

Constitution and Bylaws of the
West Hartford Group, Inc. – a 501(c)(6) Not-for-Profit Corporation

ARTICLE I. ORGANIZATION

Articles of Incorporation of the West Hartford Corporation. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit or Not-for-Profit Corporation, under the Not-for-Profit Corporation Law of the State of New York, do hereby certify and attest to the following:

A. Articles of Incorporation and Name

- The Name of this organization shall be West Hartford Group Corporation, West Hartford Corporation or simply “West Hartford.”

B. Place of Incorporation

- The place in this state where the principal office of the Corporation is to be located and reside is the City of Niskayuna, in the County of Schenectady, in the State of New York.

C. Members of West Hartford Group shall be governed by and dedicated to principles:

- Truth
- Integrity – Members of the West Hartford Group endeavor to embrace a moral point of view that urges them to be conceptually clear, logically consistent, apprised of relevant empirical evidence, and careful about acknowledging as well as weighing relevant moral considerations. Persons of integrity impose these restrictions on themselves since they are concerned, not simply with taking any moral position, but with pursuing a commitment to do what is best.
- Education and Study
- Research
- Scholarship
- Practice

D. Change in Name – The members of West Hartford may change the name of the organization only by bylaws amendment pursuant to the requirements of law outlined in this charter.

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- E. Seal – This organization will have a seal. The seal shall be in the custody of the chief administrative officer of West Hartford.

Article II. MISSION/VISION STATEMENT

A. Mission Statement

The West Hartford Group is a think tank dedicated to the advancement of the social, cultural and professional authority of the chiropractic profession, with the chiropractor serving as a distinct, integrated, mainstream, patient-centered, portal-of-entry, musculoskeletal specialist.

B. Objectives

Objective 1: To provide for the profession a viable model of integrative practice

Objective 2: Place WHG members within leadership of the machinery of the profession to promote WHG's mission

Objective 3: Create a public, intraprofessional and interprofessional image of chiropractic as a profession devoted to scholarship, research and the patient-centered, evidence-based, practice paradigm.

Objective 4: Upgrade chiropractic education (undergraduate & graduate) and scholarship consistent with WHG's mission. Make patient first professionalism and evidence-based outcomes-directed practice paramount in chiropractic.

C. Values

\$ Chiropractors are healthcare providers who provide clinical management of musculoskeletal (MS) conditions.

\$ Chiropractic clinical management includes diagnosis and treatment with an emphasis on prevention, wellness and holism.

\$ Measurable treatment effectiveness must be demonstrated

\$ A Biopsychosocial (BPS) approach is essential for the management of pain

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- \$ Treatment must focus on empowering the patient toward management of his/her own healthcare
 - \$ Treatment goals must be functional and focused on return to normal Activities of Daily Living (ADL)
 - \$ Treatment must be based upon the best evidence available.
- See: Victorian WorkCover Authority “Clinical Framework”

D. Relationship to the Public Health and Professional Trade Organizations

1. American Chiropractic Association

West Hartford is not a competitor to the American Chiropractic Association (ACA). Indeed, many of West Hartford’s nominees and members of West Hartford are members of the ACA and West Hartford encourages field chiropractors to join the ACA. West Hartford is distinct from the ACA. Where ACA is an inclusive chiropractic membership organization; West Hartford is an exclusive, multidisciplinary, scholarly society. It is one of West Hartford’ goals to promote the Mission of West Hartford within the hierarchy of the ACA. To the extent that West Hartford’ mission in this regard is successful, the mission of the ACA and West Hartford will be similar. It is another goal of West Hartford to promote membership in the ACA of only the highest caliber of quality doctors of chiropractic medicine. It is West Hartford’ intention to “lead by example,” through a commitment to the highest ideals of ethical, patient-centered, evidence-based care and a devotion to clinical excellence on the part of all health care practitioners.

2. American Acupuncture Association
3. American Dental Association
4. American Massage Therapy Association
5. American Medical Association
6. American Medical Records Association
7. American Nurses Association
8. American Occupational Therapy Association
9. American Optometric Association
10. American Osteopathic Association

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11. American Public Health Association
12. American Physical Therapy Association
13. American Podiatric Medical Association
14. American Psychological Association
15. American Respiratory Therapy Association
16. Joint Commission on Accreditation of Healthcare Organizations
17. National Association of Social Workers
18. National Committee on Quality Assurance
19. Speech Language, Audiology and Pathology Association

ARTICLE III. MEMBERSHIP

- The West Hartford Group Corporation shall have members. The eligibility, rights and obligations of the members will be determined by the charter and constitution as outlined elsewhere below.
- A. Membership in West Hartford is an honor and a privilege. Membership is exclusive. Membership is not automatic. It is only attained by nomination and election by the West Hartford membership. Membership is based on shared core values, a desire to contribute meaningfully to health care issues, research, scholarship, academic achievement and a commitment to patient-centered, patient-safe care, evidence-based practice parameters and best practices.
 - B. West Hartford does not discriminate in the nomination or selection of members based upon race, faith, religion, ethnicity, gender or age.
 - C. Nominees elected to membership in West Hartford shall become members of West Hartford.
 - D. Classes of Membership.
 - There shall be as many classes of membership as the policy-making body of the West Hartford shall designate. These classes shall be maintained administratively by West Hartford.

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- a. Active members are those that remit to West Hartford their annual dues either in lump sum or contiguous installments and retain the privilege of engaging in West Hartford activities and voting in matters of West Hartford affairs.
 - Only active members may hold office in the West Hartford organization.
 - b. Non-active members are those whose membership in West Hartford has lapsed due to non-payment of dues or because they have withdrawn from membership.
 - Non-active members may not engage in West Hartford activities and can not vote in affairs affecting West Hartford or its active members.
- Membership in West Hartford is a privilege that cannot be taken away except for cause.

E. Nomination for Membership

Individuals may be nominated for membership by existent members of West Hartford.

1. Charter members.
 - a. The initial group of individuals approving these bylaws shall be charter members of the West Hartford.
 - b. Charter members may nominate individuals who, in their opinion, should be invited to join West Hartford based on the nominating criteria outlined elsewhere below in these bylaws.
2. Members
 - a. Each active member of West Hartford is entitled to nominate one or more individuals who, in their opinion, should be invited to join West Hartford based on the nominating criteria outlined elsewhere herein.

F. Invitation to Nominees

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- Nominees will be sent an invitation
 - inviting them to join West Hartford by the Directors of West Hartford, along with any information and/or material the West Hartford Directors stipulate be sent administratively from West Hartford.¹

G. Eligibility for Election of Nominees

Candidates

- who have submitted an application for membership;
- who have pledged to uphold the constitution, laws, rules and regulations of the United States, the state of West Hartford incorporation and West Hartford constitution and bylaws and the West Hartford principles contained herein;² and
- who have submitted the requisite the Submission Information outlined below

shall be eligible to be elected to membership in West Hartford by the existent members of West Hartford.

H. Review of Nominees Submission Information

1. candidates nominated for membership who endeavor to join and accept a nomination to join West Hartford will supply the Investigating Committee with
 - an executed membership application
 - a completed Disclosure Form,
 - a current Curriculum Vitae in written and/or electronic form
 - a current e-mail address
 - a signed pledge to abide by the West Hartford Constitution and Bylaws (and the West Hartford Code of Professional Ethics and the Code of Scientific Ethics, if any);

¹Administrative materials may include a copy of the West Hartford Constitution and Bylaws, a West Hartford membership application; West Hartford Disclosure Statement; a copy of the West Hartford Code of Professional Ethics, if any; a copy of the West Hartford Code of Scientific Ethics, if any; an acknowledgment and pledge form; an outline of the submission requirements to West Hartford, and any other information or materials the West Hartford Board of Directors may wish to be sent to nominees.

²In addition, the West Hartford Board of Directors may want to consider additional submissions by candidates such as an agreement by the nominee to adhere to the West Hartford Code of Professional Ethics, if any, and the West Hartford Code of Scientific Ethics, if any.

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- and any other information the Nomination and Investigation Committee may request, including, but not limited to
 - proof of any extra-professional, intra-professional, inter-professional academic achievement from a recognized educational program accredited or certified by an agency recognized by the United States Department of Education and/or an agency of any of the States of the United States or its international equivalents.
 - proof of specialty certification or eligibility by a recognized professional body, group or organization, e.g., the American Medical Association, the American Chiropractic Association, the American Physical Therapy Association, the North American Spine Society, the American Back Society, etc. or its equivalent, whose program of education, training and practice meet the criteria for recognition to be established by the West Hartford Investigating Committee;
 - submission of samples of research articles, meta-analytic studies and reviews of the literature, and scholarly articles, papers, published in independently peer reviewed journals and periodicals indexed in Index Medicus and/or papers, chapters or texts published by an established and recognized medical publisher; and
 - such other submissions and materials as the Investigating Committee may request.

The West Hartford Investigating Committee will submit the information provided by the candidate to the West Hartford Board of Directors in the form or forms to be determined administratively by the West Hartford Board of Directors.

2. Following the submission of the foregoing information and before the election of candidates takes place by the West Hartford Board of Directors, the West Hartford Investigating Committee will tender the Committee's recommendations to the West Hartford Board of Directors.

I. Election to Membership

Election of Nominees

1. Persons nominated for membership may be elected to membership in West Hartford by an affirmative two-thirds super majority vote of a quorum of the West Hartford Board of Directors.

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- J. Upon payment of any necessary dues, a nominee duly elected to membership by the West Hartford Board of Directors becomes an active member of West Hartford.

IV. ORGANIZATIONAL STRUCTURE

- The management of the affairs of the West Hartford Group Corporation shall be vested in a Board of Directors, as defined by the Corporation's Bylaws outlined below.

A. ADMINISTRATIVE STAFF

Initially, there shall be no administrative staff. As West Hartford grows, and as resources permit, the Officers of West Hartford may recommend to the Board of Directors of West Hartford that one or more Executive Staff members be retained to manage the day to day affairs of the organization. Any Executive/Administrative Staff members so hired and retained shall not be deemed to be Officers or Directors of the Corporation; shall not be accorded the privilege of voting on West Hartford affairs; shall not have the power to bind West Hartford, and shall only have those powers and authorities as expressly assigned to them by West Hartford Board of Directors. No Executive/Administrative Staff member shall have any right, title, or interest in or to any property of the corporation. However, Executive/Administrative and subordinate staff may be reimbursed for all reasonable and necessary travel, lodging and meal expenses for attending to meetings of the West Hartford Group according to the criteria set out in the West Hartford Personnel Policy and Management Manual.

B. BOARD OF DIRECTORS

1. Responsibility and Management of West Hartford Group Incorporated.

- The management of the affairs of the West Hartford Group Corporation shall be vested in a Board of Directors, as defined in this Charter and Bylaws. No member of the West Hartford Board of Directors shall have any right, title, or interest in or to any property of the West Hartford Corporation.

2. Board of Directors

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- Members of the Board of Directors shall be elected from the active members of the West Hartford as provided in these bylaws outlined below.
 - a. There shall be eleven members of the West Hartford Board of Directors, including the four Executive Officers of West Hartford and the immediate Past President.

3. Board role and compensation

- a. The Board of Directors of the West Hartford Group, Inc., is responsible for the overall policy and direction of the organization and will delegate day-to-day administrative operations to the West Hartford Officers, Committees and the Executive/Administrative Staff, if any.
- b. Number of Directors
 - i. West Hartford shall have a Board of Directors consisting of eleven (11) regular members and one immediate past-president.
 - ii. Four (4) of the eleven (11) members of the Board of Directors shall be the Officers of West Hartford and one (1) shall be the Immediate Past President.
 - iii. The Six (6) remaining regular members of the Board of Directors who are not Officers of West Hartford shall be elected from the West Hartford membership at large pursuant to any criteria or qualifications for service as established and set forth by the West Hartford Board of Directors in these bylaws.
 - iv. The Immediate past-President of West Hartford shall be a member of the Board of Directors. The immediate past President shall serve a term on the board to coincide with the term of the current President of West Hartford.

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- c. The members of the West Hartford Group Board of Directors shall receive no compensation except for necessary and reasonable travel, lodging and meal expenses to attend meetings of the West Hartford Board of Directors and the bona fide affairs of the West Hartford Group membership, as resources of the organization may allow.

4. Director's Term of Office

All members of the Board of Directors of the West Hartford Board of Directors shall serve a term of office of two years.

Election for the terms of office of the West Hartford Directors shall be staggered and the terms of office shall be accomplished in the following manner:

On even years, six members of the West Hartford Board of Directors shall be elected comprised of

- the four West Hartford Officers; and
- two active members of West Hartford at large meeting the qualifications for Board service as determined by these Bylaws.

On odd years, five members of the West Hartford Board of Directors shall be elected comprised of

- five active members of West Hartford at large meeting the qualifications for Board service as determined by these Bylaws.

5. Succession in Office of Directors

A Member of the West Hartford Board of Directors may succeed herself for three consecutive terms or six years. A member of the West Hartford Board of Directors may serve a maximum of five (5) two-year terms or a maximum of 10 years over their lifetime. For purposes of this Section, a director shall be deemed to have served a complete term if, at the time of election, he/she has been elected and served more than one-half of a two-year term.

6. Qualifications for the Office of Director

No doctor/provider member of West Hartford may be nominated to be a director unless she:

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- A. has received her doctoral degree – MD, DO, DC, PhD, EdD, ScD, DrPH, DPT, DNP, JD or equivalent, from a bona fide university or college accredited or certified by a national or international accrediting agency recognized by the United States Department of Education or the host government of the country, territory, province or state in which the physical institution resides;
- B. the doctor/provider has a bona fide license, registration or certificate to practice her profession granted by the country, province, or state in which the doctor resides, teaches or practices. If the doctor/provider practices, her license and/or registration to practice her profession must be current and valid.
- C. not have been found guilty of any in violation of any law, regulation or administrative rule of the country, province, territory or state or governmental agency in which the individual practices or works, nor shall the individual have been found guilty of being in violation of any ethical canon of any relevant health professional or scientific organization to which the individual belongs.
- D. the doctor/provider is an active member of West Hartford and shall have been an active member of West Hartford for no less than one year;
- E. the doctor/provider shall have submitted properly executed “Intent,” “Disclosure,” and “Vitae” forms.

During his/her term, any member of the Board of Directors of West Hartford may campaign for the office of President, Vice President, Secretary or Treasurer of West Hartford during the times allotted and prescribed by this Constitution and Bylaws, and if elected, to an Officer’s post, she must vacate her directorship for the remainder of its unexpired term upon ascendancy to the elected officers position. In the event that a member of the Board of Directors campaigns for an Officer’s position and is not elected to such Officer’s position, she retains her seat on the West Hartford Board of Directors until the expiration of her term of office at the conclusion of its natural term.

