

**COMMISSION ON ACCREDITATION  
OF  
HEALTHCARE MANAGEMENT EDUCATION**

**CORPORATE BYLAWS**

Adopted May 16, 2005

Amended June 12, 2006

Amended March 17, 2008

**ARTICLE I**

**Name**

The name of this corporation is the Commission on Accreditation of Healthcare Management Education, and its proper acronym is CAHME. Whenever used in these Bylaws, the acronym "CAHME" shall mean the Commission on Accreditation of Healthcare Management Education.

**ARTICLE II**

**Purposes**

CAHME is organized exclusively for educational and scientific purposes:

- A. To assist in assuring the highest quality educational product across healthcare management through providing an accreditation program for "selected academic levels" of healthcare management, with the term "selected academic levels" being intended to refer to degree-granting programs/departments/schools at the undergraduate, graduate and doctoral levels, as well as pre-masters and post-masters residency and fellowship programs in healthcare management.
- B. To establish leading edge standards and assessment mechanisms of quality at selected academic levels of healthcare management.
- C. To make the findings of CAHME available to the public.
- D. To advance continuously the quality of academic education in healthcare management.
- E. To assume such other responsibilities and to conduct such other activities as are compatible with the operation of an educational accreditation program.
- F. Through the CAHME Fellows Program, to develop leaders in education and practice over lifelong careers.

No part of the income of CAHME shall be distributable to its members, directors, or officers except as permitted by the General Not For Profit Corporation Act of the State of Illinois (the "Act"); no member or director or officer of CAHME shall have any right, title or interest in or to any property of any kind owned by CAHME or used by it in connection with the performance of its functions nor in or to any income or other funds received by CAHME; no part of the net earnings of CAHME shall inure to the benefit of any private member; no substantial part of the activities of CAHME shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and

CAHME shall not participate in, or intervene in any manner in, any political campaign on behalf of (or in opposition to) any candidate for public office.

### ARTICLE III

#### **Offices**

CAHME shall have and continuously maintain in Illinois a registered office and a registered agent whose office is identical with such registered office. The business office may be within or without the State of Illinois as the Board of Directors may determine.

### ARTICLE IV

#### **Accreditation Program**

Section 1. Criteria. CAHME establishes criteria for the conduct of education for healthcare management, which may embody all aspects considered by the Board of Directors to be germane to the maintenance of acceptable academic education.

Section 2. Procedure. CAHME shall adopt a uniform procedure for consistently applying accreditation surveys and a uniform process of evaluation of academic programs. This procedure is set forth in detail in the Statement of Accreditation Policies and Operating Procedures, as may be amended from time to time by the Board of Directors.

Section 3. Authority. The Board of Directors shall have final authority to determine the accreditation of individual programs in academic education for selected academic levels in healthcare management in accordance with the policies and procedures adopted by the Board of Directors. Granting or withdrawing accreditation shall require the vote of two thirds of the members of the Board of Directors.

Section 4. Eligibility. Requests for accreditation will be accepted only from programs in academic education for healthcare management based in colleges and universities which are: (a) accredited by the regional accrediting association in the U.S. approved by the U.S. Department of Education, or (b) members in the Association of Universities and Colleges of Canada, or comparable entities in other countries; or (c) accredited by the appropriate recognized specialty accrediting agency.

### ARTICLE V

#### **Members**

Section 1. Corporate Membership. Membership shall consist of the following classes:

- A. The Market - Up to fifteen Corporate Members shall be healthcare organizations, such as health systems, rural hospitals, medical group practices, health care plans, healthcare consulting firms, pharmaceutical companies, medical supplier/medical device corporations and other entities which are major sources of employment of

health services education graduates.

- B. The Profession - Up to fifteen Corporate Members shall be health-related professional organizations, such as: organizations in health administration related to hospital and health systems management, medical group management, healthcare financial management, or healthcare consulting; trade associations; quality-oriented organizations; national management development entities; and other entities which focus upon life-long education, leadership development, career maintenance, and/or career enhancement.
- C. Academia - This component of Corporate Members shall be represented by the Association of University Programs in Health Administration ("AUPHA") which shall represent those organizations which formally train healthcare managers/leaders and offer formal undergraduate, graduate and/or doctorate degrees.

