors may determine by majority vote, a quorum being present, that voting by mail or through an electronic platform shall be substituted for voting in person at a meeting, in order that the Board of Directors and District Presidents may be ratified and the transaction of any other necessary business may be conducted.
   5. Quorum. Twenty (20) voting representatives of Type I members present and voting shall constitute a quorum at the annual meeting or a special meeting of the members of the Association. In the event voting by mail or through an electronic platform is substituted for voting in person, as provided for in paragraph 5.4 hereof, the mail or electronic vote of twenty (20) voting representatives of Type I members shall be required for a quorum for the conduct of business permitted in this manner.
   6. Voting. Except as provided for in paragraph 5.6(a) hereof, each Type I member shall be entitled to one (1) vote at any meeting of such members, and the Chief Executive Officer or facility administrator of the Type I member shall be deemed to be the voting representative thereof, unless the member shall notify the Association in writing prior to the meeting of the name and address of another person as its voting representative as provided in paragraph 5.8 hereof.

5.6 (a) The Chief Executive Officer of a Type IA member may elect to cast all votes of its Type I members, rather than each Type I member of the Type IA member voting separately, by notifying the President in writing prior to the meeting.

5.6 (b) Type II members may have the privilege of the floor, if authorized by the Executive Committee of the Board of Directors, at meetings of the Type I members of the Association but shall not have the right to vote.

* 1. Powers of the Type I and Type IA Members. Type I and Type IA members of the Association shall have the powers specifically stated in the Articles of Incorporation of the Association and in these Bylaws. Type I and Type IA members, at a meeting of the members, may make proposals and recommendations to the Board of Directors, relating to policy decisions for the Association.
  2. Substitute Voting. Substitute voting shall be permitted at meetings of the Type I members of the Association, but a substitute voter shall not be valid unless the notice specifies the meeting at which the substitute vote is authorized and unless it shall have been filed, in writing or electronically, with the President prior to the meeting. The Chief Executive Officer or facility administrator of the Type I member of the Chief Executive Officer of the Type IA member shall designate the person to serve as the substitute voter. The substitute voter must be employed by the same Type I or Type IA member as the Chief Executive Officer or facility administrator.

1. **Board of Directors**
   1. Composition. The Chair, the Chair Elect, the President, and the Secretary‑Treasurer of the Association, the immediate Past Chair of the Board of Directors, the seventeen (17) Directors elected at large from among the representatives of Type I or Type IA members (at least one of whom is a trustee or director of a member and at least one of whom is a physician who is licensed under I.C. 25-22.5), the AHA delegates, and nine (9) representatives of Type I and Type IA members ratified as Presidents of their respective Districts shall constitute the Board of Directors. Additionally, any Past Chair of the Board, then active in Indiana in an administrative, governance, or executive position within any organizational structure of a member, and not otherwise elected or appointed to the Board, shall be an ex-officio member of the Board, without vote. Board of Director seats and offices shall be deemed vacant if the Board of Directors member or officer is no longer associated with the Type I or Type IA member whom the Board of Directors member or officer was originally associated with when appointed or ratified.
   2. Voting. Each Board of Directors member shall be entitled to one (1) vote for each matter requiring approval at a meeting of the Board of Directors, unless the Board of Directors member is also casting a proxy vote, as provided for in Section 6.3 hereof.
   3. Proxy Voting. Voting by proxy shall be permitted at meetings of the Board of Directors, but no proxy shall be valid unless it shall specify the meeting at which the vote by proxy is authorized and unless it shall have been filed, in writing or electronically, with the President at least twenty-four (24) hours before the scheduled meeting. The Board of Directors member shall designate another Board of Directors member to vote the proxy.
   4. Powers. The Board of Directors is empowered to establish policies for the Association in order to carry out its purposes as expressed in its Articles of Incorporation and in establishing such policies to have all those powers not specifically reserved to Type I and Type IA members.
   5. Selection of Directors. The Chair Elect, the President, and the Secretary‑Treasurer of the Association shall serve as members of the Board of Directors by virtue of their offices. Seventeen(17) Directors shall be elected at large from among the representatives of Type I and Type IA members. The AHA delegates shall serve by virtue of their office, and nine (9) representatives of Type I and Type IA members elected as Presidents by their respective Districts shall serve on the Board of Directors. The Board of Directors shall be ratified at the annual meeting or a special meeting of the Type I members, as provided in paragraphs 5.1 and 5.2 hereof. The President of the Association shall be selected by the Board of Directors, as hereinafter provided. The Chair Elect and other Directors ratified at the annual meeting or special meeting of the Type I members shall take office the following January 1, and the officers and Directors they are to succeed shall continue in office until that January 1. The newly ratified officers and Directors, in the interim between their ratification and the date they take office shall have the title of "Designate" following the title of office and in that capacity may attend meetings of the Board of Directors without vote.
   6. Terms of Office of Directors. The Directors who serve as members of the Board of Directors by virtue of their offices, as hereinafter provided, shall serve during the period of time for which they occupy such office. The terms of office of the District representatives shall commence on the January 1 immediately following their ratification, and they shall serve for a term of two (2) years, or until their successors are duly ratified. The terms of the Directors elected at large shall commence on the January 1 immediately following the annual meeting or special meeting of Type I members at which they are ratified, and they shall serve for terms of three (3) years, or until their successors are duly ratified.
   7. Vacancies. Vacancies occurring in the offices of District representatives shall be filled in accordance with paragraph 8.3 hereof, and vacancies in the office of Directors elected at large shall be filled by appointment by the Chair of the Board of Directors, with majority approval of the Board of Directors, a quorum being present, for the remainder of the at large Director’s respective term.
   8. Duties of Officers of the Board.

