

KENTUCKY PRIMARY CARE ASSOCIATION BYLAWS

ARTICLE I CORPORATION

SECTION 1: NAME AND LOCATION: The name of the Corporation shall be the Kentucky Primary Care Association, Inc. and shall be located at such place within the Commonwealth of Kentucky, as designated by the Board of Directors.

SECTION 2: PURPOSE AND OBJECTIVES: The purpose of the Corporation is to improve the health of Kentuckians by promoting and supporting access to comprehensive, high quality, primary care services. Objectives of the Corporation shall be those set forth in the Articles of Incorporation. In addition, the objectives shall include the following:

- a) To provide a unified coalition that will address matters of concern for primary health care organizations and providers, especially with relation to third party payors, legislators at all levels of government, and regulatory agencies.
- b) To stimulate and support development of primary health care services by providing organizational and technical assistance to providers, administrators, primary health care organizations or individuals, and agencies who request assistance in planning, development and implementation of health care services.
- c) To serve the needs of members by facilitating interaction and coordination and by providing a mechanism for sharing services and expertise.
- d) To operate non-profit member association furthering the mission of its members; and,
- e) To develop and manage other entities such as clinically integrated networks and/or Accountable Care Organizations designed and operated to improve efficiencies in the delivery and utilization of care, contain costs, and take other efforts to improve the overall quality of care provided to patients in the care of Corporation members, including rural health clinics, federally qualified health centers, primary care centers, and other primary care practices in Kentucky.

SECTION 3: CLASSES OF MEMBERSHIP: Membership in the Corporation shall be open to all persons and organizations requesting participation and meeting the criteria set forth herein. There shall be four classes of membership:

- a) **Provider Member:** This class shall include: Federally Qualified Health Centers, including Look-Alikes, certified by Health Resources Service Administration (HRSA) and/or Centers for Medicare and Medicaid Services; Rural Health Clinics; and primary care clinics that are not certified or grant-funded but are aligned in their delivery of high quality, comprehensive, primary care. An authorized representative of a Provider Member may serve as a Director and/or Officer of the Corporation and as a member or chair of a standing committee or ad hoc committee.
- b) **Organizational Member:** This class shall be any other government or non-profit organization interested in primary health care issues and in taking part in the benefits of the Corporation. An

authorized representative of an Organizational Member may not serve as a Director or an Officer of the Corporation, or a chair of a standing or ad- hoc committee but may be a member of a standing or ad hoc committee.

- c) Individual Member: This class shall be any person interested in primary health care and the benefits of the Corporation. An Individual Member may not serve as a Director or an Officer of the Corporation or chair of a standing or ad hoc committee but may be a member of a standing or ad hoc committee.
- d) Honorary Member: This class shall be for any person recognized by the Board of Directors as having contributed distinguished services to the association and/or to the promotion of primary health care services for the Commonwealth of Kentucky. A Honorary Member may not serve as a Director or an Officer of the Corporation, or as a chair of a standing or ad hoc committee but may be a member of a standing or ad hoc committee.

SECTION 4. VOTING PRIVILEGES OF MEMBERS: For the purpose of conducting business at meetings of the members and electing Directors, votes are assigned, as follows:

Provider Member:	4 Votes
Organizational Member:	1 Vote
Individual Member:	1 Vote
Honorary Member:	1 Vote

Each Provider and Organizational Member shall designate a representative and alternate who shall cast the votes at meetings of the members. Members (or designated representatives) must be present at meetings to cast votes. Proxy votes shall not be recognized. The votes of Provider Members shall not be split (i.e., each vote shall be identical to all other votes cast by the member). In any calendar year, voting members shall be defined as those who have paid dues by June 30th of that year.

SECTION 5: MEMBERSHIP DUES: Honorary Members shall not be assessed dues. Other classes of membership shall be assessed dues according to a schedule determined by the Finance Committee and adopted by the Board of Directors. Dues shall be payable to the Corporation before July 1st of each year. Dues may be prorated on a quarterly basis for new members joining later in the year. In this case, the member shall not be awarded voting privileges until the following calendar year.

