**CMDA THE COLORADO SOCIETY FOR POST-ACUTE AND LONG-TERM CARE**

A 501 (c) (3) Non-Profit

**PROPOSED AMENDMENTS TO BYLAWS**

**Submitted Sept 3, 2020**

1. **Allow all members to vote in ARTICLE VI Members**

*Previous: 1. Voting Members: The Corporation shall have no voting members. 2. Nonvoting Members: There shall be three classifications of nonvoting members in the Corporation: general membership, affiliate membership, and other.*

Proposed change: There shall be three classifications of members in the Corporation: general membership, affiliate membership, and other.

1. **Reduce the required number Directors on the Board in Article VII.a.(ii)**

*Previous: The number of Directors of the Corporation shall be from two to five, as determined by the Board of Directors from time to time. Any action of the Board of Directors to change the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws.*

Proposed change: The number of Directors of the Corporation shall be up to 5, or as determined by the Executive Committee from time to time. Any action of the Board of Directors or Executive Committee to change the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws.

1. **Change title of Secretary to Community Liaison, and change Education Liaison to Education Coordinator in** **ARTICLE VIII.1.**

*Previous: The elected officers of the corporation shall be a President, a Vice-president, Treasurer, Secretary, and Education Liaison for one-year terms annually.*

Proposed change: The elected officers of the corporation shall be a President, Vice-president, Treasurer, Community Liaison, and Education Coordinator for one-year terms annually.

1. **Change duties of Secretary/ Community Liaison and Education Liaison/ Education Coordinator in ARTICLE VIII.5.c and VIII.5.e.**

*Previous: c. Secretary. The secretary shall keep, or cause to be kept, the records of the Corporation and a record of the minutes of meetings, and shall attend to correspondence and notices; and shall perform such other duties as required by the Board of Directors. e. Education Liaison: The educational liaison shall be the principal coordinator for educational activities related to the Corporation and shall perform such other duties as required by the president or Board of Directors.*

Proposed change: c. The Community Liaison shall serve as liaison between the Board of Directors, Executive Committee, and the community; and shall perform such other duties as required by the Board of Directors. e. Education Coordinator: The education coordinator shall be the principal coordinator for educational activities related to the Corporation and shall perform such other duties as required by Board of Directors.

1. **Remove non-voting status of past-president role on executive committee ARTICLE IX.1.a.**

*Previous: The Executive Committee of the Board of Directors shall consist of the elected officers described in Section 1 of Article VIII and the immediate past president who shall serve in an advisory and non-voting status.*

Proposed change: The Executive Committee of the Board of Directors shall consist of the elected officers and the immediate past president.

~~AMENDED AND RESTATED BYLAWS OF COLORADO MEDICAL DIRECTOR’S ASSOCIATION a Colorado nonprofit corporation~~

**CMDA THE COLORADO SOCIETY FOR POST-ACUTE AND LONG-TERM CARE**

A 501 (c) (3) Non-Profit

**Bylaws**

Last amended 9/4/2018

PREAMBLE

Mission, Goals, and Core Functions

Mission

The mission of the Corporation is for the benefit of and to provide support for the promotion and education of physicians, physician assistants, nurse practitioners, pharmacists, nursing home and assisted living administrators, Directors of nursing and others involved in the care of residents of long-term care and assisted living facilities and hospices concerning the provision of care in these settings.

Core Functions and Goals

The Corporation is dedicated to excellence in patient care and to providing education, advocacy, information and professional development to promote the delivery of quality post-acute and long-term care medicine.

ARTICLE I Name

The name of this Corporation previously known as COLORADO MEDICAL DIRECTOR'S ASSOCIATON (hereinafter referred to as CMDA) is changed to CMDA: THE COLORADO SOCIETY FOR POST-ACUTE AND LONG-TERM CARE MEDICINE. These two names shall be considered synonymous

ARTICLE II Status

The status of the Corporation shall be as a nonprofit corporation organized under the Colorado Revised Nonprofit Corporation Act (“Nonprofit Act”) and recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or the corresponding provision of any future law, to be organized and operated exclusively for public, charitable or educational purposes within the meaning of and as may be permitted by the Code.

