



ANIA
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American Nursing Informatics Association BYLAWS

(Effective February 27, 2018)

ARTICLE I - NAME

Section 1 Name: The name of the organization shall be the American Nursing Informatics Association (ANIA), a Virginia nonstock corporation (the "Corporation").

ARTICLE II - OFFICES

Section 2.1 Location: The principal of the American Nursing Informatics Association (ANIA) shall be located within or without the Commonwealth of Virginia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. American Nursing Informatics Association (ANIA) shall continuously maintain within the Commonwealth of Virginia a registered office at an address designated by the Board of Directors.

ARTICLE III - PURPOSE

Section 3.1 Purpose: To advance nursing informatics through education, research, and practice in all roles and settings. The Corporation is organized to operate as a professional organization within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV - MEMBERS

Section 4.1 Classes of Members: The Corporation shall have four (4) classes of members: Regular, Corporate, Honorary, and Lifetime. The designation of the classes and the qualifications and rights of the members of the classes shall be as follows:

Class/Qualifications

1. **Regular Members** - Anyone interested in the advancement of Nursing Informatics Practice and the automation of health care information systems. Regular members may vote and hold an elected office.
2. **Corporate/Education Members** - Any company or organization interested in the advancement of Nursing Informatics Practice and the automation of health care information systems.
3. **Honorary Members** - May be extended by a majority vote of the Board to individuals who have rendered distinguished service and leadership to the Corporation or who have made outstanding contributions to the field of Nursing Informatics. These members shall retain all the privileges of regular membership and shall pay no dues. This is a lifetime honorarium.

4. **Lifetime Members:** All past presidents and other members designed by the Board of Directors are granted lifetime membership without dues. Lifetime members may vote and hold an elected office per the specified term conditions.

Section 4.2 Establishment of Membership: Membership in the Corporation shall become effective when a completed formal application has been accepted by the Corporation and the designated dues payment has been received. The Membership Policy outlines the membership process.

Section 4.3 Termination of Membership:

4.3.1 Resignation. A member may resign any time by filing a written resignation to the Corporation, with no refund of dues.

4.3.2 Nonpayment of Dues. Membership shall be terminated for nonpayment of dues.

4.3.3 Action of the Board. By affirmative vote of two-thirds (2/3) of all of the members of the Board, the Board may suspend or expel a member for cause after an appropriate hearing. "Cause" shall exist if the member is declared of unsound mind by an order of court, or indicted for a felony, or for other reason found to be against the Corporation's best interests by the Board.

4.3.4 Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board members may, by the affirmative vote of two-thirds (2/3) of the Board members, reinstate the former member to membership upon such terms as the Board members may deem appropriate.

Section 4.4 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE V – MEETING OF THE MEMBERS

Section 5.1 Annual Meeting: A meeting of the members shall be held annually, on such date and at an hour and site designated by the Board members for the purpose of updating the membership on the business of the Corporation. The meeting will be open to all members. The Board shall hold additional meetings at its discretion.

Section 5.2 Place of Meeting: The Board may designate any place as the place of meeting inside or outside the Commonwealth of Virginia for the annual meeting or for any special meeting called by the Board.

Section 5.3 Special Meetings: Special meetings of the members may be called by the President, a majority of the Board members, or upon written or electronic transmission request of 1/8 of the members.

Section 5.4 Notice of Meetings: Notice will be provided posted on the website and delivered via electronic mail ("email") or other electronic transmission at least 30 days prior to the meeting.

Section 5.5 Quorum: At any meeting of members, a quorum will consist of a majority of members present who have voting privileges.

Section 5.6 Informal Action by Members: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if the majority of voting members agree with respect to the subject matter of the action.

ARTICLE VI – THE BOARD - OFFICERS

Section 6.1 Eligibility: Regular, Honorary, and Lifetime members shall be eligible to serve as members of the Board. Only Board members are eligible to serve as officers of the Corporation.

Section 6.2 Functions and Powers: The Board shall oversee the control and administration of the affairs of the Corporation to meet the purposes of the Corporation including, but not limited to, oversight of the execution of the strategic plan, the Corporation budget and finances, ability to authorize audits, programs, publications, awards, recognition, and liaison with other organizations.

Section 6.3 Composition of the Board: The number of Directors shall be no more than nine (9). Each Board member shall be elected for a term of four (4) years. The Board members shall have staggered terms. Four (4) Directors shall also serve as President, President-Elect, Treasurer, and Secretary. Succession planning is incorporated into the process to ensure consistency and effective leadership of the Board.