6.7 (a) The Chair of the Board of Directors shall preside at all meetings of the Board of Directors, except in the event of the absence or inability of the Chair to serve.

6.7 (b) The Chair Elect of the Board of Directors shall preside at all meetings of the Board of Directors in the event of the absence or inability of the Chair to serve.

6.7 I In the absence of both the Chair and the Chair Elect, the Board of Directors may select one of its members to preside at a meeting of the Board of Directors by majority vote of the Board of Directors, a quorum being present.

* 1. Meetings. There shall be an annual meeting or special meeting of Type I members of the Association for the purpose of the ratification of officers and Directors and other such business as may properly come before the meeting, and there may be additional regular and special meetings, as set forth in the Rules and Regulations. Meetings of the Board of Directors shall be at the call of the Chair, or in the Chair’s absence or inability to act, at the call of the Chair Elect. The Chair, or in the Chair’s absence or inability to act, the Chair Elect, may call additional special meetings of the Board of Directors to transact the affairs of the Association, and special meetings of the Board of Directors shall be called upon the written request of at least seven (7) members of the Board of Directors. Meetings of the Board of Directors may be held in person or virtual, at the discretion of the Chair, or in the Chair’s absence or inability to act, the discretion of the Chair Elect. There shall be at least one (1) special meeting which shall be known as a "Board Retreat" for the purpose of eliciting comments and input from the various constituencies of the Association; to identify and establish priorities for future goals and expected results which may be key to the Association and the health care industry; to establish a mechanism to measure these goals and to evaluate whether or not they have been achieved; and for such other purposes and goals as may be established by the Board of Directors in calling such meeting. The Board of Directors may, prior to a Board Retreat, solicit the thinking of Advisory Councils, Committees, Districts, affiliated societies, and liaison organizations, and may, as appropriate, invite representatives thereof to attend the Board Retreat. At least five (5) days written notice of the date, time, and place of the meetings of the Board of Directors shall be given by the President of the Association.
  2. Quorum. At any meeting of the Board of Directors, fifteen (15) members shall constitute a quorum.
  3. Vacancies in Offices of the Board. In the event a vacancy occurs in the office of the Chair, or if the Chair becomes permanently unable to perform the duties of the Chair’s office, the Chair Elect shall succeed to that office and shall complete that term as well as the succeeding one (1) year term to which the Chair Elect would have normally succeeded. If the office of Chair Elect becomes vacant, or if the Chair Elect becomes permanently unable to perform the duties of the office, the Chair Elect shall be filled by an affirmative vote of a majority of the members of the Board of Directors in attendance at the next Board of Directors meeting, a quorum being present. A new Chair and/or Chair Elect shall complete the remainder of that term as well as the succeeding one (1) year term. Thereafter, these offices shall be filled at the annual meeting or a special meeting of the Type I members.
  4. Rules and Regulations. In addition to the other powers of the Board of Directors, the Board of Directors shall have the power to adopt rules and regulations for the conduct of the affairs of the Association not inconsistent with these Bylaws or the Articles of Incorporation and to amend or repeal them at any regular meeting of the Board of Directors or a special meeting called for that purpose.
  5. Removal of Directors. Failure to attend three (3) consecutive meetings of the Board of Directors or non‑attendance at fifty‑one percent (51%) or more of the meetings during any fiscal year may be considered grounds for the removal of a Director, upon the recommendation of the Chair of the Board of Directors and the affirmative vote of a majority of the members of the Board of Directors in attendance at the meeting, a quorum being present. Before such removal becomes final, the Director to be removed shall be given an opportunity for a hearing before the Executive Committee. The Chair of the Board of Directors shall advise the Director in writing of the action of the Board of Directors, and the date, time, and place of the meeting of the Executive