

American Society of Extra-Corporeal Technology Bylaws

Last Amended June 28, 2004

ARTICLE I

Name and Corporate Seal

Section 1. The name of the corporation shall be the American Society of Extra-Corporeal Technology, Inc.

Section 2. The registered office of the corporation shall be located in the city of St. Paul, Ramsey County, Minnesota. The corporation may have such other offices as may from time to time be designated by the board of directors.

Section 3. The corporation shall have a seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, and the words "State of Minnesota" and "Corporate Seal. "

ARTICLE II

Objects

Section 1. The purpose of this corporation shall be the furtherance of the aims and goals of the technology of extracorporeal circulation through a non-profit plan on strictly membership basis, which plan shall include, but not be limited to, the following objectives.

- A. To unite into one society, with affiliate organizations, all persons who practice or are interested in extracorporeal technology.
- B. To provide information and professional service to the members in the interest of expanded and improved technology.
- C. To assume and maintain active leadership in promoting (1) the art of the technology, (2) maximum standards of practice for all members and non-members concerned with the technology, (3) acceptance by the medical profession and general public of standards for the technology.
- D. To foster devotion exclusively to the best interest of the patients' welfare and the member's professional skills.

ARTICLE III

Members

Section 1. Membership shall be open to all who apply or are nominated for any one of the classes of membership mentioned below and who have had their application or nomination approved by the board of directors or its designees.

Section 2. There shall be seven (7) categories of membership:

- A. **ACTIVE** — An active member shall be any perfusionist active in the practice of extracorporeal technology. (An active member, at the time of this enactment, shall be eligible to

remain in this category.) An active member in good standing shall be entitled to vote on all issues submitted to him for vote by the Board of Directors and/or the National Office and at each meeting of the membership and shall be eligible for election to office. Active members shall pay dues as prescribed by the board of directors and approved by the membership.

Any individual who is not currently an active member of AmSECT at the beginning of registration for the 35th International Conference of AmSECT, and who applies for and is qualified to enter the active category, shall be considered a “new” active member and shall pay dues equal to 60% of the normal active membership fee per year for the first two years, after which the dues shall be assessed at the normal active membership rate (A member may be considered a new member only one (1) time for the purpose of dues.)

- B. LIFE** — A life member shall be a member who has served the society at the national level for at least seven (7) years, who is nominated by the board of directors and whose nomination is approved by an affirmative vote of three-quarters of the membership present and voting at an annual meeting.
 - 1. Life members shall be entitled to all the rights and privileges of active membership.
 - 2. Life members shall be exempt from the payment of national dues and registration fees for the annual meeting of AmSECT.
- C. STUDENT** — A student member shall be a member enrolled in a program of perfusion education accredited by CAHEA, CAAHEP, or a foreign equivalent. Students shall pay national dues as prescribed by the national board of directors. Student members shall have voice but no vote and shall not be eligible for election to office.
- D. RETIRED** — A member who has retired from the profession and who has held active membership for twenty (20) years or has retired because of disability may apply for reclassification to retired membership.
 - 1. Retired members shall be entitled to all rights and privileges of life members except that they shall not be eligible for election to office.
 - 2. A retired member shall be exempt from the payment of national dues and registration fees for the annual meeting of AmSECT.
- E. CLINICAL ASSOCIATE** — A clinical associate is a member involved with the clinical practice of extracorporeal technology who is not a perfusionist. Clinical associates shall pay national dues as prescribed by the national board of directors. Clinical associates shall have voice, but no vote, and shall not be eligible for election to office.
- F. INTERNATIONAL** — An international member shall be a member who resides outside of the United States who is either actively engaged, or interested in, the practice of extracorporeal technology. International members shall pay national dues as prescribed by the board of directors. International members shall have voice but no vote and shall not be eligible for election to office.
- G. ASSOCIATE** — An associate member shall be a member who has an interest in either the society or extracorporeal technology, but who does not meet the stated criteria for any other membership category. Associate members shall pay national dues as prescribed by the national Board of Directors. Associate members shall have voice but no vote and shall not be eligible for election to office.