SECTION 6: ANNUAL MEETING OF MEMBERSHIP: The annual meeting of the Corporation shall be held at the Corporation’s annual fall conference (“Annual Meeting of the Members”). The specific date and time of the meeting shall be included on the conference agenda. Written notice shall be given at least thirty (30) days in advance of the date set, shall state that the public is invited, and shall be broadly distributed by email and posting on KPCA website to persons and organizations that may have an interest in the purposes of the Corporation.

Not less than one-half plus one (51%) of the Corporation membership’s total votes shall constitute a quorum for the transaction of business at the Annual Meeting of the Members of the Corporation.

The Annual Meeting of the Members shall be presided over by the President of the Board of Directors. Members shall be entitled to votes according to Article I, Section 4 of these Bylaws. All decisions shall be determined by

a majority vote.

ARTICLE II GOVERNING BOARD

SECTION 1. POWERS: The administrative powers of the Corporation shall be vested in the Board of Directors, which shall have control, charge and management of the property, affairs and funds of the Corporation. The Board of Directors shall fill vacancies among Directors and Officers according to these Bylaws. The Board of Directors shall have full authority to establish independent organizations, such as an Independent Practice Association of certain members functioning as a clinically integrated network or Accountable Care Organizations, as well as the necessary governing board and directives for said organization to operate in furtherance of the mission of the Corporation members.

SECTION 2. NUMBER AND COMPOSITION: The Board of Directors shall be twelve (12) to nineteen (19) members in good standing. At all times, at least ten (10) Directors shall be the designated representative of a Provider Member, at least six (6) Directors shall be the designated representative of a federal qualified health center located in Kentucky at least (3) Directors shall be the designated representative of a Rural Health Clinic. No more than one (1) person employed by the same agency or organization may serve as Directors at the same time

SECTION 3. CONFLICT OF INTEREST: Directors shall serve without compensation. The Board may authorize the payment of reasonable expenses incurred by the Directors in the performance of their duties such as mileage to meetings or the cost of childcare during meetings.

Directors shall be disqualified from voting on matters that would result in financial gain for themselves and should refrain from any circumstances that may be considered a conflict of interest. Should a conflict arise, the Director(s) involved should absent him/herself from the room during discussion and voting.

Annually Directors and Staff of the Corporation shall complete a conflict-of-interest statement which identifies and discloses potential conflicts.

SECTION 4. INDEMNIFICATION OF DIRECTORS AND OFFICERS: The Corporation shall indemnify and hold harmless its Directors and Officers against expenses and liabilities incurred as a result of actual or threatened legal actions connected with those individuals' acts as Directors and Officers in service to the Corporation, provided that the individuals' actions have been lawful and meet the standards of conduct for Directors and Officers as described in Chapter 273 of the Kentucky Revised Statutes, and any amendments thereto. Directors and Officers shall discharge their duties in good faith, on an informed basis and in a manner they honestly believe to be in the best interests of the Corporation.

SECTION 5. LIMITATION OF DIRECTOR LIABILITY. No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;
- b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of the law; or
- c) For any transaction from which the Director derives an improper personal benefit.

A conflict-of-interest transaction may also exist when a Director has an indirect interest in a transaction. A Director has an indirect interest in a transaction if another entity in which he or she has a material financial interest

is a party to the transaction; or another entity of which he or she is a director, officer, manager or person in a similar position is a party to the transaction.

Notwithstanding the above provisions, a conflict-of-interest transaction shall not be the subject of liability on the grounds of a Director's interest in the transaction if the material facts of the transaction and the Director's interest were disclosed or known to the Board and the Board authorized, approved or ratified the transaction; or the transaction was fair to the Corporation.

Each Director shall disclose any personal business dealings or conflicts of interest to the full Board at least annually.

SECTION 6. LACK OF AUTHORITY: A Director in his/her capacity as such shall not have the authority or power to act for or on behalf of the Corporation or otherwise bind the Corporation in any way.

SECTION 7. TERMS OF OFFICE: Terms of Directors shall be three (3) years. No more than two (2) full three (3) year terms may be served consecutively by any person. After serving a second term, an individual is not eligible to serve another term for two (2) years. Initially, terms of less than three (3) years may be set in order to establish staggered terms where, routinely, no more than five (5) vacancies should occur annually.

