

BYLAWS

of the

North Dakota Hospital Association

Adopted - 10/13/1989
Effective - 01/01/1990
Amended - 09/06/1990
Amended - 09/14/1995
Amended - 09/13/1996
Amended - 09/17/1997
Amended - 09/11/1998
Amended - 10/01/2000
Amended - 09/01/2006
Reviewed - 2/25/2010
Amended - 10/01/2011
Amended - 10/2014

TABLE OF CONTENTS

ARTICLE I.	NAME	2
ARTICLE II.	OFFICES.....	2
ARTICLE III.	MISSION	2
ARTICLE IV.	MEMBERSHIP.....	3-6
ARTICLE V.	MEMBERSHIP MEETINGS	6-7
ARTICLE VI.	BOARD OF DIRECTORS.....	8-17
ARTICLE VII.	ELECTION OF CERTAIN DIRECTORS.....	17-18
ARTICLE VIII.	OFFICERS.....	18-22
ARTICLE IX.	COMMITTEES.....	23-27
ARTICLE X.	CONTRACTS, CHECKS, DEPOSITS AND FUNDS.....	27-28
ARTICLE XI.	BOOKS AND RECORD	28-29
ARTICLE XII.	FISCAL YEAR	29
ARTICLE XIII.	DUES	29-30
ARTICLE XIV.	AFFILIATION.....	31
ARTICLE XV.	WAIVER OF NOTICE.....	31
ARTICLE XVI.	AMENDMENTS TO BYLAWS.....	32

**AMENDED BYLAWS OF THE
NORTH DAKOTA HOSPITAL ASSOCIATION**

ARTICLE I. NAME

This corporation shall be known as "**The North Dakota Hospital Association.**"

ARTICLE II. OFFICES

The principal office of the Association shall be located in the City of Bismarck, County of Burleigh, and State of North Dakota. The Association may have such other offices, either within or without the State of North Dakota as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE III. MISSION

The North Dakota Hospital Association exists to advance the health status of persons served by the membership.

ARTICLE IV. MEMBERSHIP

Section 1. CLASSES OF MEMBERS. Membership in the Association shall be two classes: **Institutional and Associate.** Membership shall be limited to organizations and individuals interested in and supportive of the vision and mission of this Association and as accepted and determined by the Board of Directors of the Association.

A. INSTITUTIONAL MEMBERSHIP. There may be three groups of Institutional Members as follows:

1. Group 1 - ACUTE HOSPITALS (PPS and CAH).
2. Group 2 - SPECIALTY HOSPITALS (Psychiatric and Long Term Care Acute, etc.).
3. Group 3 - GOVERNMENT HOSPITALS (ND State Hospital, VA and I H S).

B. ASSOCIATE MEMBERSHIPS. There may be two types of Associate Members as follows:

1. **PERSONAL ASSOCIATE MEMBERS.** Individuals representing themselves and not representing or associated as representing any organization as described in A. of this subsection, are eligible for

Personal Associate Membership. Candidates must be approved by the Board of Directors, after having requested Personal Associate Membership status in writing and shall become Personal Associate Members upon payment of such dues or assessments as the Board of Directors may determine.

2. **CORPORATE ASSOCIATE MEMBERS.** Non-licensed healthcare organizations, trade and other types of membership groups and/or Associations, consultants or any other entity which provides services for the Association or its members or has the ability to provide services to the Association or its members. Associate Members must be approved by the Board of Directors, after having requested Corporate Associate Membership status in writing, and shall become Corporate Associate Members upon payment of such dues or assessments as the Board of Directors may determine.

Associate members shall not be voting members of the

Association, but shall be entitled to services the Board of Directors may determine.

C. OTHER MEMBERSHIPS. There may be other memberships as life and honorary memberships as established and granted by the Board of Directors in accord with regulations or bylaws adopted by it.

Section 2. ELECTION OF MEMBERS. Application for membership shall be made to the President in writing. The Board of Directors shall consider the application in such manner as it shall prescribe. The applicant shall become a member for the current year upon Board approval of the application and payment of dues. A member resigning during the fiscal year, whether institutional or associate shall not receive a dues refund.