H. AUTOTRANSFUSION — An autotransfusion member shall be a member who is actively engaged, or interested in, the practice of peri-operative blood salvaging and processing. Autotransfusion members shall pay national dues as prescribed by the national Board of Directors. Autotransfusion members shall have voice but no vote and shall not be eligible for election to office.

Section 3. Each member of each chapter must be a member in good standing of AmSECT and in the event of termination of membership in AmSECT, shall cease to be a member of a chapter.

Section 4. In order to be a member in good standing each dues paying member must pay the initiation fee and annual dues. The fees and dues shall be as determined by the board of directors and approved by the membership for the categories of active, life, and retired. The fees and dues shall be determined by the board of directors for all other categories. In the event a member resigns, or their membership lapses, reinstatement of their membership will require payment of all current and existing fees and be subject to the membership criteria in effect at the time reinstatement is requested.

Section 5. Dues shall be due and payable to the national office with the application for membership and annually thereafter on the anniversary date of acceptance. Annual dues shall be paid in advance and a member in arrears in the annual payment of dues shall have no vote or other privilege of membership until the account is settled. The members' dues not received by the national office within thirty (30) days of expiration date shall automatically be dropped from the membership rolls for non-payment of dues.

Section 6. A member in good standing who desires to terminate his/her membership In the society may do so by notifying the national office in writing of their intent.

ARTICLE IV

Meetings

Section 1. An annual meeting of the members shall be held to declare the results of the mail ballot election of officers and committee members and to declare the results of mail ballot vote on such other issues as were to be decided upon by mail ballot, and for the transaction of such other business as may properly come before the meeting. Notice of the meeting shall be mailed not less than five (5) nor more than thirty (30) days prior thereto.

Section 2. Special meetings of the members may be called upon not less than ten (10) or more than thirty (30) days notice by the board of directors at any other time and place.

Section 3. The presence of five (5) percent of the voting membership of the corporation shall constitute a quorum at any membership meeting.

Section 4. The vote on any issue may be by mail ballot, and such a vote shall have the effect of a vote taken at a regular or special meeting provided at least 10 percent of the membership entitled to vote does so. Such mail ballots shall be returned to the national office by the date stated therein. Amendments to the articles of incorporation and/or bylaws may not be decided by mail ballot.

Section 5. A member or director may execute a written waiver of any notice of any meeting required to be given by statute, by articles of incorporation or by any provision of these bylaws, either before, at, or after the meeting, and any such waiver, when filed, as herein after provided, shall be equivalent to such notice. Any such waiver shall be filed with the person designated to act as secretary of

that meeting, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by any director shall also be deemed a waiver of notice thereof unless the appearance is solely for the purpose of asserting the illegality of the meeting.

ARTICLE V

Zones

Section 1. The society shall be organized into zones for the purpose of electing members to the Board of Directors.

Section 2. Each zone shall elect two (2) directors to the Board of Directors. No zone may elect more than one director from each state. Candidates for director positions shall submit Willingness to Serve forms and be elected by mail ballot by plurality vote by the members of that zone. Directors shall take office at the conclusion of the national convention next following his/her election.

Section 3. The term of office for director shall be three (3) years. There shall be a limit of two consecutive terms which one member may serve as a director.

Section 4. It shall be the duty of the director to:

- A.** Serve as a member or chair a national committee if requested to do so.
- B.** Work to promote membership.
- C.** Work to promote the objects of AmSECT.
- D.** Perform other such tasks as assigned by the president or the Board.

Section 5. The division of membership into zones shall be by states as listed below and using ZIP codes for additional clarification.

- A. ZONE 1** Alaska, Washington, Oregon, California, Hawaii, Idaho, Nevada, Arizona, Montana, Wyoming, Utah, Colorado, New Mexico
- B. ZONE 2** North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Texas, Minnesota, Iowa, Missouri, Arkansas, Louisiana, Wisconsin, Illinois
- C. ZONE 3** Michigan, Indiana, Kentucky, Tennessee, Mississippi, Ohio, Alabama, Georgia, Florida, Puerto Rico
- D. ZONE 4** Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, West Virginia, Virginia, District of Columbia, North Carolina, South Carolina

ARTICLE VI

Chapters

Section 1. Any group, all of the members of which are members of AmSECT who simultaneously apply for membership in this society, is eligible to affiliate itself with this society as a chapter thereof by making application for a charter as a chartered chapter.