Section 6.4 Term Limits: A Director may serve for two (2) consecutive terms if so elected. After two (2) consecutive terms, a Director will be replaced by a duly elected board member. The former Director shall then wait two (2) years before being nominated to run again for an open position on the Board of Directors. Exceptions to the term limits can be made at the discretion of the board of directors on a case by case basis to keep an effective organization.

Section 6.5 Officers

6.5.1 President: The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and the Board of Directors unless he or she cannot attend. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

6.5.2 President-Elect: The President-Elect is responsible for leading the evaluation of the Corporation's progress in meeting strategic objectives and proposing recommended actions. The President-Elect shall perform such other duties as may be assigned to him or her by the President or by the Board. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

6.5.3 Treasurer: Provides oversight and reporting of the Corporation's financial status. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to them by

the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the Board of Directors shall determine.

6.5.4 Secretary: Shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary, and such other duties as may be assigned by the President or by the Board of Directors.

6.5.5 Directors: All Directors shall assist the officers, represent the organization, and perform other duties assigned by the President or the Board of Directors.

6.5.5 Immediate Past President: The Immediate Past President may serve one year in an advisory, non-voting role to the board of directors.

Section 6.6 Composition of the Strategic Management Committee: Shall be composed of the President, President-Elect, Secretary and Treasurer. The management committee shall keep regular minutes of its proceedings and report the same to the Board of Directors at each regular meeting of the Board. The purpose of the management committee is to focus on the business requirements of Corporation. The strategic management committee will meet on an as-needed basis.

Section 6.7 Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board members a nominal fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 6.8 Meetings and Procedures

6.8.1 Meetings: Board meetings shall be held regularly throughout the year. In addition, a regular annual meeting of the Board members shall be held without other notice than this bylaw, in conjunction with the annual conference and annual meeting of members. The Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than the resolution.

6.8.2 Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

6.8.3 Notice: Notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting in written or printed format, delivered in person, via email or other electronic transmission.

6.8.4 Quorum: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Directors is present at the meeting, the Directors present may adjourn the meeting without further notice.

6.8.5 Participation by Technology: Directors may participate in a Board meeting by use of telephone or any other means of communication by which all members participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 6.9 Informal Action by Directors: Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the Directors. Directors may signify their consent by email or other electronic transmission.

Section 6.10 Forfeiture of and Removal from Office: Any Board member shall automatically forfeit their Board position if they lose eligibility for or are expelled from membership in the Corporation. A Board member may also be removed for "cause" by a 2/3rds vote of the Board members after proper notice and an opportunity to be heard at a meeting of the Board held prior to the vote. The board member will receive documentation of the complaint at a minimum of 24 hours before they are asked to discuss with the board. "Cause" shall exist if the Board member is declared of unsound mind by an order of court, or indicted for a felony, or for other reason found to be against the Corporation's best interests by the Board. The decision by the Board Directors to allow a Board of Director that has been removed from office to be nominated and run again for the Board will be determined on a case by case basis.

Section 6.11 Resignation: Except as otherwise required by law, a director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 6.12 Vacancies: Any vacancy occurring in the Board members shall be filled by a majority vote of the remaining Board members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 6.13 Officer Vacancies: If the position of President should become vacant; it will be filled by the President-Elect, who will remain President until the end of their appointed term. Any qualified board member shall indicate interest in the President-Elect, Secretary, or Treasurer role to the current President. The candidates will be ratified by a secret ballot majority vote of the board.

Section 6.14 Property of the Corporation: It shall be the duty of every Director to turn over to their successor, upon retirement from office, all property of the Corporation which is within their possession, custody or control.

Section 6.15 Absence/Abandonment: Each Board member is expected to communicate with the Board in advance of all Board meetings if she/he is unable to attend or participate by conference telephone or other agreed-upon means of communication or if life-circumstances are interfering with his/her ability to fulfill the obligations of her/his role. If a board member is absent from two (2) successive Board meetings without notice or fails to fulfill assigned responsibilities, per policy, for a 30 day period, the board may vote on whether the absent member shall be deemed to have resigned due to non-participation. If the Board votes that the absent member has resigned due to non-participation, the absent member will be notified by both email and certified letter of the Board's decision.

Section 6.16 Voting: Each Board member shall have one vote except for the immediate past president. All voting at meetings shall be done personally and no proxy shall be allowed.