SECTION 8. ELECTION OF DIRECTORS: There shall be an election prior to each annual meeting for the purpose of filling vacancies on the Board of Directors. Directors shall be elected by Voting Members in good standing according to the following process. During a period of at least thirty (30) days beginning the start of the Corporation's fiscal year, nominations for Directors shall be accepted from all members of the Corporation. At the conclusion of the nominating period, the Nominating and Bylaws Committee shall collate the nominations received and contact each nominee to confirm his/her acceptance of the nomination. The Nominating and Bylaws Committee shall then prepare a ballot that will include the willing nominees as well as any nominees of the Committee so that the ballot includes at least as many individuals as vacancies. The Nominating and Bylaws Committee shall then conduct an electronic election for a period of at least fourteen (14) days. Write-in candidates shall be accepted during the voting period. The Nominating and Bylaws Committee shall serve as Ballot Commissioners to receive and count the ballots or expressly delegate this responsibility to KPCA management. For the number of vacancies to be filled, the candidates for each with the most votes shall be the elected. All ties shall be broken by the Board of Directors. The Nominating and Bylaws Committee shall report the results of the election at the Annual Board Meeting at the conclusion of which they shall be installed.

SECTION 9. REMOVAL: A Director may be removed from office by a majority vote of the Board of Directors at any regular or special meeting, provided that written notice of the charge or just cause is submitted to the President at least thirty (30) days prior to such action. Any Director so charged shall be offered the opportunity to refute such charge and appeal to the Board of Directors before final vote. A Director may be removed from the Board of Directors due to absence from two (2) meetings in a calendar year, unless a written, electronic excuse acceptable to the President is presented. In the absence of such excuse, the President shall declare a vacancy and notify by email any Director removed for cause of non-participation.

SECTION 10. VACANCY: Vacancies occurring on the Board may be filled by majority vote of the remaining Directors for terms ending with the next annual meeting of the Corporation.

SECTION 11. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held quarterly at such date, time and place designated by the Board. Notice for any meeting of the Board shall be given electronically at least five (5) days in advance of the meeting. A meeting may be held without notice if such notice is waived, by all the Directors, either before or after the meeting. Regular meetings of the Board may be held with all or some Board members participating via telephonic conference call, video conference, or

other electronic means of synchronistic communication that facilitate live and open debate. Board members participating via telephonic conference call, video conference, or other electronic means of communication shall be entitled to vote on matters coming before the Board and otherwise participate as though they are physically present at the meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. The written consent to take action without a meeting may be circulated by electronic mail. Such written consent shall have the same force and effect as a unanimous vote at a meeting.

SECTION 12. SPECIAL MEETINGS: Special meetings of the Board may be called by the President of the Board, the Executive Committee, or by a majority of the Directors. Special meetings of the Board may be noticed and conducted in the same manner as regular meetings with the exceptions that no business other than that included in the notice shall be transacted at a special meeting. If less than three (3) days' notice is provided for a special meeting, but quorum is present, any Board action is not effective until waiver of notice is obtained from a super-majority (2/3) of the Board of Directors.

SECTION 13. QUORUM OF DIRECTORS: Not less than one-half (1/2) of the Directors shall constitute a quorum at any meeting of the Board of Directors. Directors participating via telephonic conference call, video conference, or other electronic means of communication shall be deemed to be present in determining whether a quorum is present.

SECTION 14. RULES OF ORDER: The President shall preside at all meetings of the Board of Directors. In the event of the President's absence, the Vice- President shall preside at meetings of the Board of Directors. In the event of both the President and Vice-President's absence. The Treasurer shall preside at meetings of the Board of Directors. All questions at a meeting of the Board shall be decided in the presence of a quorum by a majority vote of the Directors present. Each Director shall be entitled to one (1) vote. An absent Board member shall not be allowed to vote by proxy.

ARTICLE III OFFICERS OF THE GOVERNING BOARD

SECTION 1. OFFICERS: The officers of the Board of Directors shall be President of the Board, Vice-President of the Board, Secretary-Treasurer, and such other officers as the Board of Directors may authorize, all of whom shall be elected by the Board from among its own membership at the Annual Meeting each year. Newly elected officers shall be installed at the Board's Annual Meeting.