Section 3. DISCIPLINARY ACTION AND REINSTATEMENT

A. DISCIPLINARY ACTION. The Board of Directors may take disciplinary action with respect to any member in the event it is determined such member is engaging in a course of conduct inappropriate to the objectives of the Association. In any such

instance, the member concerned shall be given written notice that consideration of disciplinary action is pending, and such member shall be offered the opportunity of requesting an appearance before the Board of Directors for the purpose of hearing the charges and responding thereto. When a hearing is requested, the member shall be given adequate prior notice of the time, place and nature of the hearing and of the disciplinary action that may ensue. If a hearing is not requested, it is waived. In the event, however, the hearing is held, written minutes shall be made of the charges, the response, the evidence and the action taken. Decisions of the Board on matters of disciplinary action shall be final and may consist of censure, suspension or expulsion.

B. REINSTATEMENT. In the event disciplinary action taken against any member shall result in suspension or expulsion, such member may be reinstated under such terms and conditions as the Board may determine.

ARTICLE V. MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING. There shall be an annual meeting of the

Association held each year at a time and place designated by the Board of Directors. Such time and place shall be announced in writing to the membership at least 30 days in advance of the meeting date. Such meetings shall be open to representatives of all institutional members and to all associate members.

Section 2. SPECIAL MEETINGS. Special meetings of the Association may be called by (1) the Chair of the Board or in the Chair's absence by the President of the Association, (2) upon resolution by a majority of the Board of Directors, or (3) upon the written petition of not less than one-fourth of the voting members which shall recite the purpose for which the special meeting is to be called. The Chair of the Board or President, as the case may be, shall cause notice in writing to be given to the members of the Association not less than 10 days before the date fixed for such special meeting, which notice shall recite the purpose for such meeting.

Section 3. QUORUM. One-half of the eligible voting members shall constitute a quorum at any meeting of the members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 4. VOTING RIGHTS. Each Institutional member, in good standing, shall be entitled to one voting representative at any annual or special meeting of the Association. The chief executive officer of such institutional member shall be its duly accredited voting representative, provided that such institutional member, entitled to vote, may designate another person as its duly accredited representative to exercise that institutional member's voting rights. No person shall be entitled to cast more than one vote on any issue.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. POWERS. A Board of Directors which shall be designated as provided in Section 2 shall manage the business affairs and property of the Association. The number of directors may be increased or decreased; however, the number of directors shall never be less than three. The Board of Directors shall have and shall exercise all of the rights and privileges legally exercisable under the Nonprofit Corporation Act, except as otherwise provided for by the Articles of Incorporation or these Bylaws. The actions of the Board of Directors taken in accordance with these Bylaws shall represent the official

action of the membership of the Association.

Section 2. COMPOSITION AND TERMS. The Board of Directors shall be composed in the following manner:

- (a) The President of the Association shall be appointed by the Board of Directors. The term of office, duties, and compensation of the President shall be determined by the Board of Directors. The President shall be responsible to the Board of Directors of the Association and shall have such powers as are usually exercised by the Chief Executive Officer of similar organizations and as are specifically given the President by the Board of Directors from time to time.

The President shall assign employees duties and shall supervise their work. The President shall be an officer of the Association and shall be a member of the Board of Directors of the Association so long as that person is employed in the capacity of President.

- (b) Nine at-large directors shall be elected from individuals employed by Institutional members in good standing ¹ to serve on the Board of Directors as provided in Article VII. These directors shall be elected to serve no more than two consecutive three year terms, shall assume their duties on the first day of the fiscal year and shall serve until the

last day of the fiscal year during the year in which their term expires.

- (c) Members in good standing of the North Dakota Hospital Association and the American Hospital Association elected as delegate and alternate to the American Hospital Association, as provided in Article VII, shall be members of the Board of Directors of the Association for the duration of the term of their American Hospital Association office. Members of the Association holding other positions on the Regional Policy Board of the American Hospital Association may attend Board meetings at the invitation of the Chair.

Section 3. QUALIFICATIONS. No person, except for the President, shall be entitled to serve as a member of the Board of Directors unless the person is a chief executive officer, or person authorized to commit their Institutional Member to Association action.

Section 4. REGULAR MEETINGS. There shall be at least four regular meetings of the Board held each year. One regular meeting shall be held in each of the four quarters of the Association's fiscal year. The Board of Directors may provide by resolution the time and place, either in or out of the State of North Dakota for the holding of additional regular meetings of the Board.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any quorum of directors. The person or persons authorized to call special meetings of the Board may fix any place, either in or out of the State of North Dakota as the place for holding any special meeting of the Board called by them.