ARTICLE VII – EXECUTIVE DIRECTOR AND STAFF

Section 7.1 Management Company: The management company is contracted by the board. The management company will provide an executive director that has the day-to-day responsibilities for

the organization, including carrying out the organization's goals and policies. The executive director will attend board meetings as requested by the Board of Directors, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description (or in the association management contract). The board can designate other duties as necessary. The management company can be changed or terminated at the board's discretion and/or the board can terminate designated services of the management company when deemed necessary, and as the contract allows.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 8.1 Leadership Succession Committee: The Leadership Succession Committee (LSC) shall develop members in organizational leadership roles across the span of their careers, mentor members to assume organizational board positions at all levels of the organization.

Section 8.12. Membership: The Leadership Succession Committee shall consist of a minimum of three (3) elected members with a preferred five (5) elected members. The ANIA president shall appoint a chair of the committee from those elected.

Section 8.13 Restrictions: The Leadership Succession Committee members shall not be eligible for any elected office of the current ballot.

Section 8.14 Term of Office: The term of office shall be two years. Terms of office are staggered so all Leadership Succession Committee members do not end their terms at the same time. There is a one-year break in service between terms. Exceptions to the term limits and break in service can be made at the discretion of the Board of Directors on a case-by-case basis to keep an effective organization.

Section 8.15 Election Oversight: The committee shall direct the election process through the ANIA management company. The committee shall vet the candidates to prepare a recommended ballot. The recommended ballot will be sent to the Board of Directors at least four (4) weeks prior to a scheduled election for final approval.

Section 8.2 Nominations for the Directors and Leadership Succession Committee Positions

8.2.1 The nomination process shall be conducted annually.

8.2.2 A call for nomination for Director position(s) and Leadership Succession Committee positions for the-upcoming year shall be published and distributed to all members of the Corporation at least 60 days before the scheduled date of the election.

8.2.3 All candidates for Director position(s) must be regular in good standing of the Corporation for at least two (2) successive years prior to their nomination.

8.2.4 All candidates for Leadership Succession Committee positions must be members in good standing of the Corporation for at least one (1) year prior to their nomination.

8.2.5 After receiving nominations from the membership, Leadership Succession Committee shall prepare a list of qualified candidates for the Director and Leadership Succession Committee member positions for Board approval.

Section 8.3 Notice of Elections: Notice stating the position(s), and date of the election shall be delivered not less than 45 days nor more than 90 days before the date of the election to each member of the Corporation entitled to vote in such election.

Section 8.4 Voting: An election may be conducted electronically, in the manner that the Board members shall determine in accordance with law.

Section 8.5 Officer Elections

8.5.1 All Board of Director positions are elected by the membership of the Corporation or appointed by the Board of Directors in the case of a vacant Director position. The four officer positions, President, President-Elect, Secretary and Treasurer are selected from the Board of Directors by simple majority vote of the BOD. ANIA's management representative shall obtain a written statement from each of the elected or appointed Board members no later than 40 days prior to the Board meeting at which officers will be elected regarding their interest in and objectives of their candidacy for an officer position.

8.5.2. The President and President-Elect positions will be filled by second or third year Board members.

8.5.3. If Board member is appointed to President-Elect position in the third or fourth year it is with understanding that term of office is automatically extended to complete their term as President.

8.5.4. All Directors may apply to serve as Secretary or Treasurer. These positions shall be elected by the Directors. If no sitting BOD member wishes to run for one of the open officer positions then the open officer position will be posted for election.

8.5.5 The ballot listing the candidates for the Board positions shall be electronically sent to all voting Board members at least 15 days prior to the election Board meeting. The candidates receiving the highest level of votes in their respective races at a meeting or by electronic voting shall be elected.

ARTICLE IX – WHISTLEBLOWER POLICY

Section 9.1 Overview: The Corporation is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, and prohibits fraudulent practices by any of its Board members, employees, or members. This policy outlines a procedure for employees, members and others to report actions that a person reasonably believes violates a law or regulation, or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to the Corporation's business and does not relate to private acts of an individual not connected to the business or activities of the Corporation.

Section 9.2 Reporting Procedure: If an employee, Board member, member, or other person has a reasonable belief that an employee, officer, Board member, or member of the Corporation has engaged in any action that violates any applicable law or regulation, or constitutes a fraudulent practice, the person with knowledge of the violation is expected to immediately report it to the Corporation's President. If the person does not feel comfortable reporting the information to the President, he/she is expected to report the information to any other officer.