## Section 2. At-large Members

This component shall be organizations which are important parts and integral operating entities of the healthcare field which by the nature of their mission are limited in resources but rich in purpose. The Board of Directors shall determine the number and identity of the At-large members, but the Board is not required to select any At-large members. At-large members shall not be eligible to vote.

## Section 3. Admission, Resignation and Removal of Corporate Members and At-Large Members/Vacancies.

A. The Corporate Members and At-Large members of the CAHME and the class of which each is a part will be determined by the CAHME Board of Directors.

B. A Corporate Member or At-Large member may resign from membership by giving ninety (90) days prior written notice to the Chair of the Board of Directors, provided, however that such resignation shall not relieve the Member of any outstanding financial or other obligation to CAHME.

C. A Corporate Member or At-Large member may be removed from membership if the Member shall fail to make payment of a required contribution to the Operating Fund within ninety (90) days after notice that payment is due, provided, however, that such removal shall not relieve the Member of any outstanding financial or other obligation to CAHME.

D. A vacancy in the Corporate Membership or At-Large membership may be filled by majority vote of the Board of Directors.

Section 4. Voting Rights. Each Corporate Member other than AUPHA shall be entitled to one Member Vote, to be exercised by its duly authorized representative, on each matter submitted to a vote of the Corporate Members. AUPHA shall be entitled to cast a number of votes equal to one-third of the total, and not to exceed fifteen Corporate Member Votes, to be exercised by its duly authorized representative, on matters submitted to a vote of the Corporate Members. Corporate Members shall only be permitted to vote on matters that these Bylaws specifically state that Members may vote on; and any provision of the Act requiring notice to, the presence of, or the

vote, consent or other action by Corporate Members of the corporation in connection with any other matters shall be satisfied by notice to, the presence of, or the vote, consent or other action of the members of the Board of Directors in accordance with these Bylaws.

Section 5. Role and Responsibilities. The role and responsibilities of the Corporate Members shall include the following:

- A. To elect the Board of Directors.
- B. To represent CAHME to the public.
- C. To support CAHME in its efforts to be recognized as an accreditation body by the appropriate regulatory bodies recognized by the United States Department of Education.
- D. To exercise such other rights as the Act grants to members of a Not for Profit Corporation, but only to the extent such rights are not properly altered by express provisions of these Bylaws.

Section 6. Operating Fund. Each Corporate Member shall contribute to the CAHME Operating Fund in amounts and in accordance with the policies adopted by the Board of Directors from time to time. The Operating Fund will be utilized in development and implementation of an operating budget of the Commission, fiscal year by fiscal year. The Board of Directors will determine the amount and nature of contribution to the operating fund of At-Large members, if any.

Section 7. No Transfer. Membership in CAHME is not transferable or assignable.

## ARTICLE VI

### **Meetings of Members**

Section 1. Annual Meeting. An Annual Meeting of the Members shall be held at such time as the Chair of the Board of Directors shall designate.

Section 2. Annual Report. At the annual meeting of the Members, the Chair of the Board of Directors shall present an annual report, a copy of which shall be filed with the minutes of the annual meeting, which sets forth:

(a) the assets and liabilities of CAHME as of the end of the fiscal year immediately preceding the date of the report;

(b) the principal changes in assets and liabilities during the year immediately preceding the date of the report;

(c) the revenue and receipts of CAHME, for both general and restricted purposes, for the year immediately preceding the date of the report; and

(d) the expenses or disbursements of CAHME during the year immediately preceding the date of the report.

Section 3. Special Meetings. Special meetings of the Members may be called by the President, the Chair of the Board of Directors or a written petition signed by representatives of a majority of the Corporate Members. Meetings of the Members shall be chaired by the Chair of the Board of Directors.

Section 4. Place. The person or persons calling a meeting of the Members may designate any place, either within or without the State of Illinois, as the place of such meeting.

