



## **Massachusetts Society for Healthcare Risk Management (MSHRM) Bylaws**

- Article I - Name**
- Article II - Definitions**
- Article III - Purpose**
- Article IV - Power**
- Article V - Membership**
- Article VI - Dues**
- Article VII - Meetings**
- Article VIII - Board of Directors**
- Article IX- Officers**
- Article X - Conflict of Interest**
- Article XI - Committees**
- Article XII - Amendments**
- Article XIII - Bank Account**
- Article XIV - Affiliations with Other Associations**
- Article XV - Distribution of Assets**
- Article XVI - Records, Fiscal Year, and Policies**

### **ARTICLE I - NAME**

The name of the organization shall be the Massachusetts Society for Healthcare Risk Management, Inc., hereinafter called "Society."

### **ARTICLE II – DEFINITIONS**

As used in the Bylaws of the Massachusetts Society for Healthcare Risk Management, the following terms shall be defined as follows:

Electronic Communication – means any form of telecommunications, including but not limited to telephone, email, internet, web-based, or wireless technology that can be used for purposes of disseminating information, education, the exchange of ideas, publications, or voting in the Society.

Health Care Entities - means healthcare facilities providing diagnostic, therapeutic services, or conducting research, including but not limited to hospitals, integrated delivery systems, accountable care organizations, long term

and continuing care facilities, physician practices, free-standing clinics, ambulatory care facilities, hospice, home health, community health and behavioral health entities.

Member in Good Standing – means an Active Member whose annual dues are current and whose voting and office-holding rights are not suspended under these Bylaws.

Written Notice – means notice delivered by email to the email address on record for the recipient, by U.S. mail to the recipient’s last known address, or by other electronic means permitted by these Bylaws. Notice may also be posted on the Society’s website if the membership has been advised in advance that such posting will constitute notice.

### **ARTICLE III - PURPOSE**

The primary purpose of the Society is to enhance the safety and quality of health services by advancing and developing the professional practice of healthcare risk management. Activities to further this purpose include:

- A. Conducting educational programs to promote the professional development of members of the Society.
- B. Providing a forum for the exchange of risk management ideas and methodologies among health professionals.
- C. Assisting in the development of professional relationships among Society members and other healthcare professionals to facilitate the free exchange of information and the solution of mutual problems.
- D. Providing relevant information, education and mentorship to students, to those engaged in the healthcare industry, and to civic groups.
- E. To be a central source of information in Massachusetts on new developments and trends in healthcare risk management.

The Society is organized exclusively as an association of persons having a common business interest in healthcare risk management and whose activities improve business conditions rather than actually conduct the business itself within the meaning of Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”). The Society shall conduct its activities so that no part of its income, net earnings, properties, or assets, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, any member, director, officer, or other private person, except that the Society is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance

of the purposes set forth in these Bylaws.. Notwithstanding any other provision of these Bylaws, the Society shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(6) of the Code.

## **ARTICLE IV - POWER**

The Society may engage in any activities or exercise any powers that are in furtherance of the stated purposes of this organization. Furthermore, the Society shall have and exercise all rights and powers conferred on corporations under the laws of the Commonwealth of Massachusetts, including, but not limited to, Massachusetts General Laws, Chapter 180. The Society may review and comment on policies related to its area of interest in furtherance of its educational purposes. Members of the Society may make related recommendations by forwarding same to the Board of Directors of the Society. Any public comment, statement, or position in the name of the Society shall be authorized and issued only by the Board of Directors, and only if such statement is in furtherance of the purposes of the Society and consistent with its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE V - MEMBERSHIP**

### **Section 1 - Type of Membership**

Membership in the Society shall consist of persons who are actively involved in risk management functions and/or who work with or for health care entities as defined in Article II. There shall be four types of membership: Active Member (voting), Student Member (non-voting), Honorary Member (non-voting) and Emeritus (non-voting). The qualifications for each membership category are as stated below:

#### **A. Active Member (voting member):**

1. An employee of a health care entity or any affiliate/subsidiary thereof who is actively involved in risk management, quality, performance improvement, patient safety, compliance, or legal services responsibilities in such health care entity, health care organization or affiliate or subsidiary thereof.
2. An employee who is actively involved in the risk management responsibilities of a captive or risk management service company or program; and,
3. Private consultants, representatives of insurance agencies, brokerages and companies, academicians and attorneys, who are involved in risk management, performance improvement, patient safety, compliance or legal services responsibilities for or on behalf of a health care entity as defined in Article II.