Section 2. The form and terms of the application for affiliation as a chartered chapter of this society shall be as determined by the board of directors.

Section 3. Each chapter shall have included in its name the words "American Society of Extra-

Corporeal Technology” or the letters “AmSECT” to indicate its affiliation as a chapter of AmSECT.

Section 4. There shall be no fixed jurisdiction in terms of geographical territory for chapters.

Section 5. No chapter shall be granted or permitted to retain a charter unless it shall consist of at least five (5) members in good standing. The charter of any chapter may be revoked by the national board of directors if the membership of a chapter falls below the prescribed minimum, or if it engages in any activity contrary to the objects of AmSECT or that jeopardizes the society’s tax-exempt status.

Section 6. When a chapter desires to voluntarily relinquish its charter it shall send to a director of the zone in which it is located a statement signed by the remaining members of the chapter stating that it wishes to relinquish its charter and certifying that all financial obligations of every sort have been discharged, the amount of any surplus in its treasury and that such surplus has been donated to the AmSECT Foundation. This statement shall be accompanied by the chapter’s charter from the society, the minute book and financial reports. The zone director shall notify the national president and the national office of the receipt of the request which shall be considered at the next meeting of the national board of directors.

Section 7. Each chapter shall keep on file with the national office a current copy of its bylaws. Failure of such chapter bylaws to meet the approval of the society shall be grounds for rejection of an application for charter or suspension or revocation of its charter as a chapter of the society. The bylaws of each chapter shall contain adequate provisions for the election of officers, assessment of dues and other fees if desired, for holding regular meetings, for promoting membership, for promoting the objects of AmSECT and for providing continuing education.

Section 8. Each chapter shall adopt the standard bylaws for affiliated chapters and shall abide by the articles of incorporation of the society and all provisions of the bylaws of the society.

Section 9. Any chapter may invite participation or official action by the national society in any issue of local origin whose determination may effect the interests of the membership of the national society as a whole, provided the extent of such participation or official action by the national society shall be as determined in the discretion of the Executive Committee or its authorized representative.

Section 10. Each chapter shall secure from its members and furnish to the national office periodically upon request such statistical reports as may be requested with the approval of the board of directors.

Section 11. All actions of each chapter shall be in complete conformity with the provisions of all applicable, federal, state and local laws and with the articles of incorporation and bylaws of the American Society of Extra-Corporeal Technology; with the best interests of the perfusion community; and with the highest standards of business and professional ethics.

Section 12. In the case of a violation of law or these principles by a chapter, the course of action available to the society shall be termination of the affiliation of such chapter with the society by suspension or revocation of its charter.

Section 13. Termination of the affiliation of any chapter, voluntarily or involuntarily, shall not affect in any way its contracts, debts or liabilities as an autonomous entity.

Section 14. Each member of each chapter shall be a member of the national society in good standing and upon termination of membership in the national society shall cease to be a member of any chapter of the society.

ARTICLE VII

Officers

Section 1. The elective officers of the corporation shall be a president, a president-elect, a secretary and a treasurer.

Section 2. The officers shall be elected by mail ballot, for a term of two (2) years or until their successors are elected except the president-elect, who shall serve a term of one (1) year.

Section 3. The president-elect shall be elected in the odd numbered years for a term of one (1) year and shall assume office at the close of the meeting at which elected and shall become president at the conclusion of that term.

Section 4. If seeking a consecutive term in office, the president's name shall be entered as a candidate in the president-elect election. If the president receives a plurality of votes, there will not be a president-elect until the next odd year election, and the president will begin a second term at the conclusion of the first term.

Section 5. The secretary shall be elected in the even numbered years for a term of two (2) years and shall assume office at the conclusion of the meeting at which elected.

Section 6. The treasurer shall be elected in the even numbered years for the term of two (2) years and shall assume office at the conclusion of the meeting at which elected.