Section 5. Means of Meeting. Any one or more Members may participate in a meeting by means of a telephone conference or similar communications technique allowing all persons participating in the meeting to communicate with each other at the same time, and participation in a meeting pursuant to this Section 5 shall constitute being present at such meeting.

Section 6. Notice. Written notice stating the mode of meeting, place, day and hour and the business to be transacted shall be delivered either by electronic communication, facsimile transmission or physical mail to each Member not less than 5 nor more than 60 days before the date of the meeting, or in the case of a proposed removal of one or more directors, not less than 20 nor more than 60 days before the date of the meeting. Notice of any meeting need not be given to any Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 7. Quorum. A quorum shall be constituted by a majority of the Corporate Members who are eligible to vote.

Section 8. Manner of Acting. The act of a simple majority of the Corporate Member Votes eligible to be cast at a meeting at which a quorum is present shall be the act of the Corporate Members, except where otherwise provided by law or these Bylaws.

Section 9. Informal Action. Any action required to be taken at a meeting of the Corporate Members may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed either: (i) by all of the Corporate Members entitled to vote with respect to the subject matter thereof, or (ii) by the Corporate Members having not less than the minimum number of Member Votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voting. If such consent is signed by less than all of the Members entitled to vote, then such consent shall become effective only: (1) if, at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Corporate Members entitled to vote who have not consented in writing. For the purposes of these Bylaws, any actions required to be “written,” to be “in writing,” to have “written consent,” to have “written approval” and the like shall include any communication transmitted or received by electronic means. Such resolutions and the written consents executed by each Corporate Member shall be filed with the minutes of the proceedings of the Corporate Members.

Section 10. Proxies. Any Corporate Member may vote by proxy executed in writing.

## ARTICLE VII

### **Board of Directors**

Section 1. Number and Qualifications. The affairs of CAHME shall be governed by a Board of Directors who need not be residents of the State of Illinois. Members of the Board of Directors are not required to be affiliated with a Member.

#### Section 2: Election of Directors

A. The composition of the CAHME Board of Directors will be as follows:

1. Up to 5 individuals from the membership category known as the Market as defined in Article V, Section 1.A.
2. Up to 5 individuals from the membership category known as the Profession as defined in Article V, Section 1.B.
3. Up to 5 individuals from the membership category known as Academia as defined in Article V, Section 1.C.
4. Up to 2 individuals from the membership category known as At-Large as defined in Article V, Section 2.
5. Up to 2 individuals representing the general public consistent with requirements of the U.S. Department of Education
6. The appointed President and CEO of CAHME will serve as an ex officio, voting member of the Board of Directors
7. The chairs of the Accreditation Council and the Standards Council, if not serving currently as members of the Board of Directors from one of the categories above, will serve as ex officio voting members of the Board of Directors for the duration of their term as chair of the respective Council.

**B.** Annually, the Governance Committee as defined in Article IX, Section 1, and with the advice and consent of the Board of Directors, shall recommend to Corporate Members eligible to vote, a slate of directors to fill expiring terms within each category described in Article VII, Section 2. Subsections A.1, A.2, and A.3. The Governance Committee will solicit nominations from each of the categories described above using a process defined by the Board of Directors. During the Annual Meeting of the corporation, the Corporate Members eligible to vote will consider the recommendations of the Governance Committee and elect members to the board to replace those directors whose terms are expiring. After the vote by the Corporate Members, the proportional balance of A.1. through A.3. will be approximately maintained to the extent practicable.

**C.** Annually, the Governance Committee will recommend a slate of directors to fill expiring terms of directors in each category described in Article VII, Section 2, Subsections A. 4 and A.5 to the CAHME Board of Directors for election to the Board **by the Corporate members at** the Annual Meeting of the corporation.

D. Other than the President and Chief Executive Officer of CAHME who serves ex officio, each member of the Board of Directors shall serve a three (3) year term, provided, however, that such term may be less than three (3) years in the event of the death, resignation, inability to act, or removal of a member of the Board of Directors. A person may serve on the Board of Directors for a maximum of two successive full terms. Further, the terms of individuals serving as members of the Board of Directors as of January 10, 2005 may have terms of lesser duration as determined by a majority of members of the Board of Directors in order to effectuate the staggered expiration of Director terms.