#### **B. Student Member (Non- Voting):**

1. A full-time or part-time student enrolled in a health care educational program, including but not limited to medical, nursing, dental, pharmacy, physical therapy, behavioral health, social work, speech pathology or occupational therapy.
2. A full-time or part-time student enrolled in a graduate level health administration, public health, healthcare MBA, law, public administration, or health care information management program or patient safety.

**C. Honorary Member (Non-Voting)**

1. State or federal regulators involved in the oversight, discipline, or licensure of health care entities, organizations, or professionals.
2. Individuals nominated by at least two voting members and approved by a majority of the Board, provided that these individuals have demonstrated through their work or research a commitment to further the development of healthcare risk management, quality, performance improvement, or patient safety.

**D. Emeritus Member (Non-Voting)**

1. A former Active Member as defined in Section A above who desires to remain involved in furtherance of the Society's purpose as defined in Article III.

**Section 2 - Establishment of Membership**

Membership in the Society shall become effective upon receipt of a properly completed application form, appropriate dues (if applicable), and approval of the application by the Chair of the Membership Committee or their designee in accordance with these Bylaws and criteria developed by the Committee and approved by the Board of Directors. The Membership Committee shall act on completed applications within a reasonable time (generally within 30 days). If an application is denied, the applicant shall be notified and may request Board review. Honorary and Emeritus Members shall be exempt from payment of dues to the Society.

**Section 3 - Transfer and Change in Eligibility for Membership**

Membership in the Society shall not be transferable to another person. Members whose eligibility status changes shall notify the Society within 90 days of such change.

**Section 4 - Term of Membership**

The term of membership shall be for one calendar year commencing January 1st and expiring December 31st of each year.

**Section 5 - Membership Renewal**

Members of the Society shall have their membership renewed beginning January 1st of each year provided they continue to meet eligibility requirements as provided in the Bylaws, all dues owed to the Society have been fully paid, and the member has not violated any provision of the Bylaws.

### **Section 6 - Termination of Membership**

A. Resignation: Members may at any time resign from the Society by providing Written Notice to the Secretary or to the Board of Directors.

B. Loss of Eligibility: Membership of any person who is no longer eligible for membership in the Society and who fails to reestablish such eligibility within six (6) months, or a reasonable time frame determined by the Board, shall be terminated. Such persons may reapply for membership when eligibility is reestablished.

C. Nonpayment of Dues: An Active Member whose annual dues remain unpaid by March 31 of the membership year shall be deemed not in good standing and shall have voting and office-holding rights suspended until dues are paid. If dues remain unpaid by June 30, membership may be terminated upon Written Notice.

D. For Cause: Membership may be suspended or terminated for cause pursuant to Section 7 of this Article.

### **Section 7 - Suspension and Expulsion (Disciplinary Action)**

A. Grounds: The Board of Directors may suspend or expel an Active Member for cause, including but not limited to a material violation of these Bylaws or Society policies, conduct materially harmful to the Society, or a material misrepresentation in a membership application.

B. Procedure: Before any suspension or expulsion, the member shall be provided Written Notice of the proposed action and the reasons therefor, and an opportunity to be heard (in person or in writing) not less than fourteen (14) days after such notice.

C. Vote; Effect: Suspension or expulsion shall require an affirmative vote of two-thirds (2/3) of the directors then in office. During any period of suspension, the member's voting and office-holding rights are suspended.

D. Appeal: A disciplined member may submit a written request for reconsideration to the Board within thirty (30) days. The Board's decision after reconsideration shall be final.

## **ARTICLE VI - DUES**

Annual dues of the Society shall be established by the Board of Directors and shall be payable on or before January 1 for the calendar year ahead. The Board may establish reduced or prorated dues schedules and may adopt procedures

for waiver of dues in limited circumstances consistent with the Society's charitable purposes. No portion of dues paid by any member shall be refundable if membership is terminated for any reason. Any funds or goods received by the Society shall become the property of the Society and shall be used in furtherance of the Society's purposes.