Section 7. A vacancy in the office of the president shall be filled for the remainder of the term by the president-elect, who will then begin his/her normal term of office as president. In the absence of a president-elect, the vacancy shall be filled for the remainder of the term by plurality mail ballot vote of the membership in accordance with policies and procedures established by the Ethics/Nominating Committees.

Section 8. A vacancy in the office of president-elect shall be filled for the remainder of the term by plurality mail ballot vote of the membership in accordance with policies and procedures established by the Ethics/Nominating Committees, except when the president-elect becomes president under Section 7. For years when there is no president-elect the board of directors shall elect a member of the board to serve on the executive committee.

Section 9. Should a vacancy occur in the office of secretary or treasurer during the first 75% of the term, such vacancy shall be filled by plurality mail ballot vote of the membership in accordance with policies and procedures established by the Ethics/Nominating Committees. Should a vacancy occur during the last 25% of the term, such vacancy shall be filled by majority vote of the board of directors.

Section 10. A vacancy occurring from among the directors shall be filled by the zone which elected the director whose seat is vacant. Should a director relocate and reside in a new zone, he shall continue to hold his position on the Board for the remainder of his term.

Section 11. If an elected officer wishes to fill a vacancy, he must resign as of the result of the mail ballot, so that his office may be placed on the same ballot to fill the original vacancy and be voted upon for the unexpired portion of that term. The president may not resign his office to run for the office of president-elect.

Section 12. No member shall serve as both a national officer of the society and as a director of a zone simultaneously.

Section 13. No officer shall hold more than one national office simultaneously.

ARTICLE VIII

Duties of Officers

Section 1. The president shall:

- A.** Preside at all business meetings of the society, the board of directors and all specially called meetings. He shall appoint with the advice and consent of the board of directors, the non-elected chairmen of standing committees, special committees and subcommittees as he or the board of directors may find necessary.
- B.** With the approval of the board of directors, employ the services of consultants and employees and contract for other professional services. The president, with the approval of the board is authorized to negotiate with federal, state, local and other organizations to receive, dedicate, use or acknowledge any grants, gifts, or payments to the society, to support general programs, specific projects or to build reserve funds for the society.

Section 2. The president-elect shall:

- A.** Preside at all meetings of the society in the absence of the president.
- B.** Assist the president in performing the functions of president. Special emphasis should be on planning for programs to be carried out in the following year.
- C.** Serve as chairman of the Strategic Planning Committee.
- D.** Assume the office of president at the conclusion of his term as president-elect.

Section 3. The secretary shall:

- A.** Give notice of and attend all meetings of the society.
- B.** Keep a record of all proceedings.
- C.** Attest documents.
- D.** Perform such other duties as are usual for such officers or as may be duly assigned to such officers.

Section 4. The treasurer shall:

- A.** Preside at all meetings of the society in the absence of the president and president-elect.
- B.** Serve as chairman of the finance committee.
- C.** Perform such other duties as are usual for such officers or as may be duly assigned to such officers.

ARTICLE IX

Nominations and Elections

Section 1. The Nominating Committee shall consider the qualifications of the candidates proposed by the membership or by members of the Nominating Committee. The list of names submitted for

consideration shall be those of ACTIVE or LIFE members and shall be accompanied by a completed "willingness to serve" form from each proposed candidate.

Section 2. The committee shall submit at least one (1) name for each office to be filled. The report of the committee shall be published with the official call to convention.

Section 3. The Nominating Committee shall cause to have printed a ballot listing the candidates for each office. This ballot shall be mailed to the last listed address of all eligible voters thirty (30) days prior to the annual meeting.

Section 4. Election shall be by mail ballot, by plurality vote, under the direction of the Ethics Committee, assisted by the Nominating Committee, provided that at least ten (10) percent of the voting membership so votes. Votes for write-in candidates shall be counted among the valid votes cast, provided a "willingness to serve" form, executed by the write-in candidate is presented to the secretary prior to the announcement of the election results and the candidate meets the qualifying requirements.