Section 3. **Removal.** Any member of the Board of Directors (other than the President and Chief Executive Officer of CAHME who serves ex officio) may be removed from office by vote of two-thirds of the Corporate Members or vote of two thirds of the members of the Board of Directors (as applicable) that initially elected that person.

Section 4. **Vacancies.** In the event of the death, resignation, inability to act or removal of a member of the Board of Directors, the Corporate Members or Board of Directors (as applicable) which elected him or her shall, in accordance with the procedure set forth in Article VII Section 2, elect a successor to serve for the unexpired term. A person may serve on the Board of Directors for a maximum of two successive full terms; and partial terms during which the person filled a vacancy will not be counted. The Board will insure that appointees filling vacancies are from the appropriate career category so as to maintain balance between practitioners and academicians.

Section 5. **General Powers,** The affairs of the corporation shall be governed by the Board of Directors, which shall have power and authority to cause the corporation to do all acts consistent with the Act, the corporation's Articles of Incorporation and these Bylaws.

Section 6. **Role and Responsibilities,** Without limiting the generality of Article VII Section 5, the role and responsibilities of the Board of Directors shall include the following:

- A. establishing and implementing CAHME policy; determining membership criteria, qualifications, rights and privileges, and the grounds and procedures for termination of membership in the Commission; establishment of the Commission's dues structure and rates; adopting rules and regulations for the conduct of the business of the Commission as shall be deemed advisable; prosecuting the non-profit goals and objectives of the Association; and exercising discretion in the disbursement of Commission funds and appointing of such agents as it deems necessary; and designating the Treasurer of the Commission;
- B. to establish accreditation policies and Criteria for Accreditation the conduct of academic education for healthcare management and affiliated/related practicums or fellowships as may be designated;

- C. to adopt and amend the Statement of Accreditation Policies and Operating Procedures;
- D. to conduct and to provide oversight of the accreditation function and to make all decisions on awarding, changing or withdrawing accreditation, except as delegated to the Accreditation Council;
- E. to set the policy framework regarding the financial affairs of CAHME;
- F. to represent CAHME to the public;
- G. to promote the integrity of the accreditation process, including the independent operation of CAHME; and
- H. to support the officers of CAHME in the interpretation and promotion of the accreditation program.

Section 7. Regular Meetings. There shall be at least two regular meetings of the Board of Directors each year, which shall be held at such time and place, either within or without the State of Illinois, as may be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any three (3) members of the Board with such three members representing at least two Membership classes. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any meeting called by them. No business shall be transacted at a special meeting other than that stated in the notice.

Section 9. Notice. Written notice stating the place, day and hour and the business to be transacted shall be delivered by physical or electronic mail or facsimile transmission to each member of the Board of Directors not less than ten (10) days before the date of any regular meeting and not less than five (5) days before the date of any special meeting. Notice of any meeting need not be given to any member of the Board of Directors who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 10. Quorum. Two-thirds of the members of the Board of Directors shall constitute a quorum.

Section 11. Means of Meeting. Any one or more members of the Board of Directors may participate in a meeting by means of a telephone conference or similar communications technique allowing all persons participating in the meeting to communicate each other at the same time, and participation in a meeting pursuant to this Section 11 shall constitute being present at such meeting.

Section 12. Manner of Acting. The act of a majority of the members of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

Section 13. Informal Action. Any action required to be taken at a meeting of the Board of

Directors may be taken without a meeting if consent, setting forth the action so taken, is submitted in writing by all the members of the Board. Such resolutions and the written consents executed by each member of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

## ARTICLE VIII

### **Officers**

Section 1. Officers. The officers of the Board of Directors shall be a Chair, Chair Elect, Past Chair, and such other officers as the Board of Directors may authorize.