ARTICLE III Purposes

In accordance with its designated status as set forth in Article II of these Bylaws consistent with its Articles of Incorporation, the Corporation’s purposes are to promote its mission, core function and goals as set forth above. In furtherance of such purposes, the Corporation may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

ARTICLE IV Powers

In furtherance of the purposes set forth in Article III of these Bylaws, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under and pursuant to the Nonprofit Act and other laws of the State of Colorado. In addition, the Corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE V Offices

1. Principal Office. The current principal office and place of business of the Corporation shall be located at 1800 Broadway, Suite 200, Boulder, Colorado 80302-5289. The principal office and place of business of the Corporation in the State of Colorado shall be designated from time to time by the Corporation and may be within or outside of Colorado. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

2. Registered Office. The current registered agent and registered office of the Corporation are as set forth in the Amended and Restated Articles of Incorporation of the Corporation dated as of August 1, 2015, as delivered to the Colorado Secretary of State for filing thereafter. The registered office of the Corporation shall be maintained in Colorado and may be, but need not be, the same as the principal office. The registered agent and address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VI Members

1. Voting Members. The Corporation shall have no voting members.

1. Nonvoting Members. There shall be three classifications of nonvoting members in

the Corporation: general membership, affiliate membership, and other.

a. General Members. Membership in the Corporation may be granted to any licensed physician who holds the position of medical director, or a licensed physician, nurse practitioner or physician associate who has an interest in or who provides professional medical services in full or in part in post-acute, long-term care, assisted living or hospice.

b. Affiliate Members. Affiliate membership in the Corporation may be granted to any individual, group, organization or entity interested in or promoting the affairs of the Corporation and the populations served. Affiliate members may attend meetings of the membership and may speak thereat, but shall not be eligible to hold office.

c. Other. To meet the changing needs of a growing and dynamic society, the Corporation may establish as necessary other categories of membership, e.g., corporate/multi- facility, resident fellows, retired physicians, as may be determined by the Board of Directors from time to time.

3. Dues. For members, dues are included as a portion of annual dues payable to the Society for Post-Acute and Long-Term Care Medicine, formerly known as the American Medical Director’s Association (“AMDA”).

4. Meetings. An annual meeting of the members may, but need not, be held for the purpose of transacting such business of the Corporation as may come before the meeting. Special meetings may be called from time to time as the Board of Directors may determine.

5. Notice of Meetings. When requested by the Board of Directors, the President shall give notice of each meeting. All meeting notices, either in written or electronic form shall be sent to the members not less than 3 nor more than 60 days prior to the meeting.

ARTICLE VII Board of Directors

1. General Powers. Except as otherwise provided in the Nonprofit Act, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors may hire or contract with an entity or person, to supervise management for the Corporation, who shall administer and direct the day-to-day business of the Corporation and shall have such other duties as the Board may direct. The Executive Committee of the Board shall conduct a periodic performance review and evaluation of the manager and set financial and other terms for the same.

a. Qualifications, Number, Classification, Election and Tenure.

(i) Qualifications. Each Director must be a natural person who is eighteen years of age or older and a member of the Corporation.

(ii) Number. The number of Directors of the Corporation shall be from two to five, as determined by the Board of Directors from time to time. Any action of the Board of Directors to change the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws. Expanding the range of the number of Directors, provided such action otherwise satisfies the requirements for amending these Bylaws as provided in the Nonprofit Act, the Articles of Incorporation or these Bylaws.

(iii) Classification for Staggered Terms. At any annual meeting of the Board of Directors, if the Board of Directors shall then desire to introduce staggered terms, classification of the Directors may be made by dividing them into three classes, each class to be as nearly equal in number as possible. The term of office of the Directors of the first class shall expire at the end of the first calendar year held after such classification; the term of office of the Directors of the second class shall expire at the end of the second calendar year; and the term of office of the Directors of the third class shall expire at the end of the third calendar year.