7. Immediate Past President

The immediate Past President of West Hartford shall not be elected, but shall serve on the board by virtue of his previous office and shall serve until

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- A. the existing President of West Hartford leaves office upon the election of a new President and becomes the next Immediate Past President as a result; or
 - B. the existing Past President of West Hartford resigns her position at which time the position of Immediate Past President shall remain vacant.
 - C. If the existing President of West Hartford resigns office before its natural term and is replaced by the existing Vice President of West Hartford, the resigning President forfeits the opportunity to serve as Immediate Past President of West Hartford and the current past Immediate Past President of West Hartford shall serve until the President of West Hartford is replaced naturally through the electoral process of West Hartford.
8. Conflicts of Interest (See also, Article V – Voting/Balloting, Subarticle A – Disclosure of Conflicts of Interest)
- A. No individual may serve as a Director of West Hartford who has a legal or apparent conflict of interest, unless such conflict of interest is promptly and completely disclosed in good faith in accordance with the provisions of this charter and by-Laws.
 - B. No holder of the office of director of West Hartford may participate as a member of any committee or task force, or represent the organization in any capacity with respect to any area or topic for which the director of this organization is an officer or director of, or has a substantial financial or other direct interest in any entity that contracts or transacts business with West Hartford.
 - C. A “legal conflict of interest” may arise when an officer or director of this organization is an officer or director of, or has a substantial financial or other direct interest in, any entity that contracts or transacts business with the West Hartford Group organization.
 - D. An “apparent conflict of interest” may arise when a practicing doctor/provider Director of West Hartford is also an officer or director of, or has a substantial financial or other direct interest in any entity that:
 - 1'. has interests diverse from those of the organization in the area of health care delivery, research, education, scientific affairs and public policy;
 - 2'. is an insurer or third party payer or has an interest, affiliation, employment or other relationship either by themselves or through any family member, friend or acquaintance in any insurer, third-party payer of health care services;

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- 3'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any managed care organization (MCO), health maintenance organization (HMO), preferred provider organization (PPO), physician hospital organization (PHO), individual practice association (IPA), utilization review (UR) firm or independent medical examination (IME) entity;
 - 4'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any pharmaceutical manufacturing company or concern;
 - 5'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any other scientific, research and review organization that competes with West Hartford for the solicitation of private or public grant funding or reviews thereof;
 - 6'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any public or private educational institution, program or facility that competes with the educational programs of the West Hartford Group.
- E. A “substantial financial interest” arises when an individual is a proprietor, shareholder, principal, partner, employee or manager of an entity, or if the individual derives substantial income, directly or indirectly, from the entity, the entity's operation, or in payment for the individual's services provided to the entity. No director shall participate in any issue, contract, transaction or decision for which a conflict of interest exists unless:
- 1'. the material facts of the director's conflict of interest in the contract, transaction or decision are disclosed in good faith to the West Hartford Board of Directors; and
 - 2'. the director's conflict of interest is disclosed to the West Hartford Board of Directors; and
 - 3'. the director declares his/her conflict and removes or recuses herself from any deliberations relating to the proposed contract, transaction or decision; and

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- 4'. the contract, transaction or decision is approved by a majority of the members of the Board of Directors, excluding votes of the director or directors with the conflict of interest.

Nonetheless, the presence of any director with a conflict of interest shall be considered for the purpose of establishing a quorum at any meeting during which the contract, transaction or decision is to be discussed or acted upon. The director with the conflict of interest shall be required to declare his or her conflict and remove him/herself from any deliberations relating to the proposed contract or transaction. Any member who in good faith believes a director or candidate for the office of Director of the organization has a legal conflict of interest with respect to a particular issue, contract, transaction or decision may request an opinion from West Hartford general legal counsel as to whether a legal conflict of interest exists, which opinion shall be issued to West Hartford.

9. Vacancies on the Board of Directors

When a vacancy on the West Hartford Board of Directors exists mid-term, the vacancy shall be filled by an appointment of the President of West Hartford from a member of West Hartford active membership at large with the concurrence of a majority vote of the West Hartford Board of Directors. Before the appointment shall be made or voted on by the West Hartford Board of Directors, candidates considered for appointment shall submit properly executed "Intent," "Disclosure," and "Vitae" forms as prescribed by these bylaws and such forms shall be available for inspection by the West Hartford membership. A director appointed by the President and elected by the West Hartford Board of Directors to fill the vacant, unexpired term on the Board shall be deemed to have served a complete term if, at the time of the next election, she has filled more than one-half of the unexpired two-year term.

10. Removal of Directors

Elected office in West Hartford is a privilege which may be revoked for cause, which may include, but not be limited to, convictions of any federal or state criminal laws, rules or regulations; disciplinary actions of any federal or state agency, or violations of the West Hartford Code of Professional or Scientific Ethics (if any). Directors may be removed from office, in the manner prescribed elsewhere by these bylaws.**

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11. Minutes of the Board of Directors Meetings

The Secretary of the Board of Directors shall keep minutes of every Board meeting. Except for meetings or portions thereof conducted in executive session, the minutes shall be kept in the records of the organization and made available to any active member upon written request.

12. Chair of the Board of Directors

The President of the West Hartford Group, Inc., shall Chair the meetings of the West Hartford Board of Directors.

13. Reimbursement of Directors

Each West Hartford Director shall receive no compensation except that she shall be reimbursed by the organization for necessary and reasonable travel, lodging and meal expenses for each meeting of the West Hartford Board of Directors attended, if the organization has resources sufficient to permit such reimbursement.

14. Restrictions and Limitations on the Board of Directors

The Board of Directors of West Hartford shall only act in the name of West Hartford when it shall be convened by its President after due notice to all the directors of such meeting, as provided herein, and then only after the majority of the official and voting members of the Board of Directors shall have voted in favor of such action except where provided to the contrary.

During their respective terms of office, the Directors of this organization shall not hold office or sit on the Board of Directors of any other organization whose purpose is inimical to the West Hartford Group ideals and the West Hartford Canons of Professional and Scientific Ethics (if any). This provision shall not prohibit service as a Director or Officer in any national or international professional trade organization that shares all or some of West Hartford's ideals.

16. Duty, Authority and Limits on the Powers of the West Hartford Board of Directors

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The West Hartford Board of Directors shall have control over and manage the administrative, professional and business affairs of the West Hartford Group. In addition, the members of the West Hartford Board of Directors shall have the following specific authority and duties:

- a. Directors owe the West Hartford membership a duty of care and a duty of loyalty.

1'. Duty of Care.

- a'. Directors shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in similar positions.
- b'. In discharging their duties, when acting in good faith, directors may rely on information, opinions, reports or statements made, including financial statements, reports and other financial data prepared and presented by:
- (1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
 - (2) counsel, public accountants or other persons as to matter which the directors believe to be within such person's professional or expert competence; or
 - (3) a committee of the board upon which they do not serve, duly designated in accordance with a provision of these bylaws concerning matters within its designated authority which committee the directors believe to merit confidence, so long as in so relying they shall be acting in good faith and with the degree of care specified above.
- c'. Persons shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. Persons who perform their duties shall have no liability by reason of being or having been directors or officers of the corporation.

2'. Duty of Loyalty

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a'. Interested directors and officers.

- (1) No contract or other transaction between a corporation and one or more of its directors or officers, or between a corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:
 - (a) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the board or committee, and the board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer; or
 - (b) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.
 - (c) If such good faith disclosure of the material facts as to the director's or officer's interest in the contract or transaction and as to any such common directorship, officership or financial interest, is made to the directors or members, or known to the board or committee or members authorizing such contract or transaction, as provided in paragraph (a), the contract or transaction may not be avoided by the corporation for the reasons set forth in paragraph (a). If there was no such disclosure or knowledge, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the board or committee at which it was authorized, the

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corporation may avoid the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the corporation at the time it was authorized by the board, a committee or the members.

- (2) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which authorizes such contract or transaction.
- (3) These bylaws may contain additional restrictions on contracts or transactions between West Hartford and a West Hartford Director or Officer or other persons and may provide that contracts or transactions in violation of such restrictions shall be void or voidable.

b. Loans to Directors

- 1'. No loans shall be made by the West Hartford Corporation to its Directors or Officers or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest.

- c. The power to select any person for honorary membership. Said person must have rendered exceptionally outstanding service to the health care community and consumers as nominated by a simple majority of the West Hartford Board of Directors. The honorary nominee must receive an affirmative, supermajority vote of not less than two-thirds (2/3rds) of the Board of Directors to qualify for honorary membership. Honorary membership shall be dues free.
- d. The West Hartford Board of Directors shall have the power to investigate and determine applications for dispensation of dues because of financial hardship.
- e. The West Hartford Board of Directors shall have the power to finally determine any and all charges against any active member, Director, Officer or Committee person.

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- f. The West Hartford Board of Directors shall have the power to place items on the agenda of meetings of West Hartford.
- g. The West Hartford Board of Directors shall have the power to approve, by majority vote, the appointment or removal of members of all standing and ad hoc committees recommended by the President.
- h. The West Hartford Board of Directors privilege of hiring, outlining the duties and setting the compensation of any staff hired or retained by West Hartford. The West Hartford Board of Directors shall also have the power to outline staff duties and set the compensation of any and all staff employees.
- i. The West Hartford Board of Directors shall have the authority to fix the time and place of the regular meetings of the organization not less than at one hundred and twenty (120) calendar days prior to said meeting.
- j. The West Hartford Board of Directors, in consultation with the West Hartford Treasurer, and suitable staff, if any, shall have the authority to select the financial institution(s) where the funds of West Hartford shall be deposited.
- k. The West Hartford Board of Directors shall have the authority to act on all ordinary and emergent administrative and governance issues. The President of West Hartford in consultation with the other Officers of West Hartford shall have the discretion to determine what constitutes an emergent issue that needs to be brought to the attention of the entire Board of West Hartford.
- l. The West Hartford Board of Directors shall have the authority to approve or modify a proposed budget prepared by the West Hartford Treasurer for each fiscal year which shall be submitted to the Board of Directors each December in advance of the coming calendar and fiscal year. The Board shall be responsible for reviewing the expenditures of the two (2) preceding years prepared by the Treasurer and the organization's

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accounting division or firm on retainer. The budget and any affiliated reports will be available to any active member of West Hartford upon written request.

- m. The West Hartford Board of Directors shall have the authority to expend monies maintained by the organization for administrative and governance purposes and for emergent and other unplanned contingencies.

- n. The West Hartford Board of Directors shall have the authority to call for or conduct any review and shall be the final arbiter of any written health care position statement or policy paper recommended to the Board submitted by any West Hartford active member, collection of members or West Hartford standing or Ad Hoc Committees. and the Board may issue any proclamation, declaration or advisory statement related thereto, arrange for the publication and dissemination of the same to interested parties, the media, and/or scientific and health educational publications and periodicals. In emergent situations (defined elsewhere in this charter & bylaws) the Board of Directors may issue, sua sponte, interim health care position statements or policy papers or issue any proclamation, declaration or advisory statement related thereto basis as the need arises in the manner outlined below in the policy procedures outlined elsewhere in these bylaws. Emergent policies shall be reviewed by the most appropriate committee of West Hartford at its earliest convenience for accuracy, endorsement or non-endorsement. Such emergent policies adopted by the West Hartford Board of Directors shall remain in effect for the period of one year, subject to annual review and renewal. All emergent policies adopted by the Board shall expire within two years from the day they were made unless the policy is specifically adopted by the West Hartford Board of Directors pursuant to the procedures outlined in these bylaws. All emergent and non-emergent reviews, position statements, policy papers, health care proclamations and/or advisory statements shall meet the criteria for establishing the same set out in these bylaws as modified from time to time by a two-thirds (2/3rds) super-majority vote of the West Hartford Board of Directors.

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- p. By virtue of their office, members of the West Hartford Board of Directors shall be ex-officio members of and liaisons to all standing and ad hoc committees established hereunder. Assignment of the individual Directors who serve in this capacity shall be recommended by the President of West Hartford with the consensus and approval of a majority of a quorum of West Hartford Board of Directors.

C. OFFICERS

1. Number and Title of Officers

The West Hartford Group, Inc., shall have four (4) officers as follows:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

2. Relationship of the Officers to the Board of Directors

By virtue of their office, officers shall be members of the West Hartford Board of Directors.

3. Salaries and Reimbursement of Expenses by Officers

No officer shall, by reason of his/her office, be have any right, title, or interest in or to any property of the West Hartford Group Corporation nor shall they be entitled to any salary or payment except as outlined immediately below. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Directors, Officers or other private persons, except that West Hartford shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. The officers of this organization shall be reimbursed for all *reasonable*, legitimate and necessary expenses they incur incident to their respective offices for travel, lodging and meals by submitting a voucher to the Treasurer approved by the President and reported to the West Hartford Board of Directors. Expenses shall not include any per diem reimbursement.

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4. Officers' Term of Office

The four (4) officers shall each serve for a term of two (2) years.

5. Succession in Office of Officers

- a. The President of this organization shall not serve more than three (3) consecutive and complete two-year terms
- b. The Vice President shall not serve more than three (3) consecutive, two-year terms.
- c. The Secretary shall not serve more than three (3) consecutive, two-year terms.
- d. The Treasurer shall not serve more than three (3) consecutive, two-year terms.

For purposes of this section, an officer shall be deemed to have served a complete term if, at the time of election, succession or ascension, she has served more than one-half of a complete two-year term.

6. Qualifications for the Office of President, Vice President, Secretary or Treasurer

Only active members of West Hartford may become an Officer of West Hartford. No doctor/provider member of West Hartford may be nominated for an Officer's position of West Hartford unless she:

- A. has received or possesses a doctoral degree – MD, DO, DC, PhD, EdD, ScD, DrPH, DPT, DNP, JD or equivalent, from a bona fide university or college accredited or certified by a national or international accrediting agency recognized by the United States Department of Education or the host government of the country, territory, province or state in which the physical institution resides;
- B. has a bona fide license, registration or certificate to practice granted by the country, province, or state in which the doctor resides, teaches or practices. If the doctor/provider practices, her license and/or registration to practice her profession must be current and valid.
- C. not have been found guilty of any in violation of any law, regulation or administrative rule of the country, province, territory or state or governmental agency in which the individual practices or works, nor shall the individual have been found guilty of being in violation of any ethical canon of any relevant health professional or scientific organization to which the individual belongs.

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- D. has been elected as an active member of West Hartford and shall have served as an active member of West Hartford for no less than one (1) year;
- E. has served more than one, complete, two-year term on the West Hartford Board of Directors and had participated or attended no less than fifty percent (50%) of the meetings or conference calls of the West Hartford Board of Directors during the term immediately preceding the year of the election for which the doctor/provider is campaigning;
- F. excluding him/herself, the candidate must have been nominated by no less than ten (10) active members;
- G. the doctor/provider shall have submitted properly executed “Intent,” “Disclosure,” and “Vitae” forms.

During a term on the West Hartford Board of Directors, any member of the Board may run for the office of President, Vice President, Secretary or Treasurer, provided they meet the criteria above. If a member of the West Hartford Board of Directors is elected to an Officer’s position, she must vacate her position on the West Hartford Board of Directors.

7. Conflicts of Interest

No individual may serve as an Officer of West Hartford who has a legal or apparent conflict of interest, unless such conflict of interest is promptly and completely disclosed in good faith to the active members of West Hartford in accordance with the provisions of this charter and by-Laws. No holder of an Officer’s position in West Hartford may participate as a member of any committee or task force, or represent the organization in any capacity with respect to any area or topic for which the director of this organization is an officer or director of, or has a substantial financial, direct or indirect interest in any entity that contracts or transacts business with West Hartford. An apparent conflict of interest may arise when a practicing doctor/provider Director of West Hartford is also an officer or director of, or has a substantial financial or other direct or indirect interest in any entity that:

- A) has interests diverse from those of the organization in the area of health care delivery, research, education, scientific affairs and public policy;

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- B) is an insurer or third party payer or has an interest, affiliation, employment or other relationship either by themselves or through any family member, friend or acquaintance in any insurer, third-party payer of health care services;
- C. has a direct or indirect ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any managed care organization (MCO), health maintenance organization (HMO), preferred provider organization (PPO), physician hospital organization (PHO), individual practice association (IPA), utilization review (UR) or managements (UM) firm or independent medical examination (IME) entity;
- D) has a direct or indirect ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any pharmaceutical manufacturing company or concern, a durable medical equipment company or concern, or a radiological or other imaging company or concern, or a clinical laboratory service company or concern;
- E) has a direct or indirect ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any other scientific, research and review organization that competes with West Hartford for the solicitation of private or public grant funding or reviews thereof;
- C) has a direct or indirect ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any public or private educational institution, program or facility that competes with the educational programs of the West Hartford Group.

A substantial financial interest arises when an individual is a proprietor, shareholder, principal, partner, employee or manager of an entity, directly or indirectly, or if the individual derives substantive income from the entity, the entity's operation, or in payment for the individual's services provided to the entity either directly or indirectly. No Officer shall participate in any contract, transaction or decision for which a conflict of interest exists unless:

- 1) the material facts of the officer's conflict of interest in the issue, contract, transaction or decision are disclosed in good faith to the West Hartford Board of Directors; and
- 2) the officer's conflict of interest is disclosed to the West Hartford Board of Directors; and

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- 3) the officer declares her conflict and removes or recuses herself from any deliberations relating to the proposed contract, transaction or decision; and
- 4) the issue, contract, transaction or decision is approved by a majority of the members of the Board of Directors, excluding votes of the officer or directors with the conflict of interest.

Nonetheless, the presence of any director with a conflict of interest shall be considered for the purpose of establishing a quorum at any meeting during which the contract, transaction or decision is to be discussed or acted upon. The officer with the conflict of interest shall be required to declare her conflict and remove herself from any deliberations relating to the proposed issue, contract or transaction. Any West Hartford member who in good faith believes an officer or candidate for an officer's position has a legal conflict of interest with respect to a particular contract, transaction or decision may request an opinion from West Hartford general legal counsel as to whether a legal conflict of interest exists, which opinion shall be issued to West Hartford.

8. Vacancies in the Office of President, Vice President, Secretary or Treasurer

A vacancy in the office of President shall be automatically filled by the Vice President for the balance of the President's unexpired term.

Vacancies in the office of Vice President, Secretary or Treasurer shall be filled from the West Hartford Board of Directors in the manner described above regarding vacancies in the Board of Directors.

9. Removal of Officers

Elected office in West Hartford is a privilege which may be revoked for cause, which may include, but not be limited to, convictions of any federal or state criminal laws, rules or regulations; disciplinary actions of any federal or state agency, or violations of the West Hartford Code of Professional or Scientific Ethics. Officers may be removed from office, in the manner prescribed elsewhere by these bylaws.**

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10. Restrictions and Limitations on the Office of President, Vice President, Secretary and Treasurer to Hold Other Offices

During their respective terms of office, the officers of this organization shall not hold office in, or sit on the Board of Directors of any other health care plan or reimbursement organization. During their respective terms of office, the Officers of West Hartford Group may not hold any other office in West Hartford at any level.

11. Duty, Authority and the Limit of Powers on the Officers of the West Hartford Group, Inc.

a. Officers owe the membership of West Hartford a duty of care and a duty of loyalty.

1'. Duty of Care.

a'. Officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in similar positions.

b'. In discharging their duties, when acting in good faith, Officers may rely on information, opinions, reports or statements made, including financial statements, reports and other financial data prepared and presented by:

- (1) One or more of the other officers or employees of the corporation whom the Officer believes to be reliable and competent in the matters presented;
- (2) counsel, public accountants or other persons as to matter which the directors believe to be within such person's professional or expert competence; or
- (3) a committee of the board upon which they do not serve, duly designated in accordance with a provision of these bylaws concerning matters within its designated authority which committee the officers believe to merit confidence, so long as in so relying they shall be acting in good faith and with the degree of care specified above.

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- c'. Persons shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. Persons who perform their duties shall have no liability by reason of being or having been directors or officers of the corporation.

2'. Duty of Loyalty

- a'. Interested directors and officers.

(1) No contract or other transaction between a corporation and one or more of its directors or officers, or between a corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the board, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:

- (a) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the board or committee, and the board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officer; or
- (b) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.
- (c) If such good faith disclosure of the material facts as to the director's or officer's interest in the contract or transaction and as to any such common directorship, officership or financial interest, is made to the directors or members, or known to the board or committee or members

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authorizing such contract or transaction, as provided in paragraph (a), the contract or transaction may not be avoided by the corporation for the reasons set forth in paragraph (a). If there was no such disclosure or knowledge, or if the vote of such interested director or officer was necessary for the authorization of such contract or transaction at a meeting of the board or committee at which it was authorized, the corporation may void the contract or transaction unless the party or parties thereto shall establish affirmatively that the contract or transaction was fair and reasonable as to the corporation at the time it was authorized by the board, a committee or the members.

- (2) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or of a committee which authorizes such contract or transaction.
- (3) The certificate of incorporation may contain additional restrictions on contracts or transactions between a corporation and its directors or officers or other persons and may provide that contracts or transactions in violation of such restrictions shall be void or voidable.

b. Loans to Officers

- 1'. No loans shall be made by the West Hartford Corporation to its Officers or Directors or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial, director or indirect financial interest.

12. Executive Committee

Collectively, the Officers of West Hartford plus the Immediate Past President shall comprise the Executive Committee. Together, the Executive Committee shall govern the affairs of West Hartford between meetings of the West Hartford Board of Directors and shall have the authority to act on all matters before it emergent or otherwise between meetings of the West Hartford Board of Directors. The Immediate Past President of West Hartford shall chair the meetings of the

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Executive Committee and shall not vote on Executive Committee matters except to break a tie vote among the Officers of West Hartford.

13. Duty and Authority of the President of this organization shall be as follows:

- a. The President of West Hartford Group shall be the spokesperson of West Hartford Group.
- b. The President shall be the Chief Elected Officer (CEO) of West Hartford and shall have the authority to establish the agenda for all of West Hartford administrative and governance meetings. The President shall present an annual report on the work of the organization at each meeting of the membership convened thereof and, in the absence of a formal membership meeting, the President shall electronically post an annual report to the West Hartford Group membership in the Fall of each year by e-mail or other electronic means. Such annual report shall be made available to each active member of West Hartford.
- c. The President shall see that all books, reports and certificates of West Hartford are properly kept and filed.
- d. The West Hartford President shall be one of the two officers, the other being the West Hartford Treasurer, who may sign the checks or drafts of the organization (in conjunction with the Chief Administrative staff member of West Hartford, if any).
- f. The President shall Chair the meetings of the West Hartford Board of Directors.
- g. The President shall approve officer and committee reimbursement of expense vouchers together with the Treasurer.
- h. The President shall select a Board of Inquiry whenever charges have been brought against any member, committee member, director, or officer and shall select the time and

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place of the hearing and the Chairperson of the Board of Inquiry. In the event that the President has been charged, these powers shall be exercised by the Vice-President.

- i. The President shall call special meetings when properly requested by a majority of the officers or members of the West Hartford Board of Directors.
- j. The President shall be an ex-officio, non-voting member of all committees.
- k. With the approval of a majority of the members of the West Hartford Board of Directors, the President shall appoint the members of all standing and ad hoc committees and appoint the chairperson thereof. The President may also terminate or discontinue any and all temporary committees and/or remove any and all members, chairpersons or vice chairpersons thereof.
- l. The President, in conjunction with the Treasurer shall have the authority to sign or authorize the signature of all West Hartford contracts.
- m. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization except as specifically provided to the contrary within these bylaws.

14. The Duty and Authority of the Vice-President shall be as follows:

The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting President of the organization with all rights, authority, privileges and powers as if he/she had been the duly elected President. The Vice President shall hold the office of President only as long as the President is absent or unable to perform his/her duties.

The Vice President shall be the alternative spokesperson for the West Hartford Group, Inc.

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The Vice President shall exercise the powers of the President relative to the election of the Board of Inquiry and the time and place of the hearing whenever the charges have been brought against the President in any capacity.

15. The Duty and Authority of the Secretary shall be as follows:

- a. The Secretary shall record and keep a record of the minutes of the meetings of the West Hartford Group and, with the assistance of the Chief Administrative Staff member, if any, shall be the repository of all records of all members and minutes of meetings of the Officers, Executive Officers and committee, and the Board of Directors, in the appropriate books at an appropriate location selected by the West Hartford Group Board of Directors. The Secretary, with the assistance of the Chief Administrative staff member, if any, shall file certificate of incorporation and other documents and other statements as may be required by the West Hartford Group's state of incorporation and any other certificate or statement required by federal law.
- b. The Secretary shall give and serve all notices to members of the organization and he/she shall be the official custodian of the records and the seal of the organization.
- c. The Secretary shall present to the membership any communication addressed to the organization at any meeting of the membership or the Officers of West Hartford, the Executive Committee or Board of Directors meeting.
- d. The Secretary, with the assistance of the Chief Administrative Staff member, if any, shall organize, coordinate, manage and transmit to the active membership all policy-making resolutions recommended by the majority of the West Hartford Board of Directors.
- e. The Secretary shall cause to be mailed to every member of the organization at his/her address as it appears in the membership roll book of the organization, a notice telling the time and place of any membership meetings.

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- f. The Secretary, with the assistance of the Chief Administrative Staff member, if any, shall attend to all correspondence of the organization.
 - g. The Secretary, with the assistance of the Chief Administrative Staff member, if any, shall be responsible for the preparation, organization, coordination of all invitations for membership duly nominated and the elections thereof. The Secretary shall also be responsible for maintaining all original applications for membership and other information and materials associated therewith in the West Hartford files and Archives.
 - h. When charges have been brought, the Secretary shall receive the affidavit of such charges and submit a copy thereof to the accused together with a notice of the time and place of a hearing on the matter by a Board of Inquiry.
 - i. The Secretary, with the assistance of the Chief Administrative Staff member, if any, shall receive all proposed amendments to the Bylaws and forward same to the Committee responsible for reviewing proposed amendments for proper parliamentary form. Upon approval by the review committee, the CAO in consultation with the Secretary, shall deliver the amendments to the active members of West Hartford in a timely manner by fax, e-mail, e-ballot for consideration by the active membership within the time constraints dictated by these bylaws.
 - j. The Secretary shall keep an up-to-date listing of all members, their classifications and dues status.
 - k. The Secretary shall exercise all additional duties incumbent to the office of Secretary in any other not-for-profit corporation not in conflict with these bylaws..
16. The Duty and Authority of the Treasurer shall be as follows:
- a. The Treasurer shall chair the West Hartford finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to

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the members of the West Hartford Board of Directors, the active West Hartford members and to the general public.

- b. The Treasurer shall have the care and custody of all monies belonging to the organization and, with the assistance of the Chief Administrative and financial staff members, if any, and Officers of West Hartford, shall be responsible for such monies or securities of the organization. The Treasurer shall cause monies of the organization to be deposited in a financial institution to be chosen by a majority of the Board of Directors, a sum necessary to operate the organization. The balance of funds of the organization shall be deposited in a savings or other accounts and investments as specified by a majority of the Board of Directors.
- c. The Treasurer shall approve officers and committee person reimbursement expense vouchers together with the President of West Hartford.
- d. The Treasurer shall render periodic reports at meetings of the West Hartford Board of Directors and any meetings of the West Hartford membership or to any West Hartford active member upon written request providing an accounting of the finances of the West Hartford organization. These quarterly financial reports shall be signed and may be verified by a Certified Public Accountant (CPA) from an independent accounting firm on retainer, if any, as may be directed by the West Hartford Board of Directors.
- e. The West Hartford Treasurer shall be one of the two officers, the other being the West Hartford President, who may sign the checks or drafts of the organization.
- f. The Treasurer, in conjunction with the President shall have the authority to sign or authorize the signature of all West Hartford contracts.
- g. The Treasurer shall also exercise such other duties incident to the office of Treasurer as may be required.

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4. Standing Committees.

All standing Committees of West Hartford, apart from the Executive Committee, shall be established pursuant to a determination by a majority of the West Hartford Board of Directors and the appointment of all members thereto shall be made by the President of West Hartford with the concurrence of a majority of the members of the West Hartford Board of Directors. One or more members of the West Hartford Board of Directors shall be the liaison(s) between the Committees so established and the West Hartford Board of Directors.

5. Reimbursement and Remuneration of Committee Members

No member of any Standing or Ad Hoc West Hartford Committee shall have any right, title, or interest in or to any property of the West Hartford Corporation.

No member of any Standing or Ad Hoc West Hartford Committee shall receive any compensation except for necessary and reasonable travel, lodging and meal expenses to attend meetings of the appropriate West Hartford to which they were duly appointed, as resources of the organization may allow as determined by the West Hartford Board of Directors, provided that the expenses for such meetings have been approved in advance by the West Hartford Board of Directors and the members of the Committee have submitted the appropriate travel vouchers and completed forms to the Treasurer of West Hartford for approval.

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V. VOTING/BALLOTING PRINCIPLES AND PROCEDURES

A. PRINCIPLE

B. PROCEDURE FOR VOTING ON MATTERS OF WEST HARTFORD BUSINESS

1. Voting in person
2. Voting by Telephone Conference Call or Televideo Conferencing, and its alternatives
3. Voting by United States and International Mail and Commercial Mailing Services (Federal Express, United Parcel Service, DHL, etc.)
4. Voting by electronic ballot

C. PROCEDURES FOR VOTING FOR ELECTED OFFICIALS OF WEST HARTFORD

1. Disclosure of Conflicts of Interest
2. Election of officers and directors
 - a. Nominating Committee
 - b. Order of elections for West Hartford Officers and Directors
 - 1'. Elections conducted at an Annual Meeting of the West Hartford Active Membership by in-person balloting
 - 2'. Elections conducted by fax or mail ballot
 - 3'. Elections conducted by electronic or e-ballot

D. PROCEDURES FOR VOTING TO AMENDING THE WEST HARTFORD GROUP
CONSTITUTION AND BYLAWS.

Article V VOTING/BALLOTING AND VOTING PROCEDURES

All votes of the active membership of West Hartford and the affiliated voting procedures for West Hartford shall be in accord with the following provisions:

A. PRINCIPLE

All actions of West Hartford requiring a vote of the West Hartford members, including the election of Officers and members of the West Hartford Board of Directors, shall be based on the principle of one active member, one vote and governance decisions by majority or super majority vote as

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dictated by state law and/or these bylaws. Weighted voting and balloting by proxy is not permitted.

B. PROCEDURE FOR VOTING ON WEST HARTFORD MATTERS OF BUSINESS

Voting shall be conducted as follows:

1. Voting in person.
 - a. Meetings of the active West Hartford Members

Whenever any corporate action is required at any meeting of the West Hartford active membership convened thereof, except as otherwise stipulated elsewhere in these bylaws it shall be authorized by a majority of votes by a quorum of active members present entitled to vote thereon.

- b. Meetings of the West Hartford Board of Directors

Whenever any corporate action is required at any meeting of the West Hartford Board of Directors convened thereof, except as otherwise stipulated elsewhere in these bylaws, it shall be authorized by a majority of votes cast by a quorum of members of the West Hartford Board of Directors entitled to vote thereon.

2. Voting by Telephone Conference Call or Televideo Conferencing, and its alternatives (e.g., Instant Messaging)
 - a. In the absence of meetings of the Active Membership

In the absence of any meeting or meetings of the West Hartford active membership, whenever any corporate action is required at any meeting of the active membership that is conducted by telephone conference call, televideo conferencing, or similar voice and/or video communication or computer device, except as otherwise stipulated elsewhere in these

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bylaws, it shall be authorized by a majority of voice or roll call votes cast by a quorum of active members present on the telephone conference call or televideo conference, by the members entitled to vote thereon.

- b. In the absence of a meeting of the West Hartford Board of Directors,

In the absence of a meeting of the West Hartford Board of Directors, whenever any corporate action is required at any meeting of the Board of Directors that is conducted by telephone conference call, televideo conferencing or similar voice and/or video communication or computer device, except as otherwise stipulated elsewhere in these bylaws, it shall be authorized by a majority of voice or a roll call voice votes cast by a quorum of the West Hartford Board of Directors entitled to vote thereon.

- 3. Voting by United States and International Mail and Commercial Mailing Services (Federal Express, United Parcel Service, DHL, etc.)

- a. In the absence of a meeting of the Active Membership

In the absence of a meeting of the active membership, whenever any corporate action is required by active members on any item of the West Hartford agenda presented before the active members by the West Hartford Board of Directors, except as may otherwise be stipulated elsewhere in these bylaws, it shall be authorized by a majority of votes cast by mail ballot/vote of a quorum of active members responding to the mail petition. Mail ballots will be coded and mailed to active members in advance of the consideration of any item on the West Hartford agenda with sufficient time, and in no case less than thirty (30) days before action on such an item is to be decided or taken. Mail ballots must be signed by the active member and returned in the West Hartford envelope provided, if any, by the close of business (5:00 p.m. or 1700 hours) within thirty days of the date the ballots were mailed. Results of the mail ballot will be announced by e-mail and/or release published to the West Hartford website.

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b. In the absence of a meeting of the West Hartford Board of Directors

In the absence of a meeting of the West Hartford Board of Directors, whenever any corporate action is required by the Board of Directors on any item on the West Hartford agenda, except as may otherwise be stipulated elsewhere in these bylaws, it shall be authorized by a majority of votes cast by mail ballot/vote of a quorum of the members of the West Hartford Board of Directors responding to any petition or resolution introduced by mail. Mail ballots will be coded and mailed to the members of the West Hartford Board of Directors in advance of consideration of any item on the West Hartford agenda with sufficient time, and in no case less than ten (10) business days before action on such an item is to be decided or taken. Mail ballots must be signed by the members of the members of the West Hartford Board of Directors and returned in the West Hartford envelope provided, if any, by the close of business (5:00 p.m. or 1700 hours) within ten (10) days of the date the ballots were mailed. Results of the mail ballot will be announced by e-mail and/or release published to the West Hartford website.

4. Voting by electronic ballot.

a. In the absence of a meeting of the Active Membership

In the absence of a meeting of the active membership, whenever any corporate action is required by active members on any item of the West Hartford agenda presented before the active members by the West Hartford Board of Directors, except as may otherwise be stipulated elsewhere in these bylaws, it shall be authorized by a majority of votes cast by electronic ballot/vote of a quorum of active members responding to a mail petition or resolution presented to the Active members by the West Hartford Board of Directors. Electronic ballots will be coded and e-mailed to active members in advance of the consideration of any item on the West Hartford agenda with sufficient time, and in no case less than five (5) business days before action on such an item is to be decided or taken. Electronic e-ballots must be authenticated by the active member and returned to West Hartford by the close of business (5:00 p.m. or 1700 hours) within five (5) days of the date the

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e-ballot petition or resolution was e-mailed to the active member. Results of the e-ballot will be announced by e-mail and/or release published to the West Hartford website.

b. In the absence of a meeting of the West Hartford Board of Directors

In the absence of a meeting of the West Hartford Board of Directors, whenever any corporate action is required by the Board of Directors on any item of the West Hartford agenda, except as may otherwise be stipulated elsewhere in these bylaws, it shall be authorized by a majority of votes cast by the West Hartford Board of Directors by electronic ballot/vote of a quorum of the West Hartford Board of Directors responding to the mail petition or resolution presented before them. Electronic ballots will be coded and e-mailed to the West Hartford Board of Directors in advance of the consideration of any item on the West Hartford agenda with sufficient time, and in no case less than five (5) business days before action on such an item is to be decided or taken. Electronic e-ballots must be authenticated by the members of the West Hartford Board of Directors and returned to West Hartford by the close of business (5:00 p.m. or 1700 hours) within five (5) days of the date the e-ballot petition or resolution was e-mailed to the members of the Board of Directors. Results of the e-ballot will be announced by e-mail and/or release published to the West Hartford website.

C. PROCEDURES FOR VOTING FOR ELECTED OFFICIALS OF WEST HARTFORD

Procedures for voting for elected officials of West Hartford shall be as follows:

1. Conflicts of Interest

- A. No individual may serve as an Director of West Hartford who has a legal or apparent conflict of interest, unless such conflict of interest is promptly and completely disclosed in good faith in accordance with the provisions of this charter and by-Laws.
- B. No holder of the office of director of West Hartford may participate as a member of any committee or task force, or represent the organization in any capacity with respect to any area or topic for which the director of this organization is an officer or director of, or has a

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substantial financial or other direct interest in any entity that contracts or transacts business with West Hartford.

- C. A “legal conflict of interest” may arise when an officer or director of this organization is an officer or director of, or has a substantial financial or other direct interest in, any entity that contracts or transacts business with the West Hartford Group organization.
- D. An “apparent conflict of interest” may arise when a practicing doctor/provider Director of West Hartford is also an officer or director of, or has a substantial financial or other direct interest in any entity that:
- 1'. has interests diverse from those of the organization in the area of health care delivery, research, education, scientific affairs and public policy;
 - 2'. is an insurer or third party payer or has an interest, affiliation, employment or other relationship either by themselves or through any family member, friend or acquaintance in any insurer, third-party payer of health care services;
 - 3'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any managed care organization (MCO), health maintenance organization (HMO), preferred provider organization (PPO), physician hospital organization (PHO), individual practice association (IPA), utilization review (UR) firm or independent medical examination (IME) entity;
 - 4'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any pharmaceutical manufacturing company or concern;
 - 5'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any other scientific, research and review organization that competes with West Hartford for the solicitation of private or public grant funding or reviews thereof;
 - 6'. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any public or private educational institution, program or facility that competes with the educational programs of the West Hartford Group.

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- E. A “substantial financial interest” arises when an individual is a proprietor, shareholder, principal, partner, employee or manager of an entity, or if the individual derives substantive income, directly or indirectly from the entity, the entity's operation, or in payment for the individual's services provided to the entity. No director shall participate in any issue, contract, transaction or decision for which a conflict of interest exists unless:
- 1'. the material facts of the director's conflict of interest in the contract, transaction or decision are disclosed in good faith to the West Hartford Board of Directors; and
 - 2'. the director's conflict of interest is disclosed to the West Hartford Board of Directors; and
 - 3'. the director declares his/her conflict and removes or recuses herself from any deliberations relating to the proposed contract, transaction or decision; and
 - 4'. the contract, transaction or decision is approved by a majority of the members of the Board of Directors, excluding votes of the director or directors with the conflict of interest.
- F. The presence of any director with a conflict of interest shall be considered for the purpose of establishing a quorum at any meeting during which the contract, transaction or decision is to be discussed or acted upon. The director with the conflict of interest is required to declare her conflict and remove and recuse herself from any deliberations relating to the proposed contract or transaction. Any member who in good faith believes a director or candidate for the office of Director of the organization has a legal conflict of interest with respect to a particular issue, contract, transaction or decision may request an opinion from West Hartford general legal counsel as to whether a legal conflict of interest exists, which opinion shall be issued to West Hartford.

2. Election of Officers and Directors

Nominations for the official elected positions of West Hartford shall be made upon the accepted recommendations of ten (10) or more active members in favor of a nominee for a specific office or position submitted to the Nominating and Election Committee; and by self nomination by active members endorsed by ten (10) or more active members submitted to the Nominating and Election Committee.

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- a. The Nominating and Election Committee. A Nominating Committee shall be appointed by the President of West Hartford comprised of
- 1'. two members of the West Hartford Board of Directors selected by consensus from among the West Hartford Board of Directors,
 - 2'. three members of the active membership selected at large.

The members of the Nominating Committee shall select a chair from among the members of the Committee to communicate with the West Hartford active members, the West Hartford Officers or Executive Committee and the West Hartford Board of Directors of West Hartford and any of West Hartford's Standing or Ad Hoc Committees or subcommittees information regarding any of the nominations or recommendations submitted to the Nominating and Elections Committee.

- b. The Nominating and Elections Committee shall confer by e-mail, conference call, televideo conferencing, instant messaging or any other similar voice and/or video communication or computer device, to coordinate election activities, election dates and deadlines giving notice to the list of candidates nominated to one or more West Hartford Officer or Directors positions.
- 1'. The chair of the Nominating and Elections Committee will contact prospective candidates for elected position to determine if the prospective candidate will accept the respective nomination for office.
 - 2'. Candidates who accept a nomination and who meet the other qualifications for candidate (e.g., submission of a current Curriculum Vitae, appropriate Disclosure and other forms) will have their names entered on a ballot and submitted to the West Hartford Board of Directors for a vote. Board members may not for more candidates than open positions on the Board as an Officer or Director (i.e., where there are five positions open, Board members may not vote for five persons for the open position. If Board members vote for more candidates than there are position openings, that Directors ballot will be discarded and not counted.) Successful candidates elected to official West Hartford positions shall assume their term of office on January 1 of the year following the year in which they were elected.

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d. Order of elections for West Hartford Officers and Directors

The order of elections shall be as follows: (1•) President, (2•) Vice President, (3•) Secretary, (4•) Treasurer and (5•) members of the West Hartford Board of Directors.

- 1'. Voting for President, Vice President, Secretary, Treasurer and the Board of Directors of West Hartford shall be made either by in-person ballot, by fax ballot, mail ballot, or electronic or an e-mail ballot cast by the West Hartford Board of Directors and/or membership convened at the annual meeting thereof.

D. PROCEDURES FOR VOTING TO AMENDING THE WEST HARTFORD GROUP
CONSTITUTION AND BYLAWS.

1. Amendments to this charter and bylaws may be proposed by five or more active members of West Hartford.
 - a. Amendments offered by members of the active membership
 - i. Proposed amendments to this charter and bylaws may be proposed in writing signed by no fewer than thirty (30) members of the active membership.
 - ii. Proposed amendments to this charter and bylaws received from the active membership shall be submitted to the Secretary of West Hartford. The Secretary shall receive all proposed amendments to the Bylaws and forward same to the Committee responsible for reviewing proposed amendments for proper parliamentary form. Upon approval in form and substance, the Secretary, shall deliver the amendments to the active members of West Hartford in a timely manner by mail, fax, broadcast, e-mail, instant messenger, e-communication for consideration by the active membership within the time constraints dictated elsewhere by these bylaws.

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2. The West Hartford Group Board of Directors shall have the authority to amend these bylaws in concordance with the wishes of the actives members of West Hartford organization.

3. These Bylaws may be amended by a two-thirds (2/3rds) super-majority of a quorum of the West Hartford Board of Directors present at any meeting of the Board of Directors provided
 - a. the amendments are consistent with and do not conflict with the constitution, laws, rules and regulations of the State of New York, and the Constitution, laws, rules and regulations of the United States;
 - b. the amendments do not violate any existing vested or contractual right of any active member and otherwise do not deprive any member or members of any right conferred upon active members, express or implied, by this charter and bylaws; and
 - c. provided that amendments are submitted pursuant to the procedures outlined below as follows:
 - 1'. Proposed amendments to this charter and these bylaws shall be submitted to the Secretary of West Hartford at least ninety (90) days in advance of their consideration for adoption at the next regularly scheduled meeting of the West Hartford Board of Directors.
 - 2'. The proposed amendments shall be in a form developed and distributed on demand to any active West Hartford member requesting a copy in writing from the West Hartford Secretary.
 - 3'. The Secretary shall make sure that proposed amendments
 - a'. are submitted by two directors and no fewer than five (5) active members;
 - b'. are typewritten
 - c'. state the existing charter or bylaws provision to be amended in an "As reads" section;
 - b'. indicate the portions of the existing charter or bylaws provisions to be deleted or redacted shall be bracketed ([]) in lower case letters with "strike through" marks in a "To Read" section;
 - c. indicate the additions to the text and language of the existing bylaws will be printed in UPPER CASE letters and underlined in the "To Read" section;

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- d. outline the reasoning in support of that amendment in proper Parliamentary form [Whereas . . . Therefore] in language and text that is easy to read and understand.
- 3'. The Secretary will post amendments submitted in their proper form and format to the West Hartford membership at least sixty (60) days in advance of the amendments consideration by the West Hartford Board of Directors. The Secretary shall provide notice of the proposed bylaws change by broadcast e-mail to West Hartford active members alerting the members to consideration of the proposal by the West Hartford Board of Directors.
- 4'. Comments and criticisms concerning a proposed amendment submitted by active members received at least ten (10) or more days in advance an amendment's consideration by the West Hartford Board of Directors will be summarized by the Secretary for consideration by the West Hartford Board of Directors.
- a'. Members of the West Hartford Board of Directors will consider any and all comments, criticisms, additions or deletions and the reasoning associated therewith submitted by active members in advance of a vote of any proposed amendment.
 - b'. The West Hartford Board of Directors shall not have the authority to modify, change or amend any proposed amendment before the Board based on the comments submitted by the active membership. If the Board wants to modify, change or amend a proposed amendment before the Board, the Board must vote yea or nay on the proposed amendment before them.
 - c'. The West Hartford Board of Directors shall only have the authority to vote yea or nay on any proposed amendment before the Board of Directors.
- 5'. Charter and Bylaws amendments that receive a two-thirds (2/3rds) affirmative vote of the West Hartford Board of Directors shall be adopted and incorporated into the charter and bylaws of the West Hartford Group articles of incorporation.
- d. The Secretary shall keep two forms of the West Hartford Group charter and bylaws. One form of the charter and bylaws will be a complete rendition of the current bylaws without indication of any amendments made thereto or the date(s) the amendments were adopted. The second form shall be a complete rendition of the current bylaws with an

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appendix of all of the changes and amendments made thereto and the date of the amendments and the reasons given for the amendment. Both forms shall be made available to active West Hartford members by e-mail in a non-modifiable PDF format.

E. INITIATIVE AND REFERENDUM

1. The active membership of West Hartford Group Incorporated shall have the right, by petition signed by at least fifty (50) or more active members, to have any proposition submitted to the membership as provided herein, for a vote at any in-person, face-to-face meeting of the active membership, or by mail, fax, e-mail or e-ballot.
 - a. A petition of at least fifty (50) or more active membership shall have the right to have any action of the West Hartford Board of Directors or any amendment proposed and adopted by the West Hartford Board of Directors, overridden and stricken by a referendum and vote of a simple majority vote of the entire West Hartford active membership within 120 days of its adoption by the West Hartford Board of Directors.
 - 1'. Any proposal to override an amendment adopted by the West Hartford Board of Directors shall be in the form and format described above for amending the charter and bylaws submitted by a petition of 50 or more members of the West Hartford active membership within 120 days of the adoption of any charter or bylaws amendment.
 - 2'. The Secretary shall submit any proposal to override, rescind, strike or redact any amendment adopted within 120 days of its adoption pursuant to the voting and balloting requirements of the active membership as outlined elsewhere above.
 - 3'. Amendments may be overridden within 120 days of their adoption by a referendum of a simple majority of the entire active membership.
 - 4'. Amendments overwritten return the charter and bylaws to a state prior to the recently adopted and overridden amendment.
 - 5'. the active membership may not override a recently adopted amendment by offering an alternative amendment.

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- 6'. The active membership is only entitled to vote to override, rescind, strike or redact any amendment adopted within 120 days of an active referendum.
- 7'. Any alternative amendment proposed by the active membership must be submitted in the form and format noted elsewhere in this charter and bylaws.

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ARTICLE VI. FINANCES

- A. STATUS
- B. FISCAL YEAR
- C. DEPOSITORY
- D. AUTHORITY TO EXPEND AND DISBURSE FUNDS
- E. BONDING
- F. DUES
- G. FINANCIAL STATEMENTS AND AUDIT
- H. UNRELATED BUSINESS INCOME
- I. EMERGENCY RESERVE FUND
- J. DURATION/DISSOLUTION

ARTICLE VI. FINANCES

- A. STATUS

At all times the following shall operate as conditions restricting the operations and activities of the West Hartford Corporation:

1. No part of the net earnings of the West Hartford Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, Executive Staff, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLES I and II above.
2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on
 - By a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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3. Notwithstanding any other provision of these articles, West Hartford Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

B. FISCAL CALENDAR

West Hartford shall operate on a fiscal year coincident with a calendar year, such that January 1 shall mark the commencement of the calendar and fiscal year and December 31 of the same year shall conclude the fiscal and calendar year.

C. DEPOSITORY

1. All funds of West Hartford shall be deposited in depositories approved by the West Hartford Board of Directors. The West Hartford Treasurer shall be responsible for investing and managing all of the West Hartford financial resources and accounts and making periodic reports to the West Hartford Board of Directors.
2. The West Hartford Treasurer shall be responsible for managing the day to day financial affairs of the organization and shall be answerable to the West Hartford Board of Directors.
3. All funds received, whether from dues, grants, special or emergent assessments, fees earned from accreditation and credentialing activities and inspections (if any), the sale of continuing education/continuing competency seminars, classes and informational materials, books, studies, advertising, etc., shall be immediately deposited upon receipt into a West Hartford depository account by the West Hartford Treasurer. These depository accounts shall not be subject to withdrawals by the same person making the deposit unless approved by the West Hartford Board of Directors and co-signed by the President of West Hartford. Any Federal or State taxes due and owing pursuant to Federal and State Income Tax Rules and Regulations, such as “Unrelated Business Income Taxes” (UBIT) shall be remitted by the Treasurer to the appropriate authority as directed by the West Hartford accountant on retainer, in conjunction with the submission of the appropriate forms as may be required.

D. AUTHORITY TO EXPEND AND DISBURSE FUNDS

1. West Hartford Board of Directors

- a. The West Hartford Board of Directors shall have the authority to expend monies maintained by the West Hartford Group Incorporated organization for administrative and governance purposes as well as for emergent purposes and other unplanned contingencies.
- b. All disbursements of the West Hartford Group Incorporated funds shall be made with the approval of the West Hartford Board of Directors and co-signed by the President and the Treasurer of West Hartford.

2. Day-to-day Administrative Expenses and Limits Applied Thereto

- a. The West Hartford Treasurer, in conjunction with the President of West Hartford as co-signatory, shall have the authority to expend monies for the day to day administrative purposes of the organization, to pay Administrative Staff, if any, pay expenses, bills and requests for approved travel, meal and lodging expenses for WHG Officer, Directors, Chair and Committeepersons of the West Hartford Standing and Ad Hoc Committees or subcommittees, and Administrative Staff (if any). For any capital expense exceeding \$2500, the Treasurer shall obtain the approval in writing by mail, fax or e-mail or e-ballot of a majority of a quorum of the West Hartford Board of Directors.
- b. All disbursements of the West Hartford Group Incorporated funds shall be made by the Treasurer, or the Chief Administrative Staff member, if any, in consultation with and the approval of the West Hartford Treasurer and co-singed by the West Hartford President.

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3. Cheques or drafts

Cheques or drafts of the West Hartford Group Incorporated organization shall be signed at minimum by the West Hartford President, the West Hartford Treasurer. In addition to the President and Treasurer, cheques or drafts may be signed as well by the West Hartford Chief Administrative Staff member, if any.

4. Contracts, Financial

The President and Treasurer of West Hartford Group Incorporated shall have the authority to sign or authorize the signature of all West Hartford contracts.

E. BONDING

The President, Treasurer (and Chief Administrative Staff member, if any) and any other persons having access to the funds of the West Hartford Group Incorporated, shall be bonded by a regular, established bonding company satisfactory to the West Hartford Board of Directors and for such amount(s) as the West Hartford Board of Directors may deem appropriate. The expense of such bond shall be borne by the West Hartford Group Incorporated.

F. DUES

1. Classes of Dues or Dues categories

- a. The dues categories for the West Hartford organization shall be proposed and adopted by a two-thirds (2/3rds) super-majority vote of a quorum of the West Hartford Board of Directors at any meeting of the West Hartford Board of Directors whether an “in-person” meeting, or by televideo or teleconference call, mail or fax ballot.
- b. There shall be as many classes of active membership in West Hartford Group as the policy-making body of the West Hartford shall designate. The annual dues for each class

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of membership shall be determined administratively by the West Hartford Board of Directors payable in U.S. funds in a manner determined by the Board (monthly, quarterly, semi-annually or annually).

2. Dues per category

- a. The dues for each dues category of the West Hartford organization shall be proposed by a two-thirds (2/3rds) super majority vote of a quorum of the West Hartford Board of Directors.
- b. Once approved by the West Hartford Board of Directors, the dues established shall be set for the calendar year forthcoming following the current year in which the vote was made.
- c. All funds received, including dues, shall be immediately deposited upon receipt into a West Hartford depository account by the West Hartford Treasurer. These depository accounts shall not be subject to withdrawals by the same person making the deposit, unless approved by the West Hartford Board of Directors and co-signed by the President of West Hartford.

3. Changes in Dues; Special and Emergent Assessments

Except for special and emergent assessments, changes in membership dues can be made by the West Hartford Board of Directors at any time.

Special and emergent assessments and any contributory differential and categories of differential assessment made be proposed by a two-thirds (2/3rds) super-majority vote of a quorum of the West Hartford Board of Directors. In soliciting a special or emergent assessment from the West Hartford active members, the West Hartford Board of Directors, in conjunction with the West Hartford Treasurer shall outline and explain the emergent circumstances involved in the emergent or special appeal and the different categories of appeal, if any.

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a. Special and Emergent Assessments of a Non-Legal Nature

An appeal for a special or emergent assessment for West Hartford operational purposes, certain functions or activities shall be not be required and shall be optional on the part of active members and shall not disqualify active members from West Hartford membership provided that their dues are up to date.

West Hartford active members responding to a West Hartford special or emergent assessment may be recognized by the West Hartford Group Incorporated organization in a special way as determined by a majority vote of the West Hartford Board of Directors.

The West Hartford Board of Directors shall make as many requests for a special or emergent assessments in a West Hartford fiscal/calendar year as a two-thirds (2/3rds) super-majority vote of the West Hartford Board of Directors deems warranted.

b. Emergent Assessments of a Legal Nature

1'. Emergent Assessments of the West Hartford Group Incorporated of a Legal Nature

An appeal for an emergent assessment from active members of West Hartford in response to the legal exigencies of West Hartford Group Incorporated or the representatives of West Hartford – its Officer, Directors, Standing and Ad Hoc Committees, subcommittees and committee chairs or any administrative staff of West Hartford whether in payment for active litigation or in defense of the West Hartford Group Incorporated from a lawsuit or as part of a settlement in a lawsuit or decision of any state, provincial, or federal court of competent jurisdiction against West Hartford proper and its bona fide activities, shall not be waive able by the active membership but may be limited to no more than \$500 (USD) per active member in any fiscal/calendar year. The active membership, however, may approve an assessment greater than \$500 provided it is

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approved by a two-thirds (2/3rds) super-majority vote of the entire active membership.

The maxim amount contained in this provision of the West Hartford charter and bylaws may modified by a bylaws amendment proposed to the active membership and adopted by the West Hartford Board of Directors pursuant to these bylaws.

- 2'. Emergent Assessments of a Legal Nature concerning the Officers, Directors and Administrative Staff of West Hartford.

No appeal for a special or emergent assessment may be made from the active members in response to the legal exigencies of the West Hartford Group Incorporated Officers, Directors, Standing or Ad Hoc Committees or subcommittees and their chairs, or administrative staff members, if any, that are of a personal or individual nature and do not involve the proper business of West Hartford or the the West Hartford Group Incorporated (e.g., charges of sexual harassment on the part of any Officer, Director, Chair, Staff or active member toward any other Officer, Director, Chair, or Staff member, active member or the general public, or other charges or litigation involving an impropriety or moral turpitude of a personal nature not directed at the West Hartford Group Incorporated proper.)

4. Financial Stress.

Any active member in financial stress may, upon submission of suitable information or documentation requested, shall receive a dispensation of dues if a majority of the official and voting members of the West Hartford Board of Directors so determines. The West Hartford Board of Directors shall also determine the time allowed and the manner of payment. The West Hartford Board of Directors shall consider such applications at the time of either the regularly scheduled meetings of the Board, by mail ballot or electronic vote. All decisions of the West Hartford Board of Directors concerning applications for dues dispensation shall be final. Any and all members receiving a dispensation of dues shall retain his or her rights and privileges

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coincident with active membership for the period of dispensation granted by the West Hartford Board of Directors.

The Secretary shall make sure that any dispensation granted by the West Hartford Board of Directors and the duration thereof are so granted are duly noted in the West Hartford membership database such that when the member's next active membership dues bill becomes due, the Treasurer shall generate an invoice upon the day, month, quarter or year the dispensation expires."

G. FINANCIAL STATEMENTS AND AUDIT

The Treasurer of West Hartford, in conjunction with an independent accounting firm as may be approved by the West Hartford Board of Directors, if any, shall cause to be made quarterly financial statements using generally accepted accounting principles (GAAP) for presentment to the West Hartford Board of Directors outlining the organizations budget, projected and actual income, projected and actual expenses for the organization, its committees and societies, and, apart from checks or drafts written to pay staff (if any), the report will include a list of all checks written against any and all West Hartford accounts and investments. Such statement and report shall also include an accounting on all loans, liens and grants made to or owed by the West Hartford Group, Inc. In addition, Treasurer will be responsible for breaking out any other select income and expense reports as may be required by the West Hartford Board of Directors.

The West Hartford Board of Directors, at its discretion, may order an independent audit of the West Hartford Group Incorporated, its books, income, expenses, debits and credits, deposits, investments, interest, loans, liens, grants, funding, and any other exchanges that may have a financial bearing on the West Hartford Group.

1. In making an order for an independent audit, the West Hartford President and Treasurer with the assistance of the West Hartford Chief Administrative Officer (if any) and the West Hartford Chief Financial Officer (if any), shall interview as many accounting firms as is reasonable but in all cases, no less than three, if possible.

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2. For the purposes of an independent audit, the Treasurer shall recommend up to three different accounting firms to the West Hartford Board of Directors for the conduct of an independent financial audit.
3. The West Hartford Board of Directors may conduct a second interview of any or all firms recommended by the West Hartford Treasurer.
4. The West Hartford Board of Directors shall select one of the accounting firms recommended to it from among the three interviewed and recommended by the Treasurer.
5. The West Hartford Board of Directors shall establish the time frame for the audit along with any special parameters to be considered in the audit in consultation with the independent auditing firm so retained, the West Hartford Treasurer, and the West Hartford Chief Administrative and Financial Officers.
6. The results of any independent audit ordered by the West Hartford Board of Directors shall be posted to the West Hartford Group Incorporated website in HTML and PDF formats and shall be published in one or more periodicals and/or publications of West Hartford available to the West Hartford active members. If no West Hartford periodical or publication is available to publish the information from an independent audit, the West Hartford shall send a mail, fax, e-mail or other e-communication giving West Hartford active members notice that the independent audit has been posted and may be downloaded from the West Hartford website.
7. Only one independent audit of West Hartford may be ordered by the West Hartford Board of Directors in any one fiscal and calendar year of the West Hartford Group Incorporated.

H. UNRELATED BUSINESS INCOME

1. Tax Exempt Status and Certification Programs

West Hartford shall make an application to be classified as a trade association/business league under IRC Section 501(c)(6), the designation applicable associations of persons having a common business interest, the purpose of which is to promote the common business interest and not to engage in a regular business of the kind ordinarily carried on for profit. [Treas. Reg. §1.501(c)(6)-1 (2005)]. Certification programs in the § 501(c)(6) context do not generally

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generate income subject to “unrelated business income tax” (UBIT) because such programs are considered to be related to the purpose of promoting common business interests.

Any certification program established by West Hartford, or through any third party (NCQA), may or may not qualify as a tax exempt enterprise “related” to the purposes of the West Hartford Group Organization. Although some public benefit may be derived from promoting high professional standards in a health care specialty or as a quality health care provider, if the program is directed primarily toward the interest of the professionals themselves (e.g., allowing the professionals to hold themselves out to the public as specialists) the IRS may consider the program to be unrelated to the educational and/or scientific interests of West Hartford and, therefore, taxable as unrelated business income. The determination of whether any certification program passes the “exemption test” hinges upon an IRS determination of whether the program

- serves the interests of the public in some substantial rather incidental way;
- is not directed primarily at serving the interests of the profession(s) and the professional and business interests of persons employed in the industry;
- the administration of the program constitutes an insubstantial amount of the organization’s total activities; and
- the administration of the program lessens the burdens of government administration of the profession(s)

Any program that does not meet these tests might be considered to be “unrelated” and the proceeds or income from such a program may be taxed as “unrelated business income.”

It is imperative, therefore, that the records of any sort of educational and certification program sponsored or hosted by the West Hartford Group, its subdivisions or by active members, be meticulously kept for reporting purposes. Active members, any of the subdivisions of the Council on Scientific, Educational and Professional Affairs, the Council itself, the West Hartford Board of Directors or one or more Committee’s of West Hartford hosting or sponsoring an educational and/or certification program shall cooperate with the West Hartford Treasurer, the West Hartford Chief Administrative Officer (if any), and the West Hartford Chief Financial Officer (if any), and the West Hartford bookkeeper or accountant on retainer, in making sure that

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financial transactions of the educational/certification program are punctilious and scrupulously maintained and all the appropriate taxes due and owing are promptly and properly paid to the appropriate authority(ies).

I. EMERGENCY RESERVE FUND

a. Creation of the Emergency Reserve Fund

The West Hartford Group Board of Directors shall create and maintain an emergency reserve fund. This West Hartford Group Board of Directors shall collect and reserve a portion of funds annually collected from dues unrelated business income activities, and grants (where permitted) as well as the interest in such fund accruing therefrom according to a percentage rate prescribed by the Board of Directors but in no case less than one percent (1%) of the aggregate annual income and fees collected excepting restricted grant monies received by West Hartford, until such time as the West Hartford Group has accumulated sufficient monies in the emergency reserve fund to allow the organization to operate for one year without income.

b. Determination of the Emergency Reserve Fund Floor

To determine the floor of the emergency reserve fund, the Administrative Office of the West Hartford Group will average the income, fees and other monies received (apart from restricted grants) during the first five years of operation following incorporation. After ten (10) years of operation, the Administrative Office of West Hartford will average the preceding ten (10) years of operation to determine the floor for the emergency reserve fund for that year and every year thereafter following ten (10) years of operation. If the amount in the reserve fund exceeds the “floor” amount required of the fund, the West Hartford Board of Directors may forego adding the mandated one percent (1%) of the aggregated annual funds received for that particular fiscal/calendar year.

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The floor amount of the emergency reserve fund will be calculated periodically as noted above and adjustments up (increases) to the fund will be made as necessary, and excepting emergent disbursements as noted below, the emergency reserve fund will never be adjusted down.

c. Emergency Reserve Fund Depository

The emergency reserve fund will be deposited by the West Hartford Treasurer, in consultation with the West Hartford Board of Directors, in a federally insured depository fund that provides the maximum amount of interest and/or return possible. The Treasurer shall prepare a report of the emergency reserve fund, the average floor amount that should be in the fund and how this amount was calculated and shall provide the West Hartford Board of Directors with a copy of this report in January of each year.

d. Accumulation of funds.

The West Hartford Board of Directors shall include a set aside for the emergency reserve fund in every budget beginning with the fiscal/calendar year of incorporation of the West Hartford Group.

e. Disbursements from the emergency reserve fund

Disbursements may be made from the emergency reserve fund may be made for emergent purposes at the suggestion of the West Hartford Board of Directors approved by a majority vote of a quorum of active members of West Hartford pursuant to the voting/balloting procedures outlined elsewhere in these bylaws.

Prior to submitting a request for access to the funds to the active membership for approval, the West Hartford Board of Directors must outline the urgent need for access to the fund in writing. The need outlined by the Board of Directors should be extreme and emergent.

In dire situations where a vote of the active members is not physically or logistically possible, the West Hartford Board of Directors may disburse funds from the emergency reserve fund for the

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urgent, extreme and emergent needs of the West Hartford Group, by a unanimous vote of the Board of Directors of West Hartford, provided the West Hartford Group Board of Directors obtains the approval by ratification of the West Hartford active membership within a reasonable period time after the emergency disbursement is made and in no case more than 120 days after the disbursement is made.

In the event emergent disbursements were made from the fund in any year, the set aside calculated elsewhere herein would continue, or, in the event funds were withdrawn from a fund that had reached its limit, a set aside would recommence the following fiscal year and thereafter until the fund was restored to its floor level as outlined above.

J. DURATION/DISSOLUTION

The duration of the corporate existence of the West Hartford Group Corporation shall be perpetual until and when the Corporation dissolves.

In the event that West Hartford Group Corporation dissolves, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VII. MEETINGS AND THE ORDER OF BUSINESS

A. Annual Membership Meeting

7. PLENARY MEETINGS

b. The ORDER OF BUSINESS

- i. MINUTES
- ii. RECEIVE REPORTS
- iii. OLD and UNFINISHED BUSINESS
- iv. CONSIDERATION OF POLICY-MAKING RESOLUTIONS
- v. POLICY STATEMENTS
- vi. NEW BUSINESS
- vii. CANVASS and RECEIVE INPUT
- viii. RECEIVE PRESENTATIONS and INFORMATION
- ix. DISCUSS ISSUES, OPPORTUNITIES and THREATS
- x. ADJOURNMENT

8. Special Meetings of the Active membership

9. Minutes of West Hartford Membership Meetings

B. Meetings of the West Hartford Board of Directors

1. Meetings of the West Hartford Board of Directors at a West Hartford Annual Membership meeting of active members.
2. Special and Regular Meetings of the West Hartford Board of Directors
3. Emergent Meetings of the West Hartford Board of Directors
4. Meetings By Teleconference
5. Voting Requirements for Board of Director's Meetings
6. Quorum Requirements for Board of Directors Meetings
7. Actions by the West Hartford Officers or Board of Directors in the Absence of a Formal Meeting
8. Emergent Rules and Regulations Covering Board of Directors Meetings

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Article VII. Meetings and the Order of Business

A. Annual Membership Meeting

1. As required by state law, West Hartford shall convene an annual meeting of the West Hartford Group, Inc., the site, time and schedule of which shall be designated by the West Hartford Board of Directors no less than one (1) year in advance of the proposed meeting.
2. The Secretary of West Hartford shall cause to be mailed, faxed, e-mailed or e-communicated in appropriate fashion a notice of such meeting at least one hundred and eighty (180) calendar days in advance of any meeting of the West Hartford Group due to be convened.
3. The notice of meeting shall be sent to every active member in good standing at the time of the mailing, fax, posting or communication to her/his mailing address or electronic address as it appears in the membership roll of West Hartford, disclosing the time, date and location of such annual membership meeting.
4. In the event that there is convened one or more meetings of the West Hartford Group in any calendar year, at their discretion, the West Hartford Board of Directors may try to convene the annual membership meeting to coincide with one or more meetings of the Association of Chiropractic Colleges-Research Agenda Conference (ACC-RAC), one or more meetings of the American College of Chiropractic Consultants (ACCC) or some other similar national research Conference or gathering as may be determined by the Board of Directors.

If a meeting of the membership is convened to coincide with a meeting of a scientific and/or educational conference, such as the ACC-RAC or ACCC Conferences or some other similar research conference of national merit and scope, the West Hartford Board of Directors shall plan time reasonably adequate and sufficient to convene a meeting of the West Hartford Group, Inc. and, as resources may allow, any such gatherings may include any meetings of the West Hartford committees and/or subcommittees.

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6. Quorum Requirements for meetings of the active West Hartford Membership taking place at a physical, geographical location, a quorum shall consist of ten percent (10%) of the active members of West Hartford in good standing at the time of the meeting.

8. At general meetings of the West Hartford Group, Inc.:
 - a. The chair of the meeting shall be the President of the West Hartford Group Inc., whether the meeting convened is an annual, periodic, regular, special or emergent meeting.
 - i. In the event that the President of West Hartford is not present or unable to chair an annual, periodic, regular, special or emergent meeting of West Hartford due to some reasonable, extenuating circumstance, the meeting of the active membership shall be chaired by the Vice President of West Hartford. If, for some reasonable extenuating circumstances, neither the President nor the Vice President is able to chair an annual, periodic, regular, special or emergent meeting of the West Hartford, the Secretary of West Hartford shall chair such meeting and, if unavailable, the Treasurer of West Hartford shall chair said meeting provided the appropriate notice requirements have been met.
 - ii. At any meeting of the West Hartford Group, Inc., the Board of Directors of West Hartford shall assist the President and, if possible, shall be seated on the dais with the President, with the President occupying the center position of the dais.
 - b. The ORDER OF BUSINESS at any annual, periodic, regular, special or emergent meeting of West Hartford active membership shall be as follows:
 - i. To receive and read the MINUTES of the preceding meeting of the West Hartford Board of Directors and the committees or subcommittees thereof, as necessary;
 - ii. To receive REPORTS from
 - a'. the West Hartford Officers, including

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- i'. a President's Report,
 - ii'. the Vice President's Report,
 - iii'. the Treasurer's Report and budget, the Accountant's Report and any accounting recorded and attached thereto, and
 - iv'. the Secretary's Report – Reading, discussion, correction and approval of the West Hartford membership report.
- b'. the West Hartford Board of Directors, its Committees or subcommittees, if any;
 - c'. any reports of the administrative staff of West Hartford Group, Inc. (if any);

The authority to accept or reject, and to take action on any report shall be vested in the West Hartford Board of Directors.

- iii. To review and update issues pertaining to OLD and UNFINISHED BUSINESS, including review of any updates on goal setting, tasking, progress reports, obstacles and strategic alternatives for any item on the West Hartford business agenda.
- iv. To review and consider any POLICY-MAKING RESOLUTIONS which the members have proposed and recommended those policies to the West Hartford Board of Directors.
 - a'. West Hartford active members shall be allowed to comment on, offer additions, deletions, comments, criticisms and alternative language and suggestions on policy statements and resolutions offered following the policy-making and review procedures outlined elsewhere in these bylaws.
 - b'. The West Hartford Board of Directors shall have the authority to call for or conduct any review and shall be the final arbiter of any written health care position statement or policy paper recommended to the Board submitted by the active West Hartford membership or a segment thereof, pursuant to policy procedures outlined elsewhere in these bylaws. The West Hartford Board of Directors may issue any proclamation, declaration or advisory statement related thereto, arrange for the publication and dissemination of the same to interested parties, the media, and/or scientific and health educational publications and periodicals.

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- i'. In emergent situations the Board of Directors may issue, sua sponte, interim and temporary health care position statements or policy papers or issue any proclamation, declaration or advisory statement related thereto on an urgent and emergent basis as the need arises in the manner outlined below in the policy procedures outlined elsewhere in these bylaws.
- ii'. Emergent policies shall be presented to the West Hartford active membership for review at its earliest convenience for comment, suggestions, additions or deletions.
- iii'. Emergent policies adopted by the West Hartford Board of Directors shall remain in effect for the period of one year, subject to annual review and renewal pending any review, suggestions, additions, deletions or amendment made by the West Hartford membership.
- iv'. All emergent policies adopted by the Board shall expire within two years from the day they were made unless the policy is specifically endorsed and ratified by the West Hartford membership.

All emergent and non-emergent reviews, position statements, policy papers, health care proclamations and/or advisory statements shall meet the criteria for establishing the same set out in these bylaws as modified from time to time by a two-thirds (2/3rds) super-majority vote of the West Hartford Board of Directors.

- v. POLICY STATEMENTS adopted the West Hartford Board of Directors shall be presented to the Secretary of West Hartford for recording and dissemination as instructed by a majority vote of the West Hartford Board of Directors.
- vi. To review and discuss any issues or items including: consideration of any of the strategic elites in health care affiliated with an item, topic or issue; the strength, weakness, opportunities and threats presented by the item, topic or activity; consideration of the strategic importance of the goal or potential outcome of the activity associated with the item; consideration of the potential action steps by West Hartford, the establishment of appropriate goals as necessary; the tasking of active

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members and committees of West Hartford in furtherance of achieving the West Hartford goals and objectives; and development of appropriate timelines for progress reports; any issues of NEW BUSINESS that need to be brought to the attention of West Hartford; and to discuss the Agenda and any Standards proposed by the West Hartford;

- vii. To CANVASS the active membership and RECEIVE INPUT on any research, health educational, policies and affairs affecting patients' health issues and a patient-centered, evidence-based, interdisciplinary approach to patient health care issues using quality improvements techniques and informatics.
- viii. To RECEIVE PRESENTATIONS AND INFORMATION from the consuming public regarding patient affairs issues, patient access to health care, access to understandable health care information and personal health care records, informed consent and care alternatives, accountability of care, affordability accountability of care, provider-patient interactions and the patient-provider relationship, responsibility for care and patient compliance issues, life-style factors and other issues.
- ix. To DISCUSS ISSUES, OPPORTUNITIES AND THREATS for the good of the order and the welfare of the West Hartford Group Incorporated.
- x. Recess or Adjournment

8. Special Meetings of the Active membership

- a. Special meetings of the members of West Hartford may be called by the President of West Hartford when she/he deems it in the best interest of the organization in conjunction with a two-thirds super majority vote of a quorum of the Board of Directors present for any meeting of the Board.
- b. Alternatively, a special membership meeting may be called act the request of at least 20

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active members and with the concurrence of a majority vote of the active members of West Hartford.

- c. The Officers of West Hartford shall cause a special meeting of the members to be called within forty-five (45) days of the approval for any Special meeting as set forth immediately above.
- d. Notices of such special meetings shall be mailed, faxed, broadcast, e-mailed or e-communicated by the Secretary of West Hartford to all active members of West Hartford at their designated addresses as they appear in the West Hartford membership roll at least fifteen (15) days before, but no more than thirty (30) days the scheduled date set forth for such special meetings.
 - i. The notice shall state the reasons that the special meeting has been called, by whom called and the business to be transacted at the special meeting.
 - ii. No other business but that specified in the notice may be transacted at such special meetings unless there is a two thirds consensus super majority vote of the active members present at such special meeting to conduct additional and other business.

9. Minutes of West Hartford Membership Meetings

- a. The Secretary of West Hartford shall keep minutes of West Hartford membership meetings and meetings of the West Hartford Board of Directors.
- b. The minutes of all such meetings shall be posted electronically to the West Hartford website (if any), and shall be kept with the permanent records of West Hartford. Print and electronic copies of such minutes shall be made available to any active member upon written or electronic e-communicated request.

B. Meetings of the West Hartford Committees

- 1. Meetings of the West Hartford Group, Inc., Committees shall be established in time and manner by the West Hartford Board of Directors.

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2. The separate Committees may conduct the business of their respective Committees or in conjunction with one or more Committees or subcommittees of the Council by mail, fax, e-mail, teleconference calls, televideo device or other e-communication device or mechanism.
 - a. The Chair or co-chairpersons of each Committee shall preside over, organize and coordinate the actions of the respective Committee and subcommittees appointed and convened thereunder.
 - i. The Chair of each Committee of the Council may be assisted by a co-chairperson or vice chair selected by the chair of the Committee with the concurrence of the West Hartford Board of Directors.
 - ii. The Chair of each Committee may appoint a Secretary of the Committee to take notes, summarize minutes of any physical/geographical meetings of the Committee, meetings conducted by mail, fax, e-mail, instant messaging device, teleconference or televideo calls or by any other e-communication device or mechanism, recount any communications received by the Committee or its subcommittees or any other communications the Committee feels is germane to the business of the Committee and the West Hartford Group Incorporated.
 - b. The Chair of each Committee may appoint as many subcommittees as is necessary from among the active members appointed to the Committee by the West Hartford Board of Directors.
 - c. Actions considered by any Committee may be endorsed by a simple majority vote of a quorum of fifty percent (50%) of committee members present or participating in any meeting, mail, fax, e-mail, instant messaging device, teleconference or televideo call or other e-communication device or mechanism of the Committee.
 - d. Each Committee shall
 - i. establish an agenda for the Committee and West Hartford;
 - ii. make recommendations to the President of West Hartford of all necessary

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- subcommittees of the Committee;
 - iii. establish a budget;
 - iv. develop and establish necessary task forces to conduct the work of the Committee including the development of policies by the Committee that will be submitted to the entire Council for consideration and possible adoption. Policies adopted by the Council shall be forwarded to the West Hartford Board of Directors for endorsement. Policies adopted by the Council and endorsed by a simple majority of West Hartford Board of Directors shall become the official policies of the West Hartford Group Incorporated;
 - v. adopt the appropriate and ethical means to attract and solicit research funds and grants;
 - vi. adopt the procedures to work in harmony with the other Committees of the West Hartford Group, Inc. and their subcommittees;
 - vii. develop programs to educate train providers in patient-centered, patient-safe, intellectually honest, evidence-based care and research methods, statistical analyses, critical reading skills, practice guidelines, best practices and cost-effectiveness analyses, and such other programs as the individual Committees see fit.
- e. Each Committee shall present a report annually to the West Hartford Board of Directors outlining the agenda established by the Committee; the recommendations of all necessary subcommittees, budget requests, task forces created, procedures, policies developed or in-development by the Committee and the progress on any educational, scientific, research, patient-centered, patient safe, evidenced based, best practice, cost-effectiveness, credentialing or certification programs proposed, developing, continuing or ongoing by the Committee.

C. Meetings of the West Hartford Board of Directors

1. Meetings of the West Hartford Board of Directors at a West Hartford Annual Membership meeting of active members, if any.

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- a. As provided above, at any annual membership meeting of the West Hartford Group Inc., the West Hartford Board of Directors shall allot and provide, reasonably adequate and sufficient time to meet in order to conduct the business of the West Hartford Group Incorporated.
 - b. The West Hartford Board of Directors shall meet coincident with the annual meeting of the West Hartford membership, and/or at an annual meeting of ACC-RAC Conference, the ACCC or some other nationally recognized, annual health care research conference or gathering as may be determined by the West Hartford Board of Directors.
 - c. Other than those instances when the West Hartford Board of Directors enters into executive session, attendance of an active West Hartford member at a meeting of the West Hartford Board of Directors is welcomed and encouraged. Active members may attend and partake in discussions of the West Hartford Board of Directors when recognized by the chair. Active members may attend West Hartford Board meetings conducted in Executive Session when one or more exceptions is made by the chair of the meeting for the member(s) attending and the exception is recognized and acknowledged by a majority of the West Hartford Board of Directors.
2. Special and Regular Meetings of the West Hartford Board of Directors
- a. Special and Regular Meetings of the West Hartford Board of Directors may be called by the President of the West Hartford Group Incorporated at least 120 days before the anticipated meeting date when s/he deems it in the best interests of West Hartford in consultation with the other officers of the West Hartford Group Incorporated.
 - b. Alternatively, the President will acknowledge and recognize a written request for a meeting of the West Hartford Board of Directors received from and signed, electronically or otherwise, by at least two-thirds (2/3rds) of the West Hartford Board of Directors at least thirty (30) days before the anticipated meeting date.

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- c. Notices of such special or regular meetings shall be mailed, faxed, broadcast, e-mailed or e-communicated to all West Hartford Directors at their respective addresses and e-mail addresses as they appear in the West Hartford active membership roll, at least thirty (30) days before the scheduled date of such special or regular meeting unless the meeting has been requested by a two-thirds count of the West Hartford Board of Directors in which case the notice of the meeting may be mailed, faxed, e-mailed or e-communicated at least ten (10) days in advance of the anticipated meeting.
 - d. Notices of special meetings shall state the reasons that such meeting has been called, by whom the meetings was called, and the business to be transacted at the meeting.
3. Emergent Meetings of the West Hartford Board of Directors
- a. The West Hartford Board of Directors shall have the authority to act on all ordinary and emergent administrative and governance issues.
 - b. At the request of three (3) of the four (4) executive officers of the West Hartford Group to the Administrative Office, the President shall cause an emergency meeting of the Board to be called.
 - i. Notice of such a meeting shall be announced by telephone, fax, e-mail or other e-communication device to all West Hartford Directors at their respective addresses and/or e-mail addresses as they appear in the West Hartford active membership roll at least one day before the scheduled date set for such emergency meeting, notwithstanding any provision to the contrary provided herein.
 - ii. Such notice shall state the reasons that such meeting has been called and the business to be transacted at such meeting. No other business but that specified in the notice may be transacted at such emergency Board of Directors meeting without the unanimous consent of the Directors present at said meeting.
 - c. Emergent meetings of the West Hartford Board of Directors may be conducted in person

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in a physical location convenient to a quorum of the members of the West Hartford Board of Directors. Alternatively, emergent meetings may be conducted by a quorum of the members of the West Hartford Board of Directors by teleconference, televideo or by other e-communication method or device.

- d. Where it is not possible to obtain a quorum of the West Hartford Board of Directors on an emergent basis, a meeting of the majority of West Hartford Board of Directors may act in the interim subject to ratification by a quorum of the West Hartford Board of Directors at the earliest reasonably possible and convenient time.

4. Participation By Telephone

Any director may participate in a Special, Regular or Emergent Meeting by means of a teleconference call, televideo device, or similar e-communication method or device allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Except as otherwise provided by law or this Constitution and By-Laws, the vote of a quorum of directors present at the time of the vote, shall be the act of the Board of Directors.

5. Voting Requirements for Board of Director's Meetings

Pursuant to Article V of this charter and bylaws outlining voting procedures, each director of the West Hartford Group shall have one vote and only one vote, and such voting may not take place by proxy. Majority vote shall be the rule at all Board of Directors meetings except where provided to the contrary herein.

6. Quorum Requirements for Board of Directors Meetings

- a. A quorum shall consist of no less than two-thirds (2/3rds) of those eligible as official and voting members of the Board.
- b. Ordinarily, to conduct business at any meeting of the West Hartford Board of Directors convened thereof, requires the presence of no less than two-thirds of the members of the West Hartford Board of Directors. However, business may be transacted at any meeting (special, regular or emergent) of the Board in the absence of a quorum of Directors

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present, provided

- i. no quorum call is made by a member of the Board of Directors present at the time of the meeting or by a Board member not present, who had a reasonable and legitimate reason for not being present at the meeting, and who, upon learning of the meeting or the business transacted at the meeting, does not object to the meeting, the business transacted or its procedures;
- ii. the act(s) or action(s) taken by the West Hartford Board of Directors present at the meeting are(is) ratified by a quorum of Directors present at a subsequent meeting of the Board following reasonably soon after the meeting where such act(s) or action(s) were taken in the absence of a quorum; and
- iii. that the Officers and Directors of West Hartford use reasonable due diligence in notifying the entire Board of Directors of the action(s) taken and the reasons underpinning the need for action.

In the event a quorum call is made subsequent to the meeting by any member of the Board who was not present at the meeting for specific, reasonable and legitimate reasons, the specific items of business transacted at any such meeting may be invalidated by the quorum call and challenge affirmed by not less than two-thirds (2/3rds) of the current members of the West Hartford Board of Directors by any of the voting procedures and methods outlined in Article V of this charter and bylaws.

7. Actions by the West Hartford Officers or Board of Directors in the Absence of a Formal Meeting

Whenever the Officers or Directors are required or permitted to take any action by vote of any of the kind outlined in Article V of this charter and bylaws, such action may be taken without a meeting of the West Hartford Board of Directors, provided a quorum of the members of the Board of Directors ratifies the action taken so long as the Officers and Directors of West Hartford exercise reasonable due diligence in notifying the entire Board of Directors of the action(s) taken, the reasons and underpinning such action(s) as well as the reasons why the act(s) or action(s) could not wait for a more formal meeting of the West Hartford Board of Directors. Any act, action or resolution ratified by the West Hartford Board of Directors shall be filed with the minutes of the Board's proceedings by the Secretary of West Hartford accompanied by an

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explanation of the act(s) or action(s) taken posted on the West Hartford website in a clear and conspicuous manner and shall be included in a reasonably proximate issue of any West Hartford publication, periodical, newsletter or other communicative or e-communicative device (fax, e-mail, instant messaging or other e-device).

8. Emergent Rules and Regulations Covering Board of Directors Meetings

Except as herein specifically provided, a 2/3rds majority of the entire official and voting Board of Directors may make such emergency rules and regulations covering its meetings as it may, at its discretion, determine necessary.

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VIII. PARLIAMENTARY AUTHORITY

ARTICLE VIII. PARLIAMENTARY AUTHORITY

- A. Robert's Rules of Order shall govern all questions of procedure and parliamentary law to be followed at all West Hartford meetings that are not specified in this charter and bylaws. At the discretion of the President of West Hartford, a parliamentarian may be appointed to oversee, advise and provide guidance to the West Hartford and for each and every meeting of the West Hartford Group.

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IX. AMENDMENTS

ARTICLE IX. AMENDMENTS

A. Amendments to this charter and bylaws, may be proposed by members of the active membership of West Hartford or members of the West Hartford Board of Directors.

1. Amendments offered by members of the active membership

a. Proposed amendments to this charter and bylaws may be proposed in writing signed by no fewer than twenty (20) active members of West Hartford.

b. Proposed amendments to this charter and bylaws received from the active membership shall be submitted to the Secretary of West Hartford Group Inc. The Secretary shall receive all proposed amendments to the Bylaws and forward the amendments to the Committee responsible for reviewing proposed amendments to insure the amendments are placed in their proper parliamentary form. Upon approval by the review committee, the Secretary shall report all amendments in a timely manner by mail, fax, broadcast fax, e-mail, instant messenger, e-communication for consideration by active West Hartford members within the time constraints dictated elsewhere by these bylaws.

2. Amendments offered by members of the West Hartford Board of Directors

a. Proposed amendments to this charter and bylaws may be proposed in writing signed by no fewer than seven (7) members of the West Hartford Board of Directors.

b. Proposed amendments to this charter and bylaws received from seven (7) or more members of the West Hartford Board of Directors shall be submitted to the Secretary of West Hartford Group Inc. The Secretary shall receive all proposed amendments to the Bylaws and forward same to the Committee responsible for reviewing proposed amendments to insure the amendments are placed in their proper parliamentary form.

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Upon approval by the review committee, the Secretary shall deliver the amendments to the active members of West Hartford in a timely manner by mail, fax, broadcast, e-mail, instant messenger, e-communication for consideration by the active membership within the time constraints dictated elsewhere by these bylaws.

B. PROCEDURES FOR VOTING TO AMENDING THE WEST HARTFORD GROUP
CONSTITUTION AND BYLAWS.

1. The West Hartford Group Board of Directors shall have the authority to amend these bylaws. This authority, however, is finite and may be overridden and countermanded by an initiative and referendum of the West Hartford active membership as outlined elsewhere below.

2. These Bylaws may be amended by a two-thirds (2/3rds) super-majority of a quorum of the West Hartford Board of Directors present at any meeting of the Board of Directors provided
 - a. the amendments are consistent with and do not conflict with the laws, rules and regulations of the State of New York and the Constitution and laws of the United States;
 - b. the amendments do not violate any existing vested or contractual right of any active core member and otherwise do not deprive any member or members of any right conferred upon active members, express or implied, by this charter and bylaws; and
 - c. the amendments are submitted pursuant to the procedures outlined below as follows:
 - 1'. Proposed amendments to this charter and these bylaws shall be submitted to the Secretary of West Hartford at least ninety (90) days in advance of their consideration for adoption.
 - 2'. The proposed amendments shall be in a form developed and distributed on demand from the West Hartford Group Inc., Secretary.
 - 3'. The Secretary shall make sure that proposed amendments
 - a'. are submitted by no fewer than twenty (20) active members;
 - b'. are typewritten in no less than 10 point and no more than 12 point New Times Roman, Times Roman, Helvetica or Arial font.
 - c'. state the existing charter or bylaws provision to be amended in an "As reads" section;

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- b'. indicate the portions of the existing charter or bylaws provisions to be deleted or redacted shall be bracketed ([]) in lower case letters with “strike through” marks in a “To Read” section;
 - c. indicate the additions to the text and language of the existing bylaws will be printed in UPPER CASE letters and underlined in the “To Read” section;
 - d. outline the reasoning in support of that amendment in proper Parliamentary form [Whereas . . . Therefore] in language and text that is easy to read and understand.
- 3'. The Secretary will post amendments submitted in their proper form and format to the West Hartford website at least sixty (60) days in advance of their consideration of the West Hartford Board of Directors. The Secretary shall provide notice of the proposed bylaws change by broadcast fax or e-mail notice to West Hartford active members alerting the members to the proposal on the West Hartford website.
- 4'. Comments and criticisms concerning a proposed amendment submitted by active members received at least ten (10) or more days in advance of an amendment's consideration by the West Hartford Board of Directors will be summarized by the Secretary for consideration by the West Hartford Board of Directors.
- a'. Members of the West Hartford Board of Directors will consider any and all comments, criticisms, additions or deletions and the reasoning associated therewith submitted by active members in advance of a vote of any proposed amendment.
 - b'. The West Hartford Board of Directors shall not have the authority to modify, change or amend any proposed amendment before the Board based on the comments submitted by the active membership. If the Board wants to modify, change or amend a proposed amendment before the Board, the Board must vote yea or nay on the proposed amendment before them and then submit another proposed amendment to this charter and bylaws in the form, format and procedure as outline herein.
 - c'. The West Hartford Board of Directors shall only have the authority to vote yea or nay on any proposed amendment before the Board of Directors.
- 5'. Charter and Bylaws amendments that receive a two-thirds (2/3rds) affirmative vote of

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the West Hartford Board of Directors shall be adopted and incorporated into the charter and bylaws of the West Hartford Group articles of incorporation.

- d. The Secretary shall keep two forms of the West Hartford Group charter and bylaws. One form of the charter and bylaws will be a complete rendition of the current bylaws without indication of any amendments made thereto or the date(s) the amendments were adopted. The second form shall be a complete rendition of the current bylaws with an appendix of all of the changes and amendments made thereto and the date of the amendments and the reasons given for the amendment. Both forms shall be available for downloading in a non-modifiable PDF format by active members on the West Hartford Group website or may be retrievable by fax on demand.
- e. Any amendment proposed and adopted by the West Hartford Board of Directors may be overridden and stricken by a referendum and vote of a simple majority vote of the entire West Hartford active membership within 120 days of its adoption by the West Hartford Board of Directors.
 - 1'. Any proposal to override an amendment adopted by the West Hartford Board of Directors shall be in the form and format described above for amending the charter and bylaws submitted by a petition of 50 or more members of the West Hartford active membership within 120 days of the adoption of any charter or bylaws amendment.
 - 2'. The Secretary shall submit any proposal to override, rescind, strike or redact any amendment adopted within 120 days of its adoption pursuant to the voting and balloting requirements of the active membership as outlined elsewhere above.
 - 3'. Amendments may be overridden within 120 days of their adoption by a referendum of a simple majority of the entire active membership.
 - 4'. Amendments overwritten return the charter and bylaws to a state prior to the recently adopted and overridden amendment.
 - 5'. The active membership may not override a recently adopted amendment by offering an alternative amendment.
 - 6'. The active membership is only entitled to vote to override, rescind, strike or redact any amendment adopted within 120 days of an active core referendum.
 - 7'. Any alternative amendment proposed by the active membership must be submitted in

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the form and format noted elsewhere in this charter and bylaws.

- f. The Secretary shall keep two forms of the West Hartford Group charter and bylaws. One form of the charter and bylaws will be a complete rendition of the current bylaws as above without indication of any amendments made thereto or the date(s) the amendments were adopted. The second form shall be a complete rendition of the current bylaws with an appendix of all of the changes and amendments made, including any amendments overridden, rescinded, struck or redacted thereto and the date of the amendments or rescissions and the reasons given for the amendment. Both forms shall be available for downloading in a non-modifiable PDF format by active members on the West Hartford Group website or may be retrievable by fax on demand.

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X. POLICY MAKING AND REVIEW PROCEDURES AND PROVISIONS

A. Introduction and Overview

4. Three types of policy
 - a. Regular or Ordinary Policy Proposals
 - b. Emergent Policy Proposals
 - c. Administrative Policy Proposals

ARTICLE X - POLICY MAKING AND REVIEW PROCEDURES AND PROVISIONS

A. Introduction and Overview

1. The West Hartford Board of Directors is the policy ratifying body of West Hartford that adopts ordinary policy proposed and endorsed by the different West Hartford Committees. Policies, standards and statements adopted by the Board represent the official positions, policies, standards and statements of the West Hartford Group Inc.

The West Hartford Board of Directors may make interim, emergent and temporary policy, sua sponte, in lieu of the policy proposals endorsed by West Hartford Committees but only for specific reasons and under particular circumstances outlined elsewhere below.

2. It shall be the responsibility of the Secretary, to record and maintain the official policies, position statements and standards of West Hartford adopted by the West Hartford Board of Directors in the official records of the organization and to post these policies on the West Hartford website in a convenient location accessible to the active membership and the public. Administrative policies adopted by the Board need not be posted to the West Hartford website nor accessible by the public. Administrative policies of the West Hartford shall be available to the active membership upon written request of one or more active members.
3. Any active member or collection of active members may propose public or professional policies to be considered by the appropriate Committee of the West Hartford. The

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Chairperson of the respective Committee of West Hartford will take up the proposal and place it on the agenda of the Committee for consideration by the Committee membership or a subcommittee thereof. The Committee or subcommittee shall weigh and deliberate the scientific and public policy merits of the proposal, if any, and as applicable, using Committee specific standard scoring or ranking criteria, including an examination, rank and score on the methodological quality and rigor, reliability, predictive validity, and generalizability of the outcomes of any meta analytic studies, randomized controlled clinical trials, experimental or observational studies, descriptive studies and case reports, including an assessment of cost-effectiveness of any existing or proposed intervention. The assessment should include an examination of pertinent patient safety issues and a risk/benefit assessment of any proposed or existing intervention or policy to the consuming public. The Committee is free to comment on, render constructive criticism, amend, add or delete to any policy proposal submitted before the committee. Proposals in their final iteration can be endorsed or rejected by the Committee. Any proposed policy submitted by one or more Committees of West Hartford shall be submitted in the manner prescribed below. Administrative policies of the West Hartford Group Incorporated may be considered by the West Hartford Board of Directors at any time and are not subject to the following procedures and rules.

4. There shall be three types of public and professional (not administrative) policies that may be considered by the West Hartford Group Incorporated:
 - a. Regular or Ordinary Policy Proposals
 - b. Emergent Policy Proposals
 - c. Administrative Policy Proposals

- a. Regular or Ordinary Policy Proposals
 - i Regular or Ordinary Policy proposals shall be typed, double spaced on plain paper in either 10, 11, or 12 pitch New Times Roman, Arial, Helvetica or Courier font style.
Three copies of each proposal shall be submitted to the West Hartford Secretary.
One copy shall be for the West Hartford title or topic file; another copy shall be for the

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West Hartford chronological file; and the third copy of the proposed policy shall be used to generate additional photocopies that shall be forwarded by the Secretary of West Hartford to the appropriate Chair or Chairpersons of one or more of the West Hartford Committees.

- ii. Policy proposals submitted should be in the proper parliamentary format (Whereas... So Be It Therefore, Now Resolved...)
- iii. Policy and resolution authors should support their proposals, where possible, with adequate reference to:
 - a'. State and/or federal statutes, agency regulations and policies, the findings of appropriate local, provincial, state and federal deliberative agents – attorneys general, inspectors general, or bodies (e.g., the Medicare Physician Advisory Committee [MedPAC:]; the Department of Health and Human Services (HHS: <http://www.os.dhhs.gov/>) and its agencies, now and in the future:
 - Administration for Children and Families (ACF)
 - Administration on Aging (AoA)
 - Agency for Healthcare Research and Quality (AHRQ)
 - Agency for Toxic Substances and Disease Registry (ATSDR)
 - Centers for Disease Control and Prevention (CDC)
 - Centers for Medicare & Medicaid Services (CMS)
 - Food and Drug Administration (FDA)
 - Health Resources and Services Administration (HRSA)
 - Indian Health Service (IHS)
 - Program Support Center (PSC)
 - Substance Abuse and Mental Health Services Administration (SAMHSA)
 - National Institutes of Health (NIH)
 - National Cancer Institute (NCI)
 - National Eye Institute (NEI)
 - National Heart, Lung, and Blood Institute (NHLBI)

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- National Human Genome Research Institute (NHGRI)
 - National Institute on Aging (NIA)
 - National Institute on Alcohol Abuse and Alcoholism (NIAAA)
 - National Institute of Allergy and Infectious Diseases (NIAID)
 - National Institute of Arthritis and Musculoskeletal and Skin Diseases (NIAMS)
 - National Institute of Biomedical Imaging and Bioengineering (NIBIB)
 - National Institute of Child Health and Human Development (NICHD)
 - National Institute on Deafness and Other Communication Disorders (NIDCD)
 - National Institute of Dental and Craniofacial Research (NIDCR)
 - National Institute of Diabetes and Digestive and Kidney Diseases (NIDDK)
 - National Institute on Drug Abuse (NIDA)
 - National Institute of Environmental Health Sciences (NIEHS)
 - National Institute of General Medical Sciences (NIGMS)
 - National Institute of Mental Health (NIMH)
 - National Institute of Neurological Disorders and Stroke (NINDS)
 - National Institute of Nursing Research (NINR)
 - National Library of Medicine (NLM)
 - Center for Information Technology (CIT formerly DCRT, OIRM, TCB)
 - Center for Scientific Review (CSR)
 - John E. Fogarty International Center (FIC)
 - National Center for Complementary and Alternative Medicine (NCCAM)
 - National Center on Minority Health and Health Disparities (NCMHD)
 - National Center for Research Resources (NCRR)
 - NIH Clinical Center (CC);
- the Occupational Safety and Health Administration, etc., comparable provincial and international agencies of other jurisdictions, and the appropriate rulings concerning patient safety and health care matters of any local, state, provincial or federal court in any adversary proceeding;

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- b'. The research reports and reviews of literature of state and federal agencies;
- c'. A review of primary sources of the peer-reviewed, indexed, scientific literature maintained in MEDLINE by the National Library of Medicine or found in the reference and source material of established databases, and other databases such as EMBASE, CINAHL, MANTIS, DARE, PEDROS and CHIROLARS; and reviews of secondary sources such as the American College of Physicians (ACP) Journal Club, InfoPOEMS (formerly the Journal of Family Practice Journal Club); Best Practice, the Centre for Evidence-Based Medicine, the Cochrane Collaboration, Bandolier, the National Guideline Clearinghouse and Physicians' Online;
- d'. The research reports and reviews of literature, including cost-effectiveness analyses and reports of patient-safety issues of independent, recognized and credible organizations, now and in the future, including but not limited to the Institute of Medicine of the National Academies of Science (IOM: <http://www.iom.edu/>), the RAND Corporation (RAND: <http://www.rand.org/>), Cochrane Collaboration (<http://www.cochrane.org/>), the Centre for Evidence-based Medicine (CEBM: <http://www.cebm.utoronto.ca/> and <http://www.cebm.net/>), the National Quality Forum (NQF: <http://www.qualityforum.org/>), the Ambulatory Care Quality Alliance (AQA: <http://www.ahrq.gov/qual/aqaback.htm>), etc.;
- e'. The reports and reviews of recognized state and federal agency and quasi-public organizations, now and in the future, including but not limited to the National Conference on State Legislatures (<http://www.ncsl.org/>); the National Association of Insurance Commissioners (NAIC: <http://www.naic.org/>); the Workers Compensation Research Institute (WCRI: <http://www.wcrinet.org/>); etc.
- f'. The recognized and legitimate policies adopted by other established and credible health care associations and organizations, now and in the future, whose policies demonstrate adequate scientific and public policy examination, state and/or federal agency and/or public support for their ratification;
- g'. The policies and concerns of credible consumer and patient safety organizations, now and in the future, including but not limited to Public Citizen, Consumers

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Advancing Patient Safety (CAPS: <http://www.patientsafety.org/>), the Agency for Health Care Research and Quality (AHRQ) Patient Safety Network (PSNet: <http://www.psnet.ahrq.gov/>), the National Patient Safety Foundation (NPSF: <http://www.npsf.org/>), Australian Committee(s) for Safety & Quality in Health Care (<http://www.safetyandquality.org/>), the Canadian Patient Safety Institute (CPSI) (<http://www.cpsi-icsp.ca/>), the Institute for Safe Medication Practices - Canada (ISMP) (<http://www.ismp-canada.org/>), the Danish Society for Patient Safety - Dansk Selskab for Patientsikkerhed (<http://www.patientsikkerhed.dk/>), the National Patient Safety Agency (NPSA) (www.npsa.nhs.uk), the Anesthesia Patient Safety Foundation (APSF: <http://www.apsf.org/>), the World Health Organization (WHO) (<http://www.who.int/patientsafety/en/>), or some other reliable national or international organization with similar standing.

- h'. The policies and concerns of public policy and business and insurance organizations, now and in the future, including but not limited to, the National Center for Policy Analysis (NCPA: <http://www.ncpa.org/newdpd/index.php>); the Heritage Foundation (<http://www.heritage.org/research/healthcare/index.cfm>); the CATO Institute (<http://www.cato.org/>); the National Business Group on Health (NBGH: <http://www.wbgh.org/>); America's Health Insurance Plans (AHIP: <http://www.ahip.org/>); the National Federation of Independent Business (NFIB: <http://www.nfib.com/page/home.html>); etc.
- i'. The reports and findings of national and internationally recognized healthcare and health business forecasting firms, now and in the future, including but not limited to, the Brookings Institute (<http://www.brook.edu/>); the Carnegie Corporation (<http://www.carnegie.org/>); the Commonwealth Fund (<http://www.cmwf.org/>); Deloitte, Touche & Tomastu (<http://www.deloitte.com/dtt/home/>); the Forrester Research Group (<http://www.forrester.com/>); the Fraser Institute (<http://www.fraserinstitute.ca/>); Hewitt Associates (<http://was4.hewitt.com/hewitt/>); the Robert Wood Johnson Foundation (RJW: (<http://www.rwjf.org/index.jsp>); the Kaiser Family Foundation (<http://www.kff.org/>); WK Kellogg Foundation (<http://www.wkkf.org/>); the MaColl Institute (<http://www.centerforhealthstudies.org/research/maccoll.html>); Mercer

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(<http://www.mercer.com>); Project Hope - Health Affairs
(<http://www.projecthope.org/>); the Rockefeller Foundation
(<http://www.rockfound.org/>); Towers, Perrin (<http://www.towersperrin.com/>);
Watson Wyatt Worldwide (<http://www.watsonwyatt.com/>); Milliman & Roberston
(<http://www.milliman.com/>), etc.

- iv. Policy proposals to be considered by one or more Committees of West Hartford shall be submitted to the Secretary of West Hartford.

- v. The West Hartford Committees assisted by the Secretary of West Hartford shall review and make sure all proposed policies are submitted in their proper grammatical and parliamentary form; shall insure a reasonable and relative completeness of the proposal; shall make a determination of whether the proposal is adequately supported by
 - a'. reference to state and/or federal statutes, agency regulations and policies, the findings of appropriate state and federal deliberative agents – attorneys general, inspectors general, or bodies and the appropriate rulings regarding patient safety and health care matters of any local, state, provincial or federal court in any adversary proceeding;
 - b'. The research reports and reviews of literature of state and federal agencies;
 - c'. a thorough and adequate review and reference to the primary and secondary sources of the peer-reviewed, indexed, scientific literature;
 - d'. review and reference to research reports and reviews of literature, including cost-effectiveness analyses and reports of patient-safety issues of independent, recognized and credible organizations, now and in the future, including but not limited to the Institute of Medicine of the National Academies of Science, the RAND Corporation, etc;
 - e'. review and reference to reports and reviews of recognized state and federal agency and quasi-public organizations
 - f'. review and reference to the legitimate and recognized policies adopted by other established and credible health care associations and organizations;

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- f. review and reference to the policies and concerns of credible consumer and patient safety organizations;
- g'. review and reference to the policies and concerns of credible consumer and patient safety organizations;
- h'. review and reference to the policies and concerns of public policy and business and insurance organizations;
- i'. review and reference to the reports and findings of national and internationally recognized healthcare and health business forecasting firms; and

shall make an initial determination of whether the proposal will achieve the author(s)/supporter(s) intended effect(s).

- vi. Proposals failing to meet the criteria specified above, will be returned to the writer(s)/author(s) with appropriate suggestions for improving the proposal advanced by the Rules, Revision and Policy Committee for possible re-submission.
- vii. The appropriate West Hartford Committee(s) shall be charged with drafting a statement assessing the pros and the cons of the proposal as drafted, any constructive criticisms and alternative language.
- viii. Once a policy proposal is accepted by the one or more Committees of West Hartford in the approved format the proposal shall be posted along with the summary of the pros and cons concerning the proposal drafted by the respective Committees of West Hartford to an area of the West Hartford website reserved for proposed policies and it shall be printed in the next available issue of the West Hartford Newsletter, Periodical, Journal or other Publication as a "proposed policy on _____ of the _____ Committee(s) of West Hartford." Active members of West Hartford shall be invited to submit questions, comments, letters, e-mails, instant messages and other e-communications of support or non-support, additions, deletions, and alternative ideas or language for the proposal to the Committee or Committees of reviewing and hosting the proposal. The Committee(s) shall review the comments concerning any proposal submitted by

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active members and will post a summary of the comments received and their salient points to the West Hartford website.

- ix. Once a proposed policy is published to the West Hartford website and disseminated to the active West Hartford members, the Committee or Committees responsible for reviewing and hosting the proposal shall determine and take preliminary action on such proposals as it deems fit. In addition to the solicitation of comments from the active members outlined above, the Committee or Committees may solicit additional comments from: state and/or federal agencies; state and/or federal legislators; other health care, consumer, public or independent research organizations; other state and national professional health and trade organizations; other state and national health care associations and patient safety organization; health care suppliers; researchers; academic scholars; etc.
- x. The Committee or Committees of West Hartford at their discretion, may conduct "open" hearings on proposed policies submitted to the West Hartford before any regularly scheduled meeting of the West Hartford Board of Directors, but in no instance less than 45 days following posting the policy proposal, pros and cons to the West Hartford website and publication of the proposal in a West Hartford Newsletter, periodical, journal or other publication. Announcement of the open hearing, if any, shall coincide with posting of the proposal to the West Hartford website and publication in a West Hartford news vehicle deliverable to the active membership.
 - a'. Open hearings shall be conducted before either the full Committee (or Committees) entertaining the proposal or before a one or more subcommittees of the Committees hearing the proposal but in no case less than three reviewers/representatives of the affect Committee or Committees.
 - b'. Open hearings shall be conducted by the Committee or Committees reviewing and hosting the proposal no later than the day preceding the next regularly scheduled meeting of the West Hartford Committees at which such proposals are

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to be considered by the Committee(s).

- c'. Proposed policy authors, supporters and non-supporters may be present for the hearings, if any, and should be prepared to present their views and statements of support at open hearings conducted by the Committee or Committees of West Hartford at a time and place announced by the Committee or Committees. The time and place for hearings on a policy proposal, if any, shall have been posted to the West Hartford website when the policy proposal was originally posted along with a recitation of the policy's pro's and con's. Additionally, the announcement of hearings, the time and location of the hearings may be published in a West Hartford publication deliverable to the active membership at the time of the publication of the proposed policy, along with a recitation of the policy's pro's and con's, or subsequent to such publication, but in no case less than forty-five (45) days before a hearing on specific policy proposal is to be conducted.
- d'. Policy supporters and non-supporters shall acknowledge and declare their intent to speak for, or against a specific proposed policy by addressing and submitting a formal letter by mail, fax, e-mail, instant message, or by some other e-communication method, delivered to the respective review Committee or Committees of West Hartford responsible for reviewing and hosting the proposal, no less than forty-eight (48) hours before the scheduled hearing date and time as provided on the West Hartford website or in a West Hartford active membership publication.
- e'. On the day of a hearing, and before commencement of a hearing on a particular proposal, supporters and non-supporters of a policy proposal will be permitted to speak before the hearing panel in an order determined and announced by the Committee or Committees of West Hartford responsible for reviewing and hosting the policy proposal, before the hearings begin.

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- f. The time limits supporters and non-supporters are permitted to speak for or against a proposed policy will be carefully controlled by the Committee or Committees of West Hartford reviewing and hosting the policy proposal and responsible for the conduct of any hearings which shall be dependent on the work load of the Committee or Committees, the hearing or hearings scheduled for that day and time period, and the number of speakers speaking for and against for each proposal. The Committee or Committees of West Hartford conducting the hearings shall announce just prior to the commencement of a hearing on a particular proposal the amount of time speakers have to address their concerns or express their views. In the event that the time has expired before hearings on a particular proposal were conducted or concluded, that proposal could be held in abeyance at the discretion of the hearing panel of the Committee or Committees reviewing the proposal until the next scheduled meeting of the West Hartford Committees and any of West Hartford's Committee hearing panels at which time the delayed proposals would be heard first by the Committee or Committees of West Hartford for reviewing and hosting the policy proposal.
- g'. If, after listening to all speakers who submitted formal letters of intent to speak were heard from, and if time was available to the hearing panel of the Committee or Committees of West Hartford responsible for reviewing and hosting a particular policy proposal, and if the panel agreed to by a unanimous vote of the panel, the panel could invite and accept speakers from the floor of the hearing who hadn't otherwise pre-registered to speak for or against the proposal in question, and who hadn't addressed the panel previously during the course of the hearing. Time permitting, additional comment on any proposed policy could be solicited from the floor by the hearing panel of the Committee or Committees of West Hartford. The time allotted from each speaker from the floor, however, would be at the discretion of the hearing panel of the Committee or Committees involved.
- h'. After the conduct of the open policy Hearings, the Committee or Committees of West Hartford will summarize and report its findings to the full Committee or Committees of West Hartford. The Committee or Committees of West Hartford, in consideration of

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the major points brought out in the open panel discussions; the material received by the committee from solicitations; and letters of support or non-support received from the membership, if any, would determine whether any corrections, suggestions, additions or deletions should be suggested to the writer(s)/ author(s)/sponsor(s) of the proposed policy. The writer(s)/ author(s)/sponsor(s) would have fifteen (15) days to accept or not-to-accept any additional recommendations or modifications advanced by the Committee or Committees of West Hartford or the Committee(s) Committees.

- If the writer(s)/author(s)/sponsor(s) of a proposed policy accepted the recommendations, corrections, suggestions, additions or deletions of the Committee or Committees responsible for reviewing and hosting the proposal or changes of West Hartford Committees, the Committee or Committee of West Hartford would determine at their discretion whether the changes accepted amounted to a material change or alteration from the original proposed policy and whether this would require re submission of the altered policy to the complete West Hartford policy making process as tantamount to a new policy.
- i'. After the respective Committee or Committees of West Hartford had conducted its final post-hearing review of policy proposals, the Committee(s) shall report the findings and the sense of the Committees to the West Hartford. The Committee's report will indicate how many letters of support, non-support the resolution received; comments received from relevant agencies, health care organizations; and the findings of the hearing panel, etc. The Committee(s) would also report whether any recommendations or suggestions to change and/or improve the proposal were made and whether the writer(s)/ author(s)/sponsor(s) of the proposal accepted or declined to accept the recommendations tendered by the Committee(s). In the event that suggestions advanced by the Committee were not-accepted by the writer(s)/author(s)/sponsor(s) of a proposal, the Committee would cite the recommendations advanced by the Committee, and reasoning behind the suggestions for consideration by the Committee(s) Committees.

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- j'. After the Committee(s) issued its report(s), the proposed policy shall be opened to the floor of West Hartford convened in-person meetings or for comments by mail, fax, e-mail, instant message or other e-communication method or device, and by e-ballot for motions to accept, reject, or table the proposal and an indication how the member of a Committee of West Hartford wanted their Committee chairperson to vote on a policy proposal.
 - i• Active members of the West Hartford Group Inc. having had the opportunity to address the issues presented in the proposal in print and hearings the same as any other West Hartford member, the members of the Committees of West Hartford would not be entitled to reopen the matter for a full debate and review all material and information the hearing panel(s) or Committee(s) had received on the subject that had been addressed at length in print and hearings previously.
 - ii• The Chair of each Committee of West Hartford shall be honor bound to vote for or against a proposed policy or vote to table a particular policy according to the dictates of a majority of the Committee members voting. The Committee chairpersons shall only be entitled to vote their conscience in the event a tie vote and deadlock in a particular Committee of West Hartford.
- k'. Policies adopted by the a majority vote of the Chairs of West Hartford Committees shall be delivered to the West Hartford Board of Directors for endorsement and action or non-endorsement.
- l'. The West Hartford Board of