## **ARTICLE VII - MEETINGS**

### **Section 1 - Annual Meeting**

The Society shall meet at least annually for the transaction of the affairs of the Society. The annual meeting may be held in person, virtually, or in a hybrid format as determined by the Board of Directors. The Secretary of the Society, or designee, shall provide Written Notice to the membership of the annual meeting, including the date, time, location (if any), and instructions for remote participation and voting (if applicable), no less than thirty (30) days prior to the date of the meeting. The date of the annual meeting may be changed by a majority vote of the Board of Directors. The results of said vote shall be communicated to the membership by Written Notice no less than thirty (30) days prior to the revised date of the meeting.

### **Section 2 – Exigency Necessitating Postponement of the Annual Meeting**

In the event of a local or national exigency or a serious storm condition that necessitates a postponement and rescheduling of the annual meeting less than 30 days prior to the date of the scheduled meeting, the Secretary or designee shall post a notice on the Society website and notify the membership of the meeting postponement and rescheduled date. The Secretary or designee may enlist the assistance of the Board of Directors and other members of the Society to complete the notification process.

### **Section 3 - Special Meetings**

Special meetings may be called by the Board of Directors of the Society and shall be limited to consideration of subjects listed in the official call for such meetings. The Secretary of the Society or designee shall provide Written Notice to the membership of such special meetings and the subject matter to be discussed no less than thirty (30) days prior to the date of the meeting, provided that the Board of Directors may vote to reduce the notice period to fifteen (15) days when the subject matter or timeliness of the special meeting is deemed to warrant it. Discussions and any vote shall be limited to the subject(s) listed in the notice.

### **Section 4 - Order of Meetings**

The Society shall adopt regulations for conducting meetings of the Society and may amend them from time to time by a majority of those present and voting at

the annual meeting. These regulations shall be in accord with Robert's Rules of Order Revised, when the latter are not in conflict with these Bylaws.

### **Section 5 - Voting**

A. Eligibility to Vote: Only active members in good standing shall have the right to vote. Proxy voting shall not be permitted.

B. Voting Process: The Secretary of the Society or designee shall use an electronic format for all Society voting not completed in person.

C. Majority: Except as otherwise specified herein, and consistent with quorum requirements delineated in Article VII, Section 6, all matters shall be settled by a simple majority vote, which is a majority of electronic votes recorded or a majority of members voting in person.

### **Section 6 - Quorum**

A quorum of the Society at the annual meeting shall consist of the lesser of (i) ten (10) Active Members in Good Standing or (ii) five percent (5%) of the Society's Active Members in Good Standing, but in no event fewer than five (5). For special meetings and all other duly called meetings of the Society, a quorum shall consist of at least five percent (5%) of the Society's Active Members in Good Standing.

## **ARTICLE VIII - BOARD OF DIRECTORS**

### **Section 1 - Eligibility**

Only active members of the Society in good standing and in compliance with all provisions of the Bylaws shall be eligible to serve on the Board of Directors of the Society.

### **Section 2 - Composition**

The Board of Directors shall be composed of nine (9) voting members, including the President, President-Elect, Secretary, and Treasurer. No more than two (2) Officers and no more than four (4) directors may be employed by the same or an affiliated organization at the same time; if an affiliation conflict arises due to a change in employment during a term, the Board may permit the member to complete the then-current term but shall remedy the conflict as soon as practicable. The President shall act as Chair of the Board of Directors. The Immediate Past-President shall serve as an ex officio, non-voting member of the Board for the year immediately following their term as President, except in the event of a tie vote pursuant to Article IX, Section 3.

### **Section 3 - Election and Term**

The term of office for directors and elected officers shall be as follows:

A. Three-year term: Two directors shall serve for a term of three years. The Treasurer shall serve for three years.

B. Two-year term: Three directors shall serve for a term of two years. The Secretary shall serve for two years.

C. One-year term: All elected officers, except the Treasurer and Secretary, shall serve for terms of one year, pursuant to Article IX of the Bylaws.

All terms shall expire at the end of the calendar year. The Secretary or designee shall compile a list of Board members, along with the position and term of office for each, at the start of each calendar year to be distributed to the membership. A director having served less than their full term shall be eligible for re-election for another term of office. A director having served their full term shall be eligible to run for an officer position on the Board provided that if elected to an officer position and upon completion of the officer term, they shall not have served more than six consecutive years on the Board. Under special circumstances, the Board may opt to extend a term.