(iv) Election. After such classification, if any, by a vote taken in any manner permitted by the Nonprofit Act, the number of Directors equal to the number of the class whose term expires at the end of that calendar year shall be elected by the Board of Directors, to hold office for a term of one year. Each Director so elected shall hold office until such Director’s term expires and thereafter until such Director’s successor shall have been elected and qualified, or until such Director’s earlier death, resignation or removal. Nominations for persons to serve as members of the Board of Directors may be submitted in writing by any interested party to the secretary of the Corporation, not less than ninety (90) days prior to the next annual meeting. From such nominations and from those made by the Nominating Committee, if any, a slate of those persons so nominated will be prepared by the secretary of the Corporation not less than sixty (60) days prior to the next annual meeting and submitted for approval by the Board of Directors not less than thirty (30) days prior to the next annual meeting, with voting to be submitted electronically or in any manner permitted by the Nonprofit Act. All votes received in good order on or before the date of the annual meeting in each year from the members of Board of Directors shall be counted by the secretary of the Corporation or by a committee duly appointed by the Board of Directors or the president for this purpose. The results of such election of Directors shall be announced to all members within five (5) business days following the annual meeting in each calendar year.

(v) Tenure. There shall be no fixed term limits for members of the Board of Directors. Each newly elected Director will begin service on the calendar day following his or her election or, in the case of a vacancy, immediately upon election, as described herein or, in the case of an appointment, upon the stated effective date of such appointment.

(vi) Resignation. Any Director may resign at any time by giving written notice of resignation to the Corporation or to the secretary of the Corporation. Such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(vii) Removal. Any Director may be removed at any time, with or without cause, by the vote of at least two thirds (2/3) of the then-current members of the Board of Directors present at a meeting at which a quorum is present. The president shall give written notice of the removal of a Director to the Director to be removed by overnight, registered or certified mail at the Director’s last known mailing address and to the secretary of the corporation. If a Director fails to comply with the attendance policy set forth in Section 4 of this ArticleVII, such Director shall be automatically removed and notified in writing.

(viii) Vacancy. Any vacancy of a Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum. A Director elected or appointed to fill a vacancy shall hold the office for the unexpired term of such Director’s predecessor in office. A period equal to or greater than one-half of the term shall be counted as a term for purposes of determining such Director’s term limit.

2. Regular Meetings. Regular meetings of the Board of Directors shall be held without notice on such dates during the calendar year as are determined by the Board of Directors from time to time during the year. The time and place of such meetings shall be designated by the Board of Directors, or if so delegated by the Board of Directors, by the president.

3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or by a majority of the Directors in office. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, either within or outside Colorado, for holding any special meeting of the Board called by them.

4. Notice of Meetings.

a. Requirements. Notice of each special meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each Director at such Director’s business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least 24 hours prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each Director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete.

b. Waiver of Notice. A Director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in Section 4 of this Article VII, the waiver shall be in writing and signed by the Director entitled to the notice. Such waiver shall be delivered to the Corporation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A Director’s attendance at or participation in a meeting waives any required notice to that Director of the meeting unless: (i) at the beginning of the meeting or promptly upon the Director’s later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting; or (ii) if special notice was required of a particular purpose pursuant to the Nonprofit Act or these Bylaws, the Director objects to transacting business with respect to the purpose for which such special notice

was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

5. Deemed Assent. A Director of the corporation who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the Director objects at the beginning of the meeting, or promptly upon the Director’s arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the Director contemporaneously requests the Director’s dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the Director causes written notice of the Director’s dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a Director who votes in favor of the action taken.

6. Quorum and Voting. A majority of the voting Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the voting Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Nonprofit Act, the Articles of Incorporation or these Bylaws. If less than a quorum is presentat a meeting, a majority of the voting Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

7. Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a Director may be deemed to be present at a meeting and to vote if the Director has granted a signed written proxy to another Director who is present at the meeting, authorizing the other Director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this Section or as permitted by these Bylaws, Directors may not vote or otherwise act by proxy.

8. Meetings by Telephone. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may 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.

9. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if each and every member of the Board of Directors or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each Director or committee member who delivers a writing described in this Section to the corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

a. Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

b. No action taken pursuant to this Section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of this Section, signed by all Directors and not revoked are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings describing the action taken set forth a different effective date.

c. Any Director who has signed a writing pursuant to this Section may revoke such writing by a writing signed and dated by the Director describing the action and stating that the Director’s prior vote with respect thereto is revoked, if such writing is received by the corporation before the last writing necessary to effect the action is received by the corporation.

d. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors and may be described as such in any document.

e. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the meetings of the Board of Directors.