Section 2. Executive Committee. The three officers identified in Section 1 above plus the President/CEO, and such other members of the Board as may be elected by the Board of Directors, will constitute the Executive Committee. The Executive Committee shall be empowered to act for the Board of Directors when the Board of Directors is not in session on matters of accreditation processes and business affairs which are delegated from the Board of Directors to the Executive Committee, except that the Executive Committee may not grant or withdraw accreditation under any circumstances. In addition, the Executive Committee is designated by the Board of Directors to act in a capacity of Audit Committee and Compensation Committee provided, however, that when in session conducting functions of these committees, the President/CEO shall not be a member of the Compensation or Audit committee.

Section 3. Election. At its last regular meeting prior to July 1 each year, the Board of Directors shall elect a Chair-Elect and such other officers as it deems appropriate, and each of their elections shall be effective as of the immediately following July 1. Whenever the position of Chair Elect becomes vacant, the Board of Directors shall elect from among its members a new Chair Elect. Election shall be by secret ballot with all Directors present having the privilege of voting, including the Chair of the meeting. The Chair-Elect at the end of his/her term in office shall automatically become Chair, the then-serving Chair shall automatically become Past-Chair, and the currently serving Past Chair shall automatically be deemed to have resigned his/her office.

Section 4. Term of Office. Each officer shall hold office for one (1) year, commencing on the 1st day of July and until his/her successor is elected and takes office

Section 5. Removal/Resignation. Any officer may be removed from office by a vote of two-thirds of the members of the Board of Directors. Any officer may resign at any time by giving written notice to the Chair. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery. Acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal or incapacity shall be filled by a vote of a majority of the remaining members of the Board of Directors; provided, however, that a vacancy in the office of Chair shall be filled by the then-serving Chair Elect and a vacancy in the office of Past Chair shall not be filled until the current Chair leaves that position.

Section 7. Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair may sign on behalf of the corporation all contracts, documents and instruments authorized by

the Board of Directors.

Section 8. Chair-Elect and Past-Chair. The Chair Elect and Past-Chair, in that order, shall act as Chair in the absence or incapacity of the Chair, and when so acting, shall have all the responsibility, power, and authority of the Chair. The designated officers, in this line of succession, unless otherwise directed by the Board, also shall have charge and custody of and be responsible for all funds and securities of the corporation; see that an adequate accounting system is maintained to give a true and accurate accounting of the financial transactions of the corporation and that reports of such transactions are presented to the Board of Directors; and in general perform all duties incident to the office of treasurer.

## ARTICLE IX

### **Committees and Councils**

Section 1. Governance Committee. A Governance Committee will be appointed by the Board of Directors. The Governance Committee will be chaired by the Past-Chair and other members will be the sitting Chair, the Chair-Elect, the current President/CEO, at least one member from each Membership class and non-Directors as the Board of Directors may determine. The Governance Committee, with the advice and consent of the Board of Directors, shall propose a slate for Board Membership. The Governance Committee shall also be responsible for Evaluation and Development activities including definition of role, responsibilities and expectations of individual board members. The Governance Committee shall nominate members of councils and committees in a manner defined by the Board of Directors in a Policy Statement on appointments.

Section 2. Committees and Councils of the Board. In addition to the Executive and Governance Committees, the Board of Directors, by resolution adopted by the vote of two-thirds of the members of the Board of Directors in office, may designate one or more committees or councils, each of which shall consist of two or more members of the Board of Directors which committees and councils, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in carrying out the responsibilities assigned to the committee or council by the Board; provided, however, that the designation of such committees and councils and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 3. Standing Councils. The corporation shall have two standing councils as follows. The members of the standing councils shall be appointed by majority vote of the Board of Directors and shall consist of both academics and practitioners drawn from: (i) members of the Board of Directors, (ii) representatives of Members of CAHME who are not members of the Board of Directors, and (iii) other qualified individuals. The Board of Directors, by a majority vote, shall select an individual to serve as Chair of each of the standing councils. If that individual is not otherwise currently serving on the Board of Directors, he or she shall become an ex officio voting member of the Board of Directors during his or her term of service as Chair of the respective Council.