Committee at which the member may be heard. The date of such meeting shall in no event be less than twenty (20) days from the date of the mailing of such notice. The affected Director may in writing, directed to the Chair of the Board of Directors, request an opportunity to be heard by the Executive Committee at such meeting, provided such request is received by the Chair at least five (5) days prior to the meeting, and, in the event such request is not received by the Chair at least five (5) days prior to the meeting, the affected Director shall be deemed to have waived a hearing. In that event, the action of the Board of Directors shall become final. If such hearing is held, it shall be conducted in an informal manner without resort to the rules of procedure and evidence which apply to the conduct of civil and criminal matters in courts of law. Neither the Executive Committee nor the affected Director shall be represented by counsel at the hearing. The only evidence to be considered at the meeting shall be the record of the Secretary-Treasurer as to non‑attendance by the affected Director and any facts which the affected Director may wish to introduce in explanation or mitigation of such non‑attendance. Following the hearing, the Executive Committee may (a) sustain the action of the Board of Directors, (b) reverse the action of the Board of Directors, (c) impose conditions on the affected Director’s continued membership on the Board, or (d) take such other action as it may deem appropriate, and the Executive Committee shall report its recommendations to the Board of Directors, which shall then take final action, and the affected Director shall be so notified by the Chair of the Board of Directors.

1. **Officers**
   1. Association Officers. The officers of the Association are the President and the Secretary‑Treasurer, and the same person shall not fill the offices of President and Secretary-Treasurer. The Secretary‑Treasurer shall be ratified by the members of the Association at the annual meeting or a special meeting of Type I members and shall take office on the following January 1.
   2. President. The President of the Association shall be the chief administrative officer of the Association, responsible to the Board of Directors for the carrying out of its policies, and responsible for keeping current and complete records of accounts showing at all times the financial condition of the Association. Such records and accounts shall be audited by a certified public accountant firm annually, and the audit shall be submitted to the Board of Directors at its next scheduled meeting following the receipt of the audit report. The term of office of the President shall run concurrently with the term of the President’s employment contract.
   3. Secretary-Treasurer. The Secretary-Treasurer of the Association shall have the responsibility for the care and custody of the corporate seal and the records, minutes, and membership records of the Association, which shall be held at the Association headquarters as the official depository. The Secretary-Treasurer shall have the responsibility of seeing that accurate minutes are made of the meetings of the Board of Directors and of the Type I members, and the Secretary-Treasurer may delegate the keeping of these minutes to others. The Secretary-Treasurer shall report to the Board of Directors from time to time, and to the members at the annual meeting, on the condition of the Association. The term of the Secretary-Treasurer shall be one (1) year and shall serve until the Secretary-Treasurer’s successor is duly ratified. In the event a vacancy occurs, such vacancy shall by filled by the Board of Directors by majority vote, a quorum being present, for the remainder of the one (1) year term.
2. **Districts**
   1. Areas. In order to facilitate the work of the Association by holding recognized meetings thereof in various parts of the state, the membership of the Association shall be divided into 9 (9) Districts.
   2. Counties. The counties in each District shall be determined initially by the Board of Directors based on communities of interest, with consideration given to applicable districts set by the State of Indiana, through an affirmative vote of a majority of the members of the Board of Directors, a quorum being present. The Governance Committee shall thereafter review the Districts annually. The Governance Committee may recommend changes to the counties of the Districts as needed. If a proposed change is set forth by the Governance Committee, it shall become effective upon an affirmative vote of a majority of the members of the Board of Directors, a quorum being present.