SECTION 2. TERMS: The term of office for officers of the Board shall be for a period of one (1) year or until successors shall have been duly elected and qualified. No person may hold the same office for more than two (2) full consecutive terms, unless this provision is waived by a two-thirds (2/3) majority vote of the Board of Directors.

SECTION 3. ELECTION: During the annual meeting of the members, the Board of Directors shall hold an in-person meeting ("Annual Board Meeting"). After newly elected Directors have been installed at the Annual Meeting of the Membership, the Nominating and Bylaws Committee shall present at the Annual Board Meeting, a slate of candidates for officers to the Board of Directors. Additional nominations may be made by a Director from the floor. All nominations shall be with the consent of the nominee. Voting will be done by secret ballot, unless there is only one candidate nominated for an office, in which case the appointment may be by acclamation.

SECTION 4. REMOVAL: Any Officer elected by the Board may be removed by two thirds (2/3) majority

of the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

SECTION 5. VACANCY: A vacancy of any office because of death, resignation, removal, disqualification, or otherwise may be filled by electronic vote or at any meeting of the Board for the unexpired portion of the term.

SECTION 6. PRESIDENT OF THE BOARD: The President shall preside at meetings of the Board of Directors and the Executive Committee. The President shall be a voting member of only those committees assigned. The President shall be ex-officio, non-voting member of the Finance, Nominating and Bylaws Committee, Grants and Programming Committee, Advocacy and Legislative Committee, and Medicaid Committee. The President shall have general supervision of all affairs of the Corporation but shall delegate the usual powers, duties, and authority of day-to-day operations of the Corporation to the Chief Executive Officer.

SECTION 7. VICE-PRESIDENT OF THE BOARD: The Vice-President of the Board shall act as President of the Board in the absence of the President of the Board and, when so acting, shall have the power and authority of the President of the Board.

SECTION 8. SECRETARY-TREASURER: The Secretary-Treasurer shall attend all meetings of the Board of Directors, Executive Committee, and Finance Committee (as chair) and be responsible to monitoring the budget, investment strategy, internal controls, and audits of the Corporation; shall be responsible for the keeping of the minutes of meetings of the Board of Directors; shall give notice of all meetings in accordance with the provisions of these Bylaws; and shall maintain annual meetings. The Secretary- Treasurer shall perform other duties as assigned by the President or Board of Directors. Functions such as meeting minutes, meeting arrangements, and meeting announcements may be delegated to corporation staff by the Board President.

ARTICLE IV COMMITTEES OF THE GOVERNING BOARD

SECTION 1. COMMITTEES: Committees of the Board of Directors shall be standing or special, and members thereof shall be appointed by the President of the Board. Standing committees shall be: Executive Committee, Finance Committee; Nominating and Bylaws Committee; Credentialing Committee; Grants and Programming Committee; Advocacy and Legislative Committee; and Medicaid Committee; and such other ad hoc committees as the Board of Directors may authorize. At a committee meeting, a quorum shall be one-half (1/2) the number of members of the committee. Regular or special meetings of committees of the Board may be held with five (5) days electronic notice. All or some committee members may participate via telephonic conference call, video conference, or other electronic means of synchronistic communication that facilitates live and open debate. Committee members participating via telephonic conference call, video conference, or other means of communication shall be deemed to be present for purposes of determining whether a quorum is present, entitled to vote on matters coming before the Board and otherwise participate as though they are physically present at the meeting. Committees may vote to delegate specific authorities and duties to the Corporation's Chief Executive Officer so long as delegation is reasonable, written with specificity, terminates at a set expiration date. A written summary of acts taken pursuant to a delegated authority or duty shall be provided to the committee prior to every regular meeting of the committee.

SECTION 2. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President of the Board, immediate past President should he/she continue to be a member of the Board, Vice-President of the Board, Secretary-Treasurer, and a non-Officer Director elected by the Board at the Annual Board Meeting.

The Executive Committee provides assistance to the full Board in its decision-making process by establishing protocols, procedures, and timetables for policy and decision making; by meeting as necessary to review issues proposed for Board consideration; and by making recommendations which focus Board attention on critical issues

as they relate to the strategic goals and mission of the Corporation. The Executive Committee conducts regular performance evaluations of the Chief Executive Officer, delivers its performance findings and recommendations to the Chief Executive Officer in writing, and reports a summary of findings and recommendations to the Board for approval. The Executive Committee conducts periodic salary reviews of the Chief Executive Officer and makes recommendations to the Board for approval.