Section 6. PRESIDING OFFICER AND SECRETARY OF THE BOARD. The Chair of the Board of the Association shall act as presiding officer at all meetings of the Board of Directors. In the Chair's absence, the Chair-Elect shall act as presiding officer. In the absence of the Chair and the Chair-elect the President of the Association shall act as presiding officer. The President shall also act as Secretary/Treasurer for the Board of Directors.

Section 7. NOTICE. Notice of any regular or special meeting of the Board of Directors shall be given at least three days (ten days notice shall be given when time permits) previously thereto by written notice delivered personally, sent by mail, or electronic transmission to each Director at the Director's address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered

two days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is electronically transmitted, it shall be deemed received at the time it is transmitted by the sender. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 8. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present are authorized to reset said meeting.

Section 9. MANNER OF ACTING. 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.

Section 10. COMPENSATION. Directors as such shall not receive any stated salaries for their services, however expenses may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.

Section 11. VACANCIES. The Chair of the Board with the concurrence of the Board shall fill any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of directors. A director appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office.

Section 12. INFORMATION ACTION OF DIRECTORS - ELECTRONIC COMMUNICATIONS. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors. A conference among directors by any means of communication through which the directors may simultaneously hear each other during the conference constitute a board meeting, if the same notice is given of the conference as would be required by law or these bylaws for a

meeting, and if the number of directors participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A director may participate in a board meeting not described above by any means of communication through which the director, or the directors who are participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 13. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES. Every person who is or was a director, officer or employee of the Association or any subsidiary thereof, or of any other corporation which the Director served as such at the request of the Association or any subsidiary, is indemnified by the Association against any and all liability and reasonable expenses (which terms shall include, but shall not be limited to, counsel fees and disbursements, amounts of judgments, fines or penalties, and amounts paid in settlement) that may be incurred by the Director in connection with or resulting from any claim, action, suit or proceedings (regardless of how brought), civil or criminal, or in connection with an appeal relating thereto, in which the Director may

become involved as a party or otherwise by reason of the Director being or having been a Director, officer or employee of the Association or such other corporation, whether or not the Director continues to be such at the time such liability or expense shall have been incurred, provided the Director acted in good faith in what the Director reasonably believed to be the best interests of the Association or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, when the Director reasonably believed that the Director's conduct was lawful. Except for such adjudication, the termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (with or without court approval) or conviction or its equivalent shall not create a presumption that such person did not meet the standards of conduct set forth in this paragraph.

Every person referred to in the preceding paragraph of this Bylaw provision who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in said paragraph shall be entitled to indemnification as of right unless (i) the Board of Directors, acting by a quorum with no director who is a party to such claim, action, suit or proceeding present or voting, shall determine that such person, regardless of

having been so wholly successful, did not meet the standards of conduct set forth in the preceding paragraph, or (ii) in the event that the requirements set forth in (i) above cannot be complied with, independent legal counsel designated by the Board of Directors shall deliver to the Association their written advice that in their opinion such person did not meet such standards. Except as provided in the preceding sentence, any indemnification under such paragraph shall be made at the discretion of the Association, but only if (i) the Board of Directors, acting by a quorum with no director who is a party to or who has not been wholly successful in respect of such claim, action, suit or proceeding present or voting, shall find that such person has met the standards of conduct set forth in such paragraph, or (ii) in the event that the requirements set forth in (i) above cannot be complied with, independent legal counsel designated by the Board of Directors shall deliver to the Association their written advice that in their opinion such person has met such standards.

Expenses incurred with respect to any claim, action, suit or proceeding of the character described in the first paragraph of this Bylaw provision may be advanced by the Association prior to the final disposition thereof upon receipt of an undertaking by or on

behalf of the recipient to repay such amount unless it shall be ultimately determined that the Director is entitled to indemnification under this Bylaw.

The right of indemnification provided in this Bylaw provision shall extend to the legal representatives and heirs of such person and shall be in addition to any rights to which any such person (or his legal representatives or heirs) may otherwise be entitled by law or under any agreement vote of shareholders, or otherwise.

ARTICLE VII. ELECTION OF CERTAIN DIRECTORS

Section 1. AT-LARGE DIRECTORS. At-large directors shall be elected in the following manner:

A. Each year the nominating committee shall prepare a list of nominees for the available at-large directors positions giving due consideration to the criteria for those positions as outlined in Section 2 of Article IX. The nominating committee shall cause to be prepared a ballot for mailing to all members of the Association, listing the nominees and requesting the members to approve or disapprove the slate of nominees prior to the Annual Business Meeting. The members must return their ballots within 10

working days of its mailing. If a majority of the membership returns ballots approving the slate of nominees, the nominees will be deemed elected and take office after the annual meeting of members.