The election of directors shall be conducted by electronic voting. Eligible voting members shall receive electronic notification about and access to the slate of candidates proposed by the Nominating Committee not less than 30 days prior to the end of the calendar year. The ballot shall also provide for write-in candidates. The electronic notification shall state the voting period for eligible voting members. The votes shall be tabulated by the Secretary and President, or Board member designee, and reported to the Board of Directors. The results of the election shall be communicated to the membership through Society publications, through email communication to the membership and on the website of the Society and at the annual meeting.

The newly elected directors and officers shall take office effective January 1. Any director who is absent from two (2) successive meetings of the Board without good cause may be removed by the Board pursuant to Section 4 of this Article after Written Notice and an opportunity to be heard. Any vacancy created thereby shall be filled in accordance with these Bylaws.

#### **Section 4 - Forfeiture of and Removal from Office**

A. Automatic Forfeiture: Any officer or director shall automatically forfeit their office if they lose eligibility for membership or are expelled from membership pursuant to these Bylaws.

B. Removal for Cause: Any director or officer may be removed for cause by an affirmative vote of two-thirds (2/3) of the directors then in office, after Written Notice of the proposed removal and an opportunity to be heard. Cause includes, without limitation, material violation of these Bylaws or Society policies, breach of fiduciary duty, or failure to perform the duties of the office.

C. Resignation: Any director or officer may resign at any time by providing Written Notice to the President and Secretary. Resignation shall be effective upon receipt unless a later effective date is stated.

### **Section 5 - Responsibilities and Powers**

The Board of Directors shall have the responsibility to develop plans, objectives and purposes for the Society; establish standing and ad hoc committees in line with the purposes and objectives of the Society and review the recommendations of these committees; establish the dates and formats and programs of Society meetings and other educational endeavors. The Board of Directors shall have implied powers to carry out the purposes and objectives of the Society, and their actions shall be in conformity with the Bylaws of the Society.

### **Section 6 – Vacancies**

#### A. Members of the Board of Directors

The Board of Directors shall have authority to fill any vacancy that may occur on the Board, other than a vacancy in the office of President, President-Elect, or Past President, by appointment of an active member of the Society for the un-expired term, subject to approval by a majority vote of the active members participating in a special vote for this purpose. Preferential consideration should be given to the individual or individuals who had the next highest number of votes in the election in which the individual now vacating the office was elected.

#### B. President or the President-Elect

If the office of President becomes vacant, the President-Elect shall immediately accede to the presidency for the duration of the un-expired term and shall continue to serve as President for the subsequent term. If the President-Elect must assume the office of the President during the term of the President, or the President-Elect position becomes otherwise vacant, the Board of Directors shall have the authority to fill the office for the unexpired term of the President-Elect. The selection will be subject to approval by a majority vote of the active members participating in a special vote for this purpose. Preferential consideration should be given to current members of the Board of Directors to fill the vacancy of the President-Elect.

### **Section 7 - Meetings**

The Board of Directors shall meet not less than quarterly. Board of Director meetings may be held in person, telephonically, virtually, or in a hybrid format as determined by the Board of Directors. Additional meetings may be called by the President with the approval of a majority of the directors then in office. Written Notice (which may be electronic) at least forty-eight (48) hours in advance of a meeting shall be reasonable and sufficient, provided that shorter notice may be given in an emergency as determined by the President. A quorum shall consist of

a majority of the voting directors then in office. Directors and officers may be present in person or through telecommunication for purposes of establishing a quorum and conducting business.

## **ARTICLE IX- OFFICERS**

### **Section 1 - Eligibility**

Only active members of the Society in good standing shall be eligible for elective office in the Society.

### **Section 2 - Officers**

The officers shall be a President, a President-Elect, a Secretary, and a Treasurer, who shall be elected by the active membership of the Society.

### **Section 3 - Election and Term**

Elections shall be held annually for those officer and director positions whose terms expire at the end of the calendar year. A ballot listing candidates proposed by the Nominating Committee shall be made available to eligible voting members of the Society not less than thirty (30) days prior to the close of the election period. The votes shall be tabulated by the Secretary or designee and at least one (1) other member of the Board of Directors and reported to the Board of Directors. Tie votes shall be settled by secret ballot of the voting members of the Board of Directors. If the secret ballot results in a tie vote, the Immediate Past-President shall cast the tie-breaking vote. The results of the election shall be communicated to the membership.