Section 5. Ballots shall be returned to the national office no later than five (5) days before the date of the annual meeting, and shall be counted at the annual meeting by those authorized to do so and the presiding officer shall announce the results of the election at the corporate meeting of the convention.

Section 6. Only ACTIVE or LIFE members may be elected to office or a director's position.

A. In order to be eligible to be nominated and elected to office in the society, a member must be in good standing and must execute a "Willingness to Serve" form and must have accumulated the following number of service points:

President Elect	6 points
Secretary	4 points
Treasurer	4 points
Chairman Ethics Committee	3 points
Chairman Bylaws Committee	3 points
Chairman Nominating Committee	3 points
Chairman Achievement Recognition Committee	3 points

B. Each of the following categories are worth the points listed for one (1) year of completed service:

Board of Directors	3 points
Executive Committee	4 points
Elected Committee Chairmen: Achievement Recognition, Bylaws, Ethics, and Nominating	2 points
Appointed Committee Chairmen	2 points
Publications Editor-in-Chief	3 points
Manuscript Editors of Journal	2 points

Committee membership includes:

Associate Editors of Journal	1 point
Regional Chairman	2 points
Regional Officer	1 point
Regional Program Chairman	1 point
National Program Chairman	3 points

Member of Any National Committee, appointed or elected	1/2 point
Liaison (ABCP)	1 point
Membership to the society (not to exceed 3 points)	1/2 point

ARTICLE X

Board of Directors

Section 1. The government of this corporation and the management of its affairs shall be vested in a board of directors, which board shall consist of all elected officers and two directors elected by each of the geographic zones.

Section 2. Directors shall receive no compensation for their services as directors. Reimbursement of expenses incurred in the performance of their duties may be authorized by the board of directors. Nothing herein shall preclude a director from serving the society in any other capacity and receiving compensation for such service.

Section 3. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 4. No loan shall be contracted on behalf of the corporation unless authorized by the board of directors. Such authority may be general or confined to specific instances.

Section 5. All checks, drafts or orders for the payment of money, notes issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 6. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation, in such bank, savings institutions, trust company, or other depositories as the board of directors may select.

ARTICLE XI

Meetings of the Board

Section 1. Unless otherwise determined by the board of directors, the board shall hold two (2) regular meetings during the society's administrative year. These meetings shall be a post-convention meeting and a mid-year meeting. The time and place is to be determined by the president or a majority of the board of directors.

Section 2. Other meetings of the board may be called by either the president or by a majority of the board. The time and place of such meetings shall be fixed by the president.

Notice of all special meetings of the board of directors shall be sent by mail or other mode of transmittal to each member of the board at their last recorded address at least ten (10) days in advance of such meeting.

Section 3. Action may be taken by the board of directors in accordance with the bylaws and/or the Minnesota statutes as may from time to time be amended (i.e. by written or verbal electronic communications).

Section 4. A quorum for the transaction of business of the board of directors is a majority of the membership of such board.

Section 5. An Executive Committee comprised of the president, the president-elect, the secretary and the treasurer shall act in the management of the business of the corporation only in the interval

between meetings of the board. In the years when there is no president-elect, a board member shall be elected by the board of directors at the post-convention board of directors meeting to sit upon the Executive Committee. The Executive Committee will at all times be subject to the control and direction of the board of directors.

ARTICLE XII

Committees

Section 1. The elected standing committees of the society shall be:

- A.** Achievement Recognition
- B.** Bylaws
- C.** Ethics
- D.** Nominating

Section 2. The Achievement Recognition Committee of three (3) members shall be constituted as follows:

- A.** One new member shall be elected by the membership by mail ballot.
- B.** Term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.
- C.** The senior member of the committee shall serve as chairman.
- D.** The Achievement Recognition Committee shall promote the enhancement and prestige of the awards and scholarships and administer the judging and selection of the recipients. With the approval of the board of directors, it shall establish and maintain guidelines for each award and scholarship.

Section 3. The Bylaws Committee shall be a committee of one.

- A.** This member shall be elected by the membership by mail ballot.
- B.** Term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.
- C.** The Bylaws Committee shall study the bylaws and propose amendments to them as necessary to enhance their administration and present such proposals to the board of directors.