Section 9.3 Investigation: All reports will be followed up promptly by the President or the strategic management team, and an investigation conducted. In conducting its investigations, the Corporation will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

Section 9.4 No Retaliation: The Corporation will not retaliate, nor permit retaliation or any other harmful action, against a reporting person because that person: (a) reports to a supervisor, to the President, another officer, the Board of Directors or to a federal, state or local agency what the person believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his/her rights under any state or federal law(s)

or regulation(s) to pursue a claim or take legal action to protect his/her rights. The Corporation may take disciplinary action, including termination in case of an employee, against anyone who in the Board of director's assessment has engaged in retaliatory conduct in violation of this policy.

ARTICLE X – CONFLICT OF INTEREST

Section 10.1 General: The Board shall administer Corporation's affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Corporation. The Directors shall exercise the utmost good faith in all transactions relating to their duties for the Corporation. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Corporation's interests and that of the individual. All acts of Directors shall be for the benefit of the Corporation in any dealing. The Directors shall not accept any favor that might adversely or improperly influence their actions affecting the Corporation or its members.

Section 10.2 Disclosure of Conflict of Interest: Each Director and nominee for a Board position shall make a written disclosure of any interest that might result in a conflict of interest upon nomination to office, before appointment to fill a vacancy in office, and annually during the term of office. During their terms of office, Directors shall promptly make full disclosure to the President of any existing or new employment, activity, investment, or other interest that might involve a conflict of interest.

Section 10.3 Definition of Conflict of Interest: Procedures: A conflict of interest exists if a member of the Board or nominee for a Board position has a financial, personal, or official interest in any matter relating to the Corporation, of such nature that it prevents or may prevent that member from acting on the matter in a disinterested manner. Any member of the Board with such a conflict of interest will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item. A transaction involving a conflict of interest must thereafter be approved by the affirmative vote of a majority of the disinterested directors on the Board of Directors, or on the committee.

Section 10.4 Resolution of Conflict of Interest: Upon disclosure of a conflict of interest or a challenge on that basis, any Director or nominee shall resolve such conflict in a manner consistent with policies adopted by the Board, or by any other manner approved by the Board.

10.4.1 A director who fails to submit a written disclosure or is found to have an unresolved conflict of interest that may substantially impair his/her judgment in the duties of the position shall be removed from the position or nomination.

10.4.2 The President shall schedule a meeting of the Board to be held within no more than ten (10) working days after notification of the conflict or potential conflict, for all disinterested directors to determine a disposition of the conflict and any further action necessary.

10.4.3 Persons subject to conflict of interest review shall be kept fully informed by the President of the Board's decisions and any other relevant actions.

Section 10.5 Disinterested Director: A "Disinterested Director" is a director who, at the time action is to be taken by the Corporation and/or its Board of Directors, does not have (i) a financial interest in a matter that is the subject of such action, or other interest greater than other directors in such action, or (ii) a familial, financial, professional, employment, or other relationship with a person who has a financial interest in the matter, either of which would reasonably be expected to affect adversely the objectivity of the director when participating in the action.

ARTICLE XI - COMMITTEES

Section 11.1 Board Committees: Standing and Ad Hoc Committees shall be appointed by a majority vote of the Board members. The term of office for committee members shall be annual, or as determined by the Board based on the function of the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board members of any responsibility imposed upon it by law.

Section 11.2 Quorum: Unless otherwise provided in the resolution of the Board members designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 11.3 Rules: Each committee may adopt rules of its own governance that are consistent with the Bylaws or with rules adopted by the Board members.

Section 11.4 Limitation on Powers: No committee will have the authority of the Board members in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee, or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan or merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; amending, altering or repealing any resolution of the Board members which by its terms provides that it shall not be amended, altered or repealed by the committee; or any other action delegated by the Bylaws, the Articles of Incorporation, or law to another person or entity.

ARTICLE XII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 12.1 Contracts: The Board members may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 12.2 Checks, Drafts, etc.: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by those authorized officers or agents of the Corporation and in a manner as shall be determined by resolution of the Board members. In the absence of a specific determination by the Board members, the instruments shall be signed by the Treasurer or an Assistant Treasurer, following approval in the following manner:

- Expenses over \$5,000.00 but less than \$10,000.00: approval of one (1) Board officer (other than Treasurer) required.
- Expenses \$10,000.00 and over: approval of two (2) Board officers (other than Treasurer) required.

Section 12.3 Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in the banks, trust companies or other depositaries as the Board members may select.