The Executive Committee may exercise the powers of the Board when the Board is not in session. Any action taken by the Executive Committee shall be reported to and ratified by the full Board at its next regularly scheduled meeting. The Executive Committee may not take any action contrary to the policies established by the full Board. Executive Committee powers are limited to the extent that the following actions require a majority vote of the Directors at a qualified meeting of the full Board: a) hiring and dismissal of Chief Executive Officer; b) amendment of Articles of Incorporation, or the Bylaws; and, c) adoption of resolution of voluntary dissolution of the Corporation.

Special meetings of the Executive Committee may be called on three (3) days' electronic notice by the President or by majority of the Executive Committee. If less than three (3) days notice is provided for a special meeting, but quorum is present, any action taken by the Committee is not effective until waiver of notice is obtained from a super-majority (2/3) of the Executive Committee.

SECTION 3. NOMINATING AND BYLAWS COMMITTEE: The Nominating and Bylaws Committee shall consist of at least three (3) members of the Board of Directors whose terms do not expire at the upcoming Annual Meeting and include at least one representative of a Provider Member federally-qualified health center or look-alike and at least one representative of a Provider Member RHC and shall have the duty of collecting nominations and conducting elections of Directors when vacancies are to be filled and of presenting to the Board a slate of nominees for the election of Officers. It shall be the further duty of the committee to review existing bylaws and make recommendations as to necessary changes.

SECTION 4. CREDENTIALING COMMITTEE: The Credentialing Committee shall be responsible for the initial credentialing and re-credentialing of medical professionals to participate in the corporation's IPA and other credentialing requirements as may be required of the medical and other health professionals employed by corporation member clinics.

The Credentialing Committee shall ensure that the Credentialing Process will be conducted in accordance with the National Committee for Quality Assurance (NCQA) standards and the requirements of other organizations and payers requiring such credentialing. The Committee shall develop and adopt operating Policies and Procedures, in accordance with the NCQA and other requirements, for review and approval by the corporation's Board of Directors and shall ensure that the credentialing process is operated and conducted in accordance with the adopted and approved Policies and Procedures.

The Credentialing Committee shall be composed of no more than ten (10) members who shall be appointed by the President of the Board of Directors. Committee members may serve continuously upon reappointment annually and shall serve until their successors are appointed. Members shall be representative of the professional medical, dental, behavioral health and other professions from clinics who are member organizations in good standing with the corporation, and shall be in good standing, professionally, and currently credentialed to participate in the IPA or other programs offered by the corporation.

One member of the Credentialing Committee, who shall be a physician, will be designated by the President of the Board of Directors as Chair and act as the Medical Director for purposes of the credentialing program.

Because of the time involved and nature of the business of the Credentialing Committee, the corporation will develop a per diem payment for services rendered by the members of the committee. The Committee, with

authorization from the Chief Executive Officer, may recommend outside reviewers or assistance in the credentialing process.

SECTION 5. GRANTS AND PROGRAMMING COMMITTEE: The Services and Grants Committee shall consist of at least three (3) people and support member success through programming, resource development, group purchasing, and technical assistance to further education, emergency preparedness and response, workforce development and retention, and other services for members. The Committee shall establish policies governing social responsibility, compliance and oversight for grants management. The Committee shall promote diversity, equity, and inclusion in member programming.

SECTION 6. ADVOCACY AND LEGISLATIVE COMMITTEE: The Advocacy and Legislative Committee shall consist of at least five (5) individuals. The Committee shall develop and implement strategies for monitoring activities of the legislative and governmental bodies, assist in the development of the Corporation's priorities and position papers, and present the Corporation's positions to government decision makers, other groups and associations, and regulatory agencies. The Committee shall develop and support Corporation programming for community-organizing and coalition-building to advance shared values and promote member organizations and Corporation as key stakeholders relevant and necessary to improve health of Kentuckians.