Section 4. The Ethics Committee of three (3) members shall be constituted as follows:

- A.** One (1) new member shall be elected by the membership by mail ballot.
- B.** The term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.
- C.** The senior member of the committee shall serve as chairman.
- D.** The Ethics Committee is to constantly ensure that the society members and its officers function within the framework of the code of ethics and within the guidelines of these bylaws and the articles of incorporation.
- E.** The Ethics Committee shall supervise and monitor the elections and election process.

Section 5. The Nominating Committee of three (3) members shall be constituted as follows:

- A.** One (1) new member shall be elected by the membership by mail ballot.

- B. The term of office is for three (3) years starting at the termination of the annual meeting at which elected and ending at the termination of the third subsequent annual meeting.
- C. The senior member of the committee shall serve as chairman.
- D. The committee at least one hundred and twenty (120) days in advance of the annual meeting shall request the membership to submit recommendations for nominees for national office and for elected standing committees. It shall consider any such recommendations received by it, but shall not be limited to them.
- E. The Nominating Committee shall assist the Ethics Committee in supervising and monitoring the elections.

Section 6. The Strategic Planning Committee shall be a standing committee of the society chaired by the president-elect, who shall appoint no more than eight (8) committee members.

- A. The Strategic Planning Committee is responsible for developing a long range management plan and budget requirements in consultation with the president and proposed committee chairmen and the publications editors.
- B. The plan must be developed prior to the president-elect's first board meeting as president at the annual meeting and be distributed thirty (30) days prior to the board meeting.

Section 7. The Finance Committee shall consist of the Executive Committee. The treasurer shall serve as the chairman.

Section 8. In the event there is a vacancy in any of the elected committees the vacancy shall be filled for the remainder of the year by a member elected by the Board of Directors. If the vacancy occurs within the bylaws committee, at the end of the year the bylaws committee will be placed on the ballot to be voted on for the regular three (3) year term.

Section 9. The president shall be *ex officio* a member of every committee except the Nominating Committee and the Ethics Committee and shall be notified of their meetings. All committees shall report to the board of directors.

ARTICLE XIII

Dissolution

In the event of a dissolution of this society, the net assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefore.
- B. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. Assets held for educational or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic corporations engaged in activities compatible with those of this society pursuant to a plan of distribution as provided by law provided however, said corporation shall qualify under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XIV

Parliamentary Authority

The rules of parliamentary practice comprised in the current edition of *Robert's Rules of Order Newly Revised* or a comparable authority in countries outside Canada and the United States of America shall govern all meetings of the society including the board of directors, except where inconsistent with these bylaws, the articles of incorporation or Statutes of Minnesota and subject to any special rules which have been or may be adopted.

ARTICLE XV

Amendment of Bylaws

Section 1. The Bylaws Committee may upon its own, or upon the petition of at least twenty five (25) members shall propose bylaws amendments to the board of directors for its approval.

Section 2. If the board of directors approves the proposed bylaws amendment by a majority vote, the text of the same shall be printed upon the Notice of Meeting and sent to the membership for the next annual meeting with a notice that the members be asked to discuss and amend the proposed amendments.

Section 3. The revised amendments will be sent to the entire voting membership with a mail ballot within 14 days of the annual corporate meeting for a vote. The amendments which receive the affirmative vote of two-thirds (2/3) of the submitted ballots thereon shall be adopted. All amendments so adopted shall become effective immediately unless the amendment specifies otherwise.

Section 4. If a proposed amendment is not approved by the board of directors, upon petition by 10% of the voting members, the proposed amendment will be submitted directly by the Bylaws Committee to the membership for a vote in accordance with sections 2 and 3 above.

ARTICLE XVI

Indemnification

The board of directors shall have the authority to indemnify any director, officer, and other elected or officially appointed representatives for expenses and costs actually and necessarily incurred in connection with any claim asserted against him, by action in court or otherwise, by reason of his having been such director or officer, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

ARTICLE XVII

Fiscal Year

The fiscal year shall end and the books shall be closed on 31 December.