Section 2. DELEGATE AND ALTERNATE. As necessary, the nominating committee shall prepare a list of nominees for the position of delegate and alternate to the American Hospital Association, giving due consideration to the criteria for those positions as outlined in Section 2 of Article IX. The nominating committee shall cause to be prepared a separate ballot for mailing to all members in good standing of the Association who are also members of the American Hospital Association listing the nominees for delegate and alternate and requesting those members to approve or disapprove the slate of nominees. These members must return their ballot within 10 working days of its mailing. If a majority of the membership, who are members of the Association and also members of the American Hospital Association, return ballots approving the slate of nominees, the nominees will be deemed elected and take office after the annual meeting of members.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Association shall be a Chair of the Board and Chair-Elect each of whom shall be elected or appointed by the Board of Directors at the first meeting of the new fiscal year in accordance with the provisions of these Bylaws. The President of the Association shall also be an officer of the Association and the Secretary/Treasurer of the Association and shall, unless otherwise determined by the Board of Directors, be responsible for those duties normally assigned to a corporation's Secretary/Treasurer. No person, except for the President, may hold office in this Association who is not employed in the capacity of chief executive officer, or person authorized to commit their Group 1, 2 or 3 Institutions to Association action. Each such officer shall hold office until a successor shall have been duly elected or appointed and shall have qualified.

Section 2. In addition to the officers provided for in Section 1., the Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Notwithstanding any provisions contained in these Bylaws which

appear contrary, officers appointed or elected under the provisions of this section shall be appointed by and serve at the pleasure of the Board of Directors.

Section 3. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. VACANCIES. A vacancy in any Association office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. CHAIR OF THE BOARD. The Chair of the Board shall be elected annually by the Board and serve no more than 2 consecutive 1 year terms. The Chair shall preside at all meetings of the members and of the Board of Directors. The Chair may sign, with the secretary or any other proper officer of the Association 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 thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general the Chair shall perform all duties incident to the office of Chair of the Board and such other duties as may be prescribed by the Board of Directors from time to time. The Chair of the Board shall be an ex-officio member of all committees of the Association with voting privileges.

Section 6 CHAIR-ELECT. The Chair-elect of the Board shall be elected annually by the Board and serve no more than 2 consecutive 1 year terms. In the absence of the Chair of the Board or in the event of the Chair's inability or refusal to act, the Chair-Elect of the Association shall perform the duties of the Chair of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Board. The Chair-Elect of the Board shall be an ex-officio member of the Finance Committee of the Association with voting privileges.

Section 7. PRESIDENT OF THE ASSOCIATION. The President shall, in general, supervise and control all of the business and affairs of the

Association. The President of the Association shall perform such other duties as from time to time may be assigned to the President by the Chair of the Board or by the Board of Directors. In the absence of the Chair of the Board and Chair-Elect or in the event of the Chair's and Chair-Elect's inability or refusal to act, the President of the Association shall perform the duties of the Chair of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Board.

The President shall also have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws, and in general perform all the duties normally performed by a corporate Treasurer.

The President shall also keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with

the provisions of these Bylaws or as required by law; be custodian of Association records; keep a register of the post office address of each member which shall be furnished by such member; and in general perform all duties incident to the office of an Association Secretary.

The President may delegate to one or more employees of the Association some or all of the President's financial and record keeping duties. If required by the Board of Directors, the President and any other person employed by the Association having financial responsibilities shall give bond for the faithful discharge of such financial duties with such surety or sureties as the Board of Directors shall determine.

ARTICLE IX. COMMITTEES

Section 1. BYLAWS COMMITTEE. The Committee on Bylaws shall consist of the President and two members of the Board of Directors appointed by the Chair of the Board. The Committee shall review the Association's Bylaws at least every three years and report to the Board of Directors recommended changes for Board consideration. Such recommendations, if accepted by the Board of Directors, shall be presented at the Annual Meeting to voting members for adoption.

Section 2. NOMINATING COMMITTEE. The Nominating Committee shall be appointed annually by the Chair of the Board and consist of the President of the Association, two board members whose terms will expire in the year of their appointment and one board member who has one additional year of board service.