* 1. District Presidents. The District Presidents shall be selected by the Governance Committee, to be ratified by an affirmative vote at the annual or a special meeting of the Type I members, as provided in paragraph 5.1 and 5.2 hereof. IThe terms of office of the District Presidents shall commence on the January 1 following the annual meeting or a special meeting of the Type I members. The District Presidents serving as the District representatives on the Board of Directors shall be elected for terms of two (2) years. When a vacancy occurs in the office of a District President, the Association, shall solicit interest from all Type I and Type IA members in the District, to be presented to the Governance Committee for selection.

1. **Advisory Councils**
   1. Creation. The Board of Directors may, from time to time, create and define the duties and responsibilities of Advisory Councils to carry forward the work of the Association, the number of members thereof to be established by the Board of Directors. The members of the Advisory Councils shall be appointed by the Chair Elect of the Board of Directors, subject to majority approval by the Board of Directors, a quorum being present. The Board of Directors may discontinue such Advisory Councils upon the recommendation of the Chair or the Chair Elect, subject to majority approval by the Board of Directors, a quorum being present.
   2. Function. The names, duties, and responsibilities of such Advisory Councils shall be set forth in the Rules and Regulations.
2. **Committees**
   1. Standing Committees. The standing committees of the Association shall be the Executive Committee, the Governance Committee, the Finance Committee, and the Compensation Committee.
   2. Executive Committee. The Chair, the Immediate Past Chair, and the Chair Elect of the Board of Directors and the President and Secretary‑Treasurer of the Association shall comprise the Executive Committee of the Board of Directors. The Executive Committee shall be responsible to and report to the Board of Directors and shall conduct all Association business which may arise between meetings of the Board of Directors. The Chair of the Board of Directors shall act as Chair of the Executive Committee, and the Chair Elect shall serve in the Chair’s absence.
   3. Governance Committee. The Governance Committee shall be composed of six (6) members appointed by the Chair of the Board of Directors, with the approval by majority vote of the Board of Directors, a quorum being present. Such members shall be the three (3) most recent Past Chair of the Board of Directors, who are active in Indiana in an administrative, governance, or executive position within any organizational structure of a member, plus three (3) at large representatives. The terms of office of the at large representative members of the Governance Committee shall be for one (1) year, or until their successors are appointed and approved by the Board of Directors. The duties of the Governance Committee shall be to nominate to the Association membership the names of candidates for Chair, Chair-Elect, and Secretary‑Treasurer of the Association, and Directors At Large to fill existing and scheduled vacancies on the Board of Directors. The Governance Committee shall also nominate persons for delegates and alternates to the AHA House of Delegates, to fill existing and scheduled vacancies, and shall select the District Presidents, to be ratified by an affirmative vote at the annual meeting or a special meeting of the Type I members, as provided in paragraph 5.1 and 5.2 hereof. The Immediate Past Chair of the Board of Directors shall serve as Chair of the Governance Committee. In the event of the Immediate Past Chair’s absence or inability to act, the Past Chair just preceding the Immediate Past Chair shall serve as Chair of the Governance Committee. In addition to the forgoing, the Committee shall be responsible for developing appropriate processes for evaluating Board effectiveness, responsibilities, accountability, succession planning, and culture.
   4. Finance Committee. The Finance Committee shall be composed of the members of the Executive Committee, plus three (3) District representatives appointed by the Chair of the Board of Directors, with the approval by majority vote of the Board of Directors, a quorum being present. District representatives so appointed may not also serve on the Governance Committee. District representative members of the Finance Committee shall serve for a term of one (1) year, or until their successors have been appointed and approved; the appointments shall be rotated each year and must represent the northern, central, and southern divisions of the State. It shall be the duty of the Finance Committee to review financial matters of the Association and make recommendations thereon to the Board of Directors for its approval. Details of such financial information shall be accessible to Board of Directors members upon request to the President of the Association and shall be considered privileged information to be used only in confidence by the Board of Director member making such a request. The Secretary-Treasurer of the Association shall serve as Chair of the Finance Committee, and in the Secretary-Treasurer’s absence, the President of the Association shall serve as Chair.