Section 12.4 Gifts and Donations: The Board members may accept on behalf of the Corporation any contribution, gift, or bequest for the general purposes or for any special purpose of the Corporation.

ARTICLE XIII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV - DUES

Section 14.1 Annual Dues: The Board members may determine the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.

Section 14.2 Payment of Dues: Dues shall be payable by member prior to the first day of the month in which the membership will expire. The Board may implement procedures to allow for quarterly or other pro rating of dues, provided that each member is committed to paying the full amount of dues annually.

ARTICLE XV - DISSOLUTION

Section 15.1 Dissolution of the Organization:

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Should the Corporation be holding any assets at time of dissolution from a 501(c)(3) Corporation or any other organization that may be restricted in use, such assets shall be distributed in accordance with their restrictions.

ARTICLE XVI - INDEMNIFICATION

Section 16.1 Indemnification

16.1.1 Subject to the other provisions of this Article XV, the Corporation shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Virginia Nonstock Corporation Act or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been a director, officer, employee, or agent of the Corporation, or who 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, and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

16.1.2 Except as provided in subsection 16.1.4, the Corporation may indemnify an individual made a party to the proceeding because the individual is or was a director against liability incurred in the proceeding if the director:

1. Conducted self in good faith;
2. Believed:
 1. In the case of conduct in their official capacity with the corporation, that their conduct was in its best interests; and
 2. In all other cases, that their conduct was at least not opposed to its best interests; and
3. In the case of any criminal proceeding, that they had no reasonable cause to believe that their conduct was unlawful.

16.1.3 The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Director did not meet the relevant standard of conduct described in this section.

16.1.4 Unless ordered by a court under appropriate circumstances, a corporation may not indemnify a director under this section:

1. In connection with a proceeding by or in the right of the Corporation except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard under subsection 16.1.2; or
2. In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which they were adjudged liable on the basis that the personal benefit was improperly received by them.

ARTICLE XVII - NONDISCRIMINATION

Section 17.1 Nondiscrimination: The Corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and in receipt of services. The Corporation shall conduct its activities and shall offer its services to all persons equally, without discriminating against any employee, applicant for employment, Director, officer, member, contractor, or any other person with whom it deals, because of race, creed, color, national origin, handicap, sex or age.

ARTICLE XVIII - MISCELLANEOUS

Section 18.1 Waiver of Notice: Whenever any notice is required to be given under the provisions of the applicable Virginia law governing nonstock Corporations or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated there, shall be deemed equivalent to the giving of notice.

Section 18.2 Amendments to Bylaws: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by 2/3rds of the directors present at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at the meeting;

Section 18.3 Review of Bylaws: The Board shall convene an ad hoc committee to review the Bylaws within three years of the last revision. The Secretary or designee shall maintain a record of all revisions to the Bylaws, including effective dates.

Section 18.4 Bylaws, Minutes and Membership Records: The Corporation shall maintain the original copy of the Bylaws at its principal office, together with all amendments thereto, the minute books/files, including membership records. All non-confidential files/books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 18.5 Notice

18.5.1 Notice required to be given to a director or member shall be in writing. Notice by electronic transmission ("email") is written notice.

18.5.2 Written notice by the Corporation to a member, if in a comprehensible form, is effective (i) upon deposit in the United States mail, if mailed postpaid and correctly addressed to the member's address shown in the Corporation's current record of members, or (ii) when electronically transmitted (by email) to the member in a manner authorized by the member.

18.5.3 Without limiting the manner by which notice otherwise may be given effectively to members, any notice to members given by the Corporation shall be effective if given by a form of electronic transmission (including email) consented to by the member to whom the notice is given. Any such consent shall be revocable by the member by written notice to the Corporation. Any such consent shall be deemed revoked if (i) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (ii) such inability becomes known to the Secretary or an Assistant Secretary of the Corporation or other person responsible for the giving of notice, provided, however, that the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. Notice given pursuant to this subsection shall be deemed given: (a) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (c) if by a posting on an electronic network together with separate notice to the member of such specific posting when such notice is directed to the record address of the member or to such other address at which the member has consented to receive notice, upon the later of such posting or the giving of such separate notice; and (d) if by any other form of electronic transmission, when consented to by the member.

Section 18.5.4 In any instance where these Bylaws authorize the sending of meeting notices, votes, or other communications by email or other electronic transmission, such communications must be sent in a way that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

These Bylaws were approved in accordance with law and the procedures set forth herein on February 27, 2018.