The Nominating Committee shall meet as needed each year and submit by written ballot for approval or disapproval to the full membership nominations for at-large Board positions and submit by a separate ballot to the membership who are also members of the American Hospital Association nominations for delegate and alternate to the American Hospital Association.

As to at-large directors, it is the responsibility of the nominating committee to bring forth nominees possessing the leadership skills to further the purpose of the Association. In its identification process, the nominating committee shall insure that the composition of the Board reflects the diverse richness of the membership, including size, sponsorship, and geographic location.

As to those nominees for delegate and alternate to the American Hospital Association, the nominating committee shall identify nominees who bring the necessary leadership skills to the national policy formation process of the American Hospital Association, and shall be considerate of the balance to the Association's board in their nominations for this category of directors.

Section 3. **LEGISLATIVE COMMITTEE.** Legislative Committee is limited to one representative who shall hold the office of the chief executive officer of such institutional member. Each institutional member is entitled to one vote; however, that member may designate in writing a senior representative or designated legislative affairs personal as its duly accredited representative to exercise that institutional member's voting rights. Associate members may sit on the committee as an ad-hoc member.

The committee shall meet as necessary and shall concern itself with evaluating all governmental actions, legislative and regulatory, state, federal and/or local that affect the members of the North Dakota Hospital Association. The committee shall keep the membership informed of major matters and shall evaluate the effect thereof on the

Institutional members. Action may be formulated and executed so long as the same does not violate any of the rules of the North Dakota Hospital Association, state or federal laws regarding anti-trust as well as other restraints.

The Committee shall adopt such procedural rules, as it deem advisable and establish such subcommittees it deems necessary during its proceedings.

Committee shall report on the activities to the Board of Directors and report to the members at the Association's Annual meeting.

Section 4. **FINANCE COMMITTEE.** The Finance Committee shall consist of the Chair of the Board, Chair-elect, past two chairs, and President of the Association. The committee shall be annually review the following: yearly budget, President's annual review, Association's dues structure and dues amount payable to the Association by members and other financial matters of the Association. The Committee shall report to the Board of Directors recommended changes for Board consideration. Such recommendations, if accepted by the Board of Directors, shall be presented at the Annual Meeting of the members.

Section 5. SPECIAL COMMITTEES. The Chair of the Board may appoint such other committees, with the approval of the Board of Directors, as the Chair deems necessary or advisable, which committees shall have such powers and duties as the Chair shall determine, with the approval of the Board. Such other committees shall have such functions and may exercise such power as can be lawfully delegated to them. The President, or a staff person designated by the President, shall serve as an ex-officio member of all special committees. The term “special committee” shall be interpreted to include any designated task force, work group, issue group, or other denominated grouping of members.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS. The Board of Directors 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 Association, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the President, or the President's designee, shall sign such instruments.

Section 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 4. GIFTS. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE XI. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled

to vote. All books and records of the Association may be inspected by any member, or the member's agent or attorney, for any proper purpose at any reasonable time. The financial affairs of this Association shall be audited at least once each year by a C.P.A. firm, to be selected by the Board.

ARTICLE XII. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in the following year.

ARTICLE XIII. DUES

Section 1. DUES. The Board of Directors may determine from time to time the Amount of initiation fee, if any, and dues payable to the Association by members of each class.

Section 2. PAYMENT OF DUES. Dues shall be payable as determined from time to time by the Board of Directors.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period for which such dues became payable, the membership may thereupon

be terminated by the Board of Directors.

ARTICLE XIV. AFFILIATION

Section 1 The Association may enter into Agreements of Affiliation with the American Hospital Association, regional Hospital or Healthcare Associations and other Associations and organizations, as determined from time to time by the Board of Directors.

Section 2. Such affiliations shall be undertaken in view of the mutual interests of the participating groups and shall be designed to improve the effectiveness of the organizations concerned in accomplishing their mutual objectives to provide better care for all the people.

Section 3. Agreements of Affiliation shall include provision for minimum mutual membership requirements, where such are applicable, obligations, responsibilities and privileges of the participating Association, financial arrangements, and similar matters.

ARTICLE XV. WAIVER OF NOTICE

Wherever any notice is required to be given under the provision of the North Dakota Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten days' written notice is given to the members of the Association of the proposed change along with a copy of such proposed change.

¹ Dues are paid in full at the beginning of the fiscal year or have made written payment arrangements.