The President-Elect shall transition to President at the end of their term. The newly elected officers and directors shall be installed effective January 1st. The Treasurer shall serve for a term of three (3) years. The Secretary shall serve a term of two (2) years. All other officers shall serve a term of one (1) year. The officers' terms shall be limited to one (1) consecutive term for any same office, unless, in the discretion of the Board, extenuating circumstances require an exception.

### **Section 4 - Duties**

The President of the Society shall act as Chair of the Board of Directors and shall preside at all meetings of the Board, and at all annual and special meetings of the Society. The President-Elect shall perform the duties of the office of the President whenever the President shall be unable to do so.

### **Section 5 - Reports**

No less than annually, the President shall submit a report to the Board of Directors and membership of the Society. The report shall include a summary of reports from the Treasurer and chairpersons of all standing and ad hoc committees.

### **Section 6 - Duties of the Secretary**

The Secretary shall attend all meetings of the Society and of the Board of Directors and maintain the official minutes and records of the Society.

### **Section 7 - Duties of the Treasurer**

The Treasurer shall serve as Chair of the Finance Committee, attend all meetings of the Society and of the Board of Directors, be responsible for maintaining the financial records of the organization including banking and investment accounts, procure insurance for the Society, and provide an annual report to the Board of Directors and membership of the Society.

### **Section 8 - Forfeiture and Removal from Office**

Any officer shall automatically forfeit their office if they lose eligibility for membership or are expelled from membership pursuant to these Bylaws. Officers may also be removed for cause pursuant to Article VIII, Section 4.

### **Section 9- Indemnification of Directors and Officers**

To the fullest extent permitted by Massachusetts law (including, without limitation, M.G.L. c. 180) and consistent with the Society's charitable purposes, the Society shall indemnify and hold harmless each director and officer (and, to the extent authorized by the Board, committee members and volunteers) against any and all claims, liabilities, and expenses (including reasonable attorneys' fees) arising by reason of their service to the Society, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Society. The Society may advance expenses to such individuals upon receipt of an undertaking to repay such amounts if it is ultimately determined that the individual is not entitled to indemnification. The Board of Directors is authorized to purchase and maintain directors' and officers' liability insurance and other insurance in such amounts as it deems appropriate.

## **ARTICLE X - CONFLICT OF INTEREST**

The Society shall maintain a written Conflict of Interest Policy consistent with IRS requirements for tax-exempt organizations and guidance applicable to Massachusetts charitable organizations as well as the American Society for Healthcare Risk Management (ASHRM). Each director and officer shall annually complete a conflict of interest disclosure statement and shall disclose any actual or potential conflict as it arises. Any director or officer with a conflict shall recuse themselves from discussion and voting on the matter, and the minutes shall

reflect the disclosure and the recusal. The Board shall exercise the utmost good faith in all transactions relating to the Society and shall not accept any favor that might improperly influence their actions affecting the Society or its members.

## **ARTICLE XI - STANDING AND SPECIAL COMMITTEES**

The President of the Society may appoint special committees as authorized by the Board of Directors and for purposes compatible with the objectives of the Society. The term of members serving on all standing committees shall be for one year. Committee members shall be eligible for re-appointment by the President.

Committees that exercise authority of the Board (Board Committees) shall be created by vote of the Board and shall consist solely of directors, to the extent required by applicable law. All other committees are advisory and may include non-directors.

The following committees are acknowledged annually by the President.

**Bylaws Committee:** The Bylaws Committee shall include one member of the Board who will serve as the chair of the committee. The committee shall annually review the Bylaws and make recommendations to the Society, taking into consideration comments and recommendations solicited from the membership.

**Education Committee:** The Education Committee shall include the President-Elect or a member of the Board acknowledged by the President and serving as chair of the committee. The committee will coordinate the planning and implementation of Society educational programs.

**Finance Committee:** The Finance Committee shall include the Treasurer who shall serve as the chair of the committee. The Finance Committee provides oversight of the Society's financial operations and proposes expenditures and other release of funds for voting by the Board.