SECTION 7. FINANCE COMMITTEE: The Finance Committee shall consist of the Secretary-Treasurer of the Corporation, who shall serve as the chair of the Finance Committee, and at least four (4) other individuals, who shall be appointed by the President of the Board. The Finance Committee shall provide financial oversight for the Corporation budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies, as well as the commission and participation in required or recommended audits of the Corporation including but not limited to:

- a) Approve the budget within the Finance Committee;
- b) Monitor adherence to the budget;
- c) Set long-range financial goals along with funding strategies to achieve them;
- d) Set and oversee investments and investment policy of the Corporation and,
- e) Create, approve, and internal controls and accountability policies that help ensure the assets of the organization are protected, ensure that such policies and procedures for internal controls and accountability policies are documented in a manual that is reviewed annually (and updated as necessary), and ensure that such approved financial policies and procedures are being followed.

SECTION 8. MEDICAID COMMITTEE: The Medicaid Committee shall consist of at least nine (9) individuals with experience and/or expertise in the Medicaid Program, improving access to comprehensive primary care, provider workforce, and/or payor relations. At least five (5) individuals of the Committee shall be representative of Federally Qualified Health Centers and Rural Health Clinics participating in the Kentucky Medicaid Program and designated by the President as the voting members appointed to the Kentucky Department for Medicaid Services, Primary Care Technical Advisory Committee (PCTAC) per KRS 205.590. Membership on the Committee will be reviewed annually, and any changes in the PCTAC appointments will be transmitted to the appropriate official at the Kentucky Department for Medicaid Services. The Medicaid Committee Chair shall be the PCTAC Chair and responsible for conducting the PCTAC meetings and delivering recommendations to the Advisory Committee of Medical Assistance (MAC).

SECTION 9. AD HOC COMMITTEES AND TASK FORCES. Task forces or ad hoc committees shall be formed by a majority vote of the Board or Executive Committee. Task forces and ad hoc committees may be dissolved at any time by a majority vote of the Board or Executive Committee, but shall automatically be dissolved when the assigned task is completed. Each ad hoc committee and task force shall consist of at least three Directors appointed by the President. One of these shall be appointed to preside at meetings of the committee

or task force and to report on the group’s work through the appropriate channels. The role of ad hoc committees and task forces is to perform specific, well defined assignments within a specified timetable. Assignments and tentative timetables shall be stated by the body of the Board that formed the group and findings and recommendations should be reported to the Executive Committee or full Board as appropriate.

ARTICLE V
ADMINISTRATION

The Chief Executive Officer (“CEO”) shall be given the necessary authority and responsibility to operate the Cooperation in all its activities; subject only to such policies as may be issued by the Board of Directors. The CEO is responsible for overseeing other key management staff and has the authority to hire and discharge employees of the Corporation. The CEO shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designed some other person to so act. The CEO shall provide leadership and overall direction in formulation and achievement of the Corporation’s mission, goals, and objectives. The CEO shall, plan, direct, monitor, coordinate, control, and evaluate the operation and activities of the Corporation.

The CEO shall be a non-voting, ex officio member of the Board; a non-voting, advisory member of all Board committees; and member of all staff committees.

The responsibilities of the CEO shall be defined in a job description which will be reviewed by the Executive Committee when conducting the regular performance evaluation of the CEO.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1st through June 30th of each year.

ARTICLE VIII
ORDER OF BUSINESS

For all meetings of the Corporation, Board, and Committees, the order of business, unless changed by a majority vote of the members present, shall be, as follows:

- a) Call to Order;
- b) Establishment of Quorum;
- c) Approval of Minutes of Preceding Meeting(s);
- d) Reports of the Committees;
- e) Unfinished Business;
- f) New and/or Miscellaneous Business; and,
- g) Adjournment

ARTICLE IX
AMENDMENTS

These Bylaws may be amended by a super majority (2/3) vote of the Board at any regular, special, or annual meeting at which a quorum is present Proposed amendments shall be mailed and submitted electronically to the Board seven (7) days before such regular meeting and, if each Board member is

given notice of any special meeting of the Board, at least three (3) days before such special meeting.

No amendment may be made so as to avoid limitations imposed by the Articles of Incorporation.

ARTICLE X
AUTHORITY

Disputes shall be resolved with deference to the following authorities in order of priority provided: (1) applicable law, (2) the Corporation's Articles of Incorporation, (3) these bylaws, (4) the most recent edition of Robert's Rules of Order, and (5) custom.