   5. Compensation Committee. The Compensation Committee shall be composed of the members of the Executive Committee, except that the President shall not be a member of the Compensation Committee. Additionally, two (2) at-large members shall be appointed annually by the Chair. The at-large members shall be present or past members of the Board and shall have had extensive experience with the Association. The Chair of the Board of Directors shall also serve as Chair of the Compensation Committee. The duties of the Compensation Committee shall include a detailed annual evaluation of the President and annually establishing the compensation of the President based on that evaluation, as well as appropriate reference to independent, external sources of comparable compensation data. The Compensation Committee shall at the time of the annual evaluation of the President, record those factors and data that were used to determine the President’s compensation. The Compensation Committee shall develop an Association Compensation Policy to ensure consistency in setting compensation, which will serve as a long-term policy on executive compensation. The Association Compensation Policy should set out the relationship between pay and performance, strategy, values, mission, and other relevant factors.
   6. Additional Committees. The Chair of the Board of Directors may appoint additional committees, and the Chair and Vice Chair thereof, to assist in the work of the Association, with the majority approval of the Executive Committee. Membership on these committees may include representatives of other organizations. Such committees may be discontinued by the Chairn of the Board of Directors upon the majority approval of the Executive Committee.
3. **Indemnification**
   1. Indemnification of Officers and Directors. The Association shall indemnify any Director or Officer or former Director or Officer of the Association against expenses actually and reasonably incurred by the individual in connection with the defense of any civil action, suit, or proceeding in which the individual is made, or threatened to be made a party, by reason of being, or having been, a Director or Officer, except in relation to matters as to which the individual is adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the Association, with the proviso, however, that the individual’s indemnification is not exclusive and does not impair any other rights those indemnified may have under any provision of the Articles of Incorporation or other provision of these Bylaws, by Resolution or other authorization, adopted, after notice, by a majority of the Type I members of the Association voting at the annual meeting or a special meeting. The Association may also, by action of the Board of Directors, purchase and maintain insurance on behalf of any person who 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, trust, or other enterprise against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of the individual’s status as such, whether or not the Association would have the power to indemnify the individual against liability.
4. **Amendments**
   1. Bylaws. These Bylaws may be amended by a two‑thirds (2/3) majority of the votes of Type I members present and voting, either in person or remotely, as provided in Paragraph 5.4 hereof, at the annual meeting or a special meeting of such members of the Association. Paragraph 5.6(a) hereof shall apply to such a vote to amend these Bylaws. Proposals for amendments to these Bylaws may be initiated by the Board of Directors, by the Executive Committee of the Board of Directors, by petition of any five (5) voting representatives of Type I members in good standing, or by the President. Proposals for amendments shall be submitted in writing to the President at least thirty (30) days prior to the meeting at which such amendment is to be voted on. The Executive Committee shall thereupon, and in no event later than fifteen (15) days prior to the date of the meeting at which the amendment is to be voted on, make its recommendations with respect to such proposed amendment or amendments. The Executive Committee may recommend the approval of the proposed amendment or amendments, disapproval, or may recommend revisions in the proposals. The President shall cause written notice of such proposed amendment or amendments to be given to the Type I members of the Association not less than five (5) days nor more than thirty (30) days prior to the meeting at which such amendment or amendments are to be voted on. The President shall also, in such written notice, state the recommendation of the Executive Committee, including any modifications or revisions in the proposal recommended by the Executive Committee.
   2. Regulations. The Regulations may be amended by majority vote of the Board of Directors, a quorum being present.

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