- A. Accreditation Council - The Accreditation Council shall oversee the accreditation process and make recommendations to the Board of Directors on individual accreditation decisions.

- B. **Standards Council** - The Standards Council shall maintain and continuously improve the accreditation standards and shall recommend standards for approval by the Board of Directors. All standards of the Commission will be reviewed thoroughly by the Standards Council at least every four years. The Standards Council will function within a charge, mission, and policy framework as set by the Board of Directors.

Section 4. Other Committees and Councils. Other committees and councils not having or exercising the authority of the Board of Directors in the management of the corporation may be designated by resolution adopted by a majority of the members of the Board of Directors present at a meeting of the Board of Directors at which a quorum is present. Members of such committees and councils may include members of the Board of Directors or any other persons, whether or not affiliated with a Member, and shall be appointed by the Chair with the concurrence of the Board of Directors.

## ARTICLE X

### **Administration**

Section 1. President/Chief Executive Officer (President/CEO). The Board of Directors, pursuant to the affirmative vote of two-thirds of the members thereof, shall employ a President/CEO, determine duties, responsibilities, authority, and performance objectives of this post, fix and alter the amount of his or her compensation, review performance, and dismiss the President/CEO from the employ of the corporation, subject to any applicable contractual arrangement.

Section 2. Duties and Authority. The President/CEO shall be the chief administrative officer of the corporation. The President/CEO shall be given authority and shall be held responsible for the administration of the accreditation program, subject to such policies as may be adopted and such governance as may be set forth by the Board of Directors, and to such limitations stated in these Bylaws. Unless otherwise designated by the Board, the President/CEO shall be secretary of the corporation and the custodian of the corporate records, may sign on behalf of the corporation all contracts, documents, and instruments authorized by the Board of Directors, and in general perform all duties incident to the office of President/CEO.

Section 3. Gifts. The Board of Directors and/or the President/CEO may accept on behalf of the corporation any grant, contribution, gift, bequest or devise for the general purposes of the corporation.

Section 4. Indemnification and Hold Harmless. CAHME shall indemnify all individuals serving or those who have served as officers, directors, committee members, volunteers or employees of the CAHME against any and all liabilities (including reasonable attorneys' fees) arising out of or relating to such individuals' activities as officers, directors, committee members, volunteers or employees subject to any limitation of the laws of the State of Illinois limiting the right of CAHME as an Illinois Not-For-Profit corporation to indemnify officers, directors, committee members, volunteers or employees. Expenses incurred in defending an action, suit or

proceeding may be paid by CAHME upon receipt of an agreement by the officer, director, committee members, volunteer or employee to repay such amount if it is ultimately determined that the individual is not entitled to be indemnified by CAHME under this Section. In addition, CAHME may purchase and maintain insurance policies insuring such individuals against any and all liability resulting from said individuals' activities as an officer, director, committee member, volunteer or employee regardless of whether or not CAHME would be empowered to so indemnify without purchasing said insurance.

Section 5. Fiscal Year. The fiscal and operating year of the corporation shall begin on July 1 and end on June 30.

Section 6. Information. The Bylaws, Statement of Accreditation Policies and Operating Procedures, Criteria for Accreditation, and actions of CAHME regarding accreditation shall be made available to all Members and members of the Board of Directors and the public.

## ARTICLE XI

### **Dissolution**

Section 1. Voluntary Dissolution. CAHME may be voluntarily dissolved only pursuant to the affirmative vote of two-thirds of all the Corporate Members approving a resolution to dissolve adopted by the Board of Directors.

Section 2. Disposition of Assets. Upon the dissolution of CAHME and after its debts and obligations have been paid or provision made therefore, the remaining assets of CAHME, if any, shall be liquidated and the net proceeds, if any, of such liquidation shall be transferred to a corporation or other entity exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended.

## ARTICLE XII

### **Amendments**

Except with respect to Article XI hereof, the amendment of which requires approval of two-thirds approval of all Corporate Members, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds of the members of the Board of Directors, at any regular or special meeting of the Board, provided that at least thirty (30) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.