10. Compensation. Directors shall not receive compensation for their services as such; however, the reasonable expenses of Directors of attendance at Board meetings may be paid or reimbursed by the corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the corporation in any other capacity.

11. Standard of Conduct for Directors and Officers.

a. Role of Directors. The Corporation’s Directors are fiduciaries in control of the property of others, with their duties running primarily to the Corporation and with their powers being derived from the Nonprofit Act, the Corporation’s Articles and these Bylaws. In the exercise of their management functions, the Directors are required to use their best judgment and independent discretion, and are responsible for the determination and execution of corporate policy, including, but not limited to, (1) policy decisions with respect to services, fees, wages and labor relations; (2) selection, supervision, and removal of officers and other executive personnel; (3) fixing of executive compensation, pension and retirement plans; (4) determination of budgets, financing and capital changes; (5) delegation of authority for administrative and other action; (6) subject to the limitations contained in Article IX, the adoption, amendment and repeal of Bylaws; (7) participation, along with members, in approving various extraordinary corporate matters; and (8) supervision and vigilance for the welfare of the Corporation’s business as a viable economic entity in the marketplace.

b. Duties; Good Faith. Each Director and officer shall perform their duties as a Director or officer, including without limitation their duties as a member of any committee of the Board of Directors, in good faith, in a manner the Director or officer reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a Director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director or officer shall not be considered to be acting in good faith if the Director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Director or officer shall not be liable to the Corporation or its members for any action the Director or officer takes or omits to take as a Director or officer if, in connection with such action or omission, the Director or officer performs their duties in compliance with this Section. A Director or officer, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. The designated persons on whom a Director or officer are entitled to rely are:

 (i) one or more officers or employees of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented;

 (ii) legal counsel, a certified public accountant or public accountant, or other person as to matters which the Director or officer reasonably believes to within such person's professional or expert competence;

 (iii) religious authorities or ministers, priests, rabbis or other persons whose position or duties in the Corporation or in a religious organization with which the Corporation is affiliated, the Director or officer believes justify reliance and confidence and who the Director or officer believes to be reliable and competent in the matters presented; or

 (iv) a committee of the Board of Directors on which the Director or officer does not serve if the Director reasonably believes the committee merits confidence.

12. Voting by Email. For the purposes of action required or permitted to be taken without a meeting in accordance with Section 9 of this Article VII, members of the Board of Directors may communicate their votes on matters to be decided by the Board of Directors to the Corporation by electronic mail or any other method authorized in accordance with Section 8 of this Article VII, as well as by other electronic means in accordance with Section 14 of this Article VII.

13. Attendance Policy. Attendance by members of the Board of Directors at all of the Corporation’s meetings of the Board of Directors is mandatory. Directors are required to inform the secretary of any anticipated absences. Any member of the Board of Directors who misses more than half of the scheduled meetings in any calendar year will be automatically removed from the Board of Directors. The removed member will be notified of the removal by the secretary following the second unexcused absence. If the removed member disagrees with the dismissal, he or she may appeal the removal to the Executive Committee within thirty (30) days of receipt of the notification of removal. The Executive Committee will make a decision at its next meeting and its decision is final and binding on all parties. Such decision shall be transmitted to the affected member in due course thereafter.

14. Electronic Voting. Pursuant to the authority granted by Colorado House Bill 15- 1117, effective August 5, 2015, electronic voting by the Board of Directors in any form shall be allowed when permitted by appropriate resolutions adopted by the Board of Directors.

ARTICLE VIII Officers

1. Designation and Qualifications. The elected officers of the corporation shall be a President, a Vice-president, Treasurer, Secretary, and Education Liaison for one-year terms annually. Additional officer roles, as deemed necessary by the President, may be designated. Any member in good standing may be nominated to be an officer. Officers may, but need not be, Directors of the corporation. All officers must be natural persons who are eighteen years of age or older.