**Membership Committee:** The Membership Committee shall include a member of the Board acknowledged by the President and serving as chair of the committee. The committee or designee shall review applications for membership for the purposes of determining eligibility. At its discretion, the committee shall also engage in goodwill outreach to the membership and outreach for the purpose of recruiting new members. The committee shall carry out all other membership responsibilities as provided in the Bylaws.

**Nominating Committee:** The Nominating Committee shall include the Immediate Past-President, who shall serve as chair. If the post of the Immediate Past-President is vacant, the President shall appoint a Board member to serve in their place. There shall be a call for nominations to the Nominating Committee. The Committee may elect to offer more than one name for nomination to any elected office.

Sponsorship Committee: The Sponsorship Committee shall include a member of the Board acknowledged by the President and serving as the chair of the committee. This committee shall annually reach out to affiliated and potential vendors to encourage sponsorship of the Society.

## **ARTICLE XII - AMENDMENTS**

These Bylaws may be amended, upon recommendation by the Board of Directors, by a two-thirds vote of eligible voting members of the Society. Notice of proposed amendments shall be sent to all eligible voting members not less than 30 days in advance of the voting deadline. Discussion of the proposed amendments may take place during a regularly scheduled or special meeting of the Society.

Amendments to the Bylaws may be proposed by petition of at least 25 active members of the Society in good standing. Amendments so proposed shall be submitted to the Secretary. Amendments to the Bylaws shall become effective upon approval by the membership pursuant to this Article.

## **ARTICLE XIII - BANK ACCOUNT**

Banking and other investment accounts of the Society shall be maintained by the Treasurer subject to oversight by the Board of Directors. The Board shall adopt financial controls, including authorization levels for expenditures and disbursements. Transactions on such accounts shall be authorized by the President or Treasurer, provided that the Board may require dual authorization above thresholds set by Board policy.

## **ARTICLE XIV - AFFILIATIONS WITH OTHER ASSOCIATIONS**

The Board of Directors shall seek to establish formal affiliations with local, state, regional, or national organizations that share the Society's purpose as articulated in Article III. Such organizations include, but are not limited to, the American Society for Healthcare Risk Management and the Massachusetts Hospital Association. The Board of Directors shall have the power to authorize the signing of formal written agreements establishing such relationships, but only when such affiliations are in furtherance of the purposes of the Society.

Such affiliations shall not interfere with the separate corporate status of the Society or its qualifications as an exempt organization under the Internal Revenue Code. Such affiliations shall be consistent with the bylaws of the Society and the laws of the Commonwealth of Massachusetts.

## **ARTICLE XV - DISTRIBUTION OF ASSETS ON DISSOLUTION**

The Society does not contemplate financial gain or profit to its members, directors, or officers and is operated exclusively for nonprofit purposes. Upon the winding up and dissolution of the Society, after payment of or adequate provision for the debts and obligations, the remaining assets shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (and, if applicable, Section 170(c)(2)), or to a federal, state, or local government for a public purpose, as determined by the Board of Directors and consistent with applicable law. If the Society holds any assets in trust, such assets shall be disposed of in accordance with an applicable court order.

## **ARTICLE XVI - RECORDS, FISCAL YEAR, AND POLICIES**

### **Section 1 - Fiscal Year**

The fiscal year of the Society shall be the calendar year unless otherwise determined by the Board of Directors.

### **Section 2 - Records and Reports**

The Society shall maintain accurate and complete books and records, including minutes of meetings of the membership, Board of Directors, and Board Committees, and financial records consistent with applicable law. Members' rights to inspect corporate records shall be as provided by Massachusetts law and these Bylaws.

### **Section 3 - Policies**

The Board of Directors may adopt, implement, and amend policies and procedures consistent with these Bylaws, including, without limitation: (i) a Whistleblower Policy; (ii) a Document Retention and Destruction Policy; (iii) a Non-Discrimination and Anti-Harassment Policy; (iv) an Antitrust Compliance Policy; and (v) financial controls and reimbursement policies.

### **Section 4 - Severability**

If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

#### **REVISIONS:**

**(Revised February 20, 2000)**

**(Revised September 13, 2002)**

**(Revised/Approved September 27, 2013)**

**(Revised Date February 27, 2026)**