2. Election and Tenure.

a. Election. The membership shall elect a President, Vice-president, Treasurer, Secretary, and Education Liaison. Additional officer roles, as deemed necessary by the President, may be designated. Any member in good standing may be nominated to be an officer during an annual meeting designated for officer elections. If the election and appointment of officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office from the end of the meeting at or in conjunction with which such officer was elected or appointed until such officer’s successor shall have been duly elected or appointed and shall have qualified, or until such officer’s earlier death, resignation or removal. Directors may nominate themselves to serve as an officer or be nominated by another member, and each nominee must verify his or her willingness to serve if elected. A majority vote shall constitute an election; in case of a tie, the choice shall be determined by lot.

b. Tenure. There shall be no fixed term limits for officers. Except for the immediate past president, each officer will begin service immediately upon election. A president whose term has expired will continue to serve as immediate past president (even if such individual’s term as a Director has also expired).

3. Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights. Removal of an officer requires the affirmative vote of at least two thirds (2/3) of the voting members of the Board of Directors present at a meeting at which a quorum is present. Any officer proposed to be removed from office shall be entitled to at least 14 days’ notice in writing of the meeting at which such removal is to be considered for vote and shall be entitled to be heard at such meeting. Removal from office does not also remove a Director from his or her position as a Director of the Corporation.

4. Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the president or to the Board of Directors. An officer’s resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board of Directors, or by any officer or committee to which such authority has been delegated by the Board of Directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

5. Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

a. President. The president shall (i) preside at all meetings of the members and of the Board of Directors; (ii) see that all resolutions of the members and of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the Board of Directors. The immediate past president shall serve on the Executive Committee.

b. Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the Board of Directors. The vice-president shall, at the request of the president, or in the president’s absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

c. Secretary. The secretary shall keep, or cause to be kept, the records of the Corporation and a record of the minutes of meetings, and shall attend to correspondence and notices; and shall perform such other duties as required by the Board of Directors.

d. Treasurer. The treasurer shall be the principal financial officer of the Corporation with general responsibility for the oversight of the financial affairs of the Corporation. The treasurer shall have or ensure custody and control of all funds, tangible assets, and property of the Corporation; shall keep or cause to be kept accurate account of receipts and expenditures; shall present a written financial statement at every meeting of the Board of Directors, at the annual meeting of the Corporation, and at other times when requested. The treasurer shall perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the Board of Directors.

e. Education Liaison: The educational liaison shall be the principal coordinator for educational activities related to the Corporation and shall perform such other duties as required by the president or Board of Directors.

6. Compensation. Except for the secretary, who may be paid a reasonable compensation for such person’s service as such, the officers shall not receive compensation for their services as such; however, the reasonable expenses of officers of attendance at meetings of the Board of Directors may be paid or reimbursed by the Corporation. Officers shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

 ARTICLE IX Committees

1. Scope. Committee membership may include members of the Board of Directors as well as persons who are not members of the Board of Directors. Each committee established under these Bylaws shall be assigned a member of the Board of Directors as a liaison to the Board of Directors for the purpose of reporting to the Board of Directors on such committee’s activities and recommendations. Each standing committee shall meet as frequently as determined necessary by each committee and make regular reports to the full Board of Directors as needed. Committee members are identified by members of the Board of Directors and/or staff and invited to serve by the committee chairperson. Each committee shall consist of at least three members. All committee recommendations are subject to approval by the Board of Directors.

a. Executive Committee. The Executive Committee of the Board of Directors shall consist of the elected officers described in Section 1 of Article VIII and the immediate past president who shall serve in an advisory and non-voting status. The Executive Committee shall have all the power and authority of the Board of Directors between meetings of the Board, except as prohibited by the Nonprofit Act or these Bylaws.

b. Other Committees. Other committees may be authorized by a majority vote of the Board of Directors. Subcommittees and task forces may be appointed from time to time by the Board of Directors. As appropriate, the Corporation may choose to include specific task forces, groups or subcommittees to operate independently within the structure of the larger organization so long as they remain in compliance with all of the non-profit corporation regulations pursuant to Colorado law and do not conduct business in such a manner that it would jeopardize the 501(c)(3) status of the Corporation. Although these groups may have their own revenue streams and expenses, these will be included with the Corporation’s revenues and expenses annually when filing taxes with the IRS.

ARTICLE X

Corporate Documents and Records

1. Financial Statements. Upon the written request of any member of the Board of Directors, the Corporation shall mail to such Director its most recent annual financial statements, if any, and its most recently published financial statements, if any, showing in reasonable detail its assets and liabilities and results of its operations.

2. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting and of actions taken by a committee in place of the Board of Directors, and a record of all waivers of notices of meetings of the Board of Directors or any committee. The Corporation shall also maintain the following records: (i) appropriate accounting records; (ii) its Articles of Incorporation and Bylaws; (iii) resolutions of the Board of Directors; (iv) all written communications within the past three (3) years to the Board of Directors; (v) a list of the names and business or home addresses of its current Directors and officers; (vi) a copy of its most recent annual report delivered to the Secretary of State for filing; and (vii) all financial statements prepared for periods during the last three (3) years.

3. Inspection and Copying of Corporate Records. Upon written demand delivered at least five (5) business days before the date on which a member of the Board of Directors wishes to inspect and copy any of the corporate records identified in this Article, such Director or his or her agent or attorney is entitled to inspect and copy such records during regular business hours at the Corporation's principal office. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of the documents provided. The charge may not exceed the estimated cost of production and reproduction of the records. A Director may also inspect any other records at a reasonable location specified by the Corporation upon the same terms and conditions. Directors entitled to inspect these other records must also meet the following requirements: (i) the Director must be a current member of the Board of Directors at the time of the demand; (ii) the demand must be made in good faith and for a proper purpose; (iii) the Director must describe with reasonable particularity the purpose and the records the Director desires to inspect; and (iv) the records must be directly connected with the described purpose. The rights set forth herein may not be abolished or limited by the Articles of Incorporation or these Bylaws or any future amendments thereto.

ARTICLE XI Contracts, Loans and Deposits

1. Execution of Instruments. The president shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

2. Loans. No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Directors and shall otherwise be confined to specific instances. No loan shall be made to any officer or Director of the Corporation.

3. Checks and Endorsements. All checks and drafts upon the funds of the Corporation in any of its depositories and all other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the president or such other of its officers or agents as shall from time to time be determined by resolution of the Board of Directors which may provide for the use of facsimile signatures under specified conditions, and all notes, bills receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officers or agents of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board of Directors may select.

5. Investment Managers. The Board of Directors shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investment of the assets of the Corporation.

6. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

7. Fidelity Bond. The Board of Directors may obtain a fidelity bond at the Corporation’s expense covering the president, treasurer and any other person deemed appropriate by the Board of Directors.

ARTICLE XII Sale of Property

Subject to Article VI of the Articles of Incorporation, the Board of Directors may: (i) authorize the sale, lease, exchange or other disposition of all or substantially all of the Corporation's property; and (ii) mortgage, pledge, dedicate to the repayment of indebtedness (with or without recourse), or otherwise encumber all or substantially all of its property.

ARTICLE XIII Indemnification

1. Definitions. For purposes of this Article:

a. The terms "Director or officer" shall include a person who, while serving as a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, member, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. A Director or officer shall be considered to be serving an employee benefit plan at the request of the Corporation if the Director's or officer's duties to the Corporation also impose duties on or otherwise involve services to the plan or to participants in or beneficiaries of the plan. The term "Director or officer" shall also include the estate or personal representative of a Director or officer, unless the context otherwise requires.

b. The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

c. The term "party" includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

d. The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

e. When used with respect to a Director, the phrase "official capacity" shall mean the office of Director in the Corporation, and, when used with respect to a person other than a Director, shall mean the office in the Corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise.

2. General Provisions. Consistent with Article XII of the Articles of Incorporation, the Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director or officer of the Corporation, against expenses (including attorneys, fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: [i] acted in good faith, [ii] reasonably believed, in the case of conduct in an official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and [iii] with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this Section 2 either: [i] in connection with a proceeding brought by or in the right of the Corporation in which the Director or officer was adjudged liable to the Corporation; or [ii] in connection with any other proceeding charging improper personal benefit to the Director or officer, whether or not involving action in that person's official capacity, in which the officer or Director is ultimately adjudged liable on the basis that the Director or officer improperly received personal benefit. Indemnification under this Section 2 in connection with a proceeding brought by or in the right of the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this Section 2.

3. Successful Defense on the Merits: Expenses. To the extent that a Director or officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

4. Determination of Right to Indemnification. Any indemnification under Section 2 of this Article XIV (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in Section 2. Such determination shall be made: [i] by the Board of Directors by a majority vote of a quorum of disinterested Directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or [ii] if such a quorum cannot be obtained, by the vote of a majority of the members of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two (2) or more Directors who are not parties to the proceeding (Directors who are parties to the proceeding may participate in the designation of Directors to serve on such committee); or [iii] if such a quorum of the Board of Directors cannot be obtained or such a committee cannot be established, or even if such a quorum is obtained or such a committee is so designated, but such quorum or committee so directs, then by independent legal counsel selected by the Board of Directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

5. Advance Payment of Expenses: Undertaking to Repay. The Corporation shall pay for or reimburse the reasonable expenses (including attorneys’, fees) incurred by a Director or officer who is a party to proceeding in advance of the final disposition of the proceeding if: [i] the Director or officer furnishes the Corporation a written affirmation of the Director's or officer's good faith belief that the person has met the standard of conduct set forth in Section 2; [ii] the Director or officer furnishes the Corporation with a written undertaking, executed personally or on the Director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in Section 2, which undertaking shall be an unlimited general obligation of the Director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and [iii] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

6. Reports to Board of Directors. In the event that the Corporation indemnifies, or advances the expenses of, a Director or officer in accordance with this Article in connection with a proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to all of the members of the Board of Directors with or before the delivery of the notice of the next meeting of the Board of Directors.

7. Other Employees and Agents. The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Directors and officers, by adopting a resolution by a majority of the members of the Board of Directors specifically identifying by name or by position the employees or agents entitled to indemnification.

8. Insurance. The Board of Directors may exercise the Corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of any person who is or was a Director, officer, employee, fiduciary, agent or was serving as a Director, officer, partner, member, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the Corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article.

9. Nonexclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, these Bylaws, any agreement, resolution of the Board of Directors approved by disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of such person's heirs, or personal representatives.

10. Notice to Board of Directors of Indemnification. If the Corporation indemnifies or advances expenses to a Director or an officer, the Corporation shall give written notice of the indemnification in advance to all of the members of the Board of Directors with or before the notice of the next meeting of the Board of Directors. If the meeting of the Board of Directors action is taken by written consent in lieu of a meeting, such notice shall be given to the Board of Directors at or before the time the first Director signs any writing consenting to such action.

ARTICLE XIV Amendments

Subject to Articles IV, VI and X of the Articles of Incorporation, these Bylaws and the Articles of Incorporation may be amended, altered, or repealed and new Bylaws or Articles may be adopted by the Board of Directors of the Corporation by the affirmative vote of a majority of the then-current Directors, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to each Director of the Corporation with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board of Directors for action.

ARTICLE XV Miscellaneous

1. Seal. The Board of Directors may adopt a corporate seal, which may be circular in form and shall contain the name of the Corporation and the words, "Seal, Colorado.”

2. Gender. The masculine gender is used in these Bylaws as a matter of convenience only and shall be interpreted to include the feminine and neuter genders as the circumstances indicate.

3. Conflicts. In the event of any irreconcilable conflict between these Bylaws and either the Corporation's Articles of Incorporation or applicable law, the latter shall control.

4. Definitions. Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the Nonprofit Act.

5. Receipt of Notices by the Corporation. Notices, writings consenting to action, and other documents or writings shall be deemed to have been received by the Corporation when they are actually received: (1) at the registered office of the Corporation in Colorado; (2) at the principal office of the Corporation (as that office is designated in the most recent document filed by the Corporation with the Secretary of State for Colorado designating a principal office) addressed to the attention of the secretary of the Corporation; (3) by the secretary of the Corporation wherever the secretary may be found; or (4) by any other person authorized from time to time by the Board of Directors or the president to receive such writings wherever such person is found.

6. Distributions. The term "distribution" means the payment of a dividend or any part of the income or profit of a corporation to its members, Directors or officers. Subject to the limitations set forth in Article VI of the Articles of Incorporation, the Corporation shall not make any distribution except as follows: (i) to pay compensation in a reasonable amount to any entity or person engaged by the Corporation for services rendered and to reimburse any Director or officer for expenses incurred by such Director or officer, as permitted by Article VII, Section 1 and Article VIII, Section 6 of these Bylaws; (ii) to confer benefits upon third parties in conformity with its purposes; and (iii) to make distributions upon dissolution in compliance with the Articles of Incorporation and applicable law.

7. Conflicting Interest Transactions. (i) As used in the section, “conflicting interest transaction” means: A contract, transaction, or other financial relationship between a nonprofit corporation and a Director of the nonprofit corporation, or between the nonprofit corporation and a party related to a Director, or between the nonprofit corporation and an entity in which a Director of the nonprofit corporation is a Director or officer or has a financial interest. (ii) No loans shall be made by a corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof. (iii) No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member of by or in the right of the nonprofit corporation, solely because the conflicting interest transaction involves a Director of the nonprofit corporation or a party related to a Director or an entity in which a Director of the nonprofit corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the nonprofit corporation’s Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director’s vote is counted for such purpose if: (a) The material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or (b) The material facts as to the Director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Board of Directors entitled to vote thereon; or (c) The conflicting interest transaction is fair as to the nonprofit corporation. (iv) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction. (v) For purposes of this section, a “party related to a Director” shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.

8. Rules of Order. Roberts Rules of Order, newly revised, shall govern the business of the Corporation.

9. Standards of Conduct. Subject to the provisions of Article VII, Section 2 of these Bylaws, the officers and Directors of the Corporation shall be subject to the general standards of conduct set forth in Section 7-108-401 of the Colorado Business Corporation Act.

10. Contributions. The corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation’s general tax-exempt purposes. Donor- designated contributions will be accepted for special funds, purposes or uses, and such designations generallywillbehonored. However,theCorporationshallreserveallright,titleandinterestinand to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation’s tax-exempt purposes.

ARTICLE XVI Operational Matters

1. Management and Services. The Board of Directors may enter into contracts or agreements with third parties to provide any necessary goods or services, including without limitation, management services to or for the benefit of the Corporation in furtherance of its corporate purposes.

2. Liability to Third Parties. The Directors, officers, and employees of the Corporation are not, as such, liable for the acts, debts, liabilities or obligations of the Corporation.

3. Emergency Powers and Bylaws. An "emergency" exists for the purposes of this section if a quorum of the Directors cannot readily be obtained because of some catastrophic event. In the event of an emergency, the Board of Directors may: (i) modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent; and (ii) relocate the principal office, designate alternative principal offices or regional offices, or authorize officers to do so. During an emergency, notice of a meeting of the Board of Directors only needs to be given to those Directors whom it is practicable to reach and may be given in any practicable manner including by publication or radio. One or more officers of the nonprofit corporation present at a meeting of the Board of Directors may be deemed Directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum. Corporate action taken in good faith during an emergency binds the Corporation and may not be the basis for imposing liability on any Director, officer, employee or agent of the Corporation on the ground that the action was not authorized. The Board of Directors may also adopt emergency Bylaws, subject to amendments or repeal thereafter, which may include provisions necessary for managing the Corporation during the emergency including: (i) procedures for calling a meeting of the Board of Directors; (ii) quorum requirements for the meeting; and (iii) designation of additional or substitute Directors. The emergency Bylaws shall remain in effect during the emergency and shall not be in effect after the emergency ends.

Dated: August 1, 2015.

CERTIFICATE

The undersigned is the duly elected President of the Corporation and hereby certifies that the foregoing are the Amended and Restated Bylaws of the Corporation adopted by the Board of Directors as of August 1, 2015.

Gregory James Gahm, M.D., President

CERTIFICATE

The undersigned is the duly elected President of the Corporation and hereby certifies that the foregoing is this Amendment to the Bylaws of the Corporation adopted by the Board of Directors as of September 4, 2018

Leslie Beth Eber MD CMD,

President of CMDA: The Colorado Society For Post-Acute and Long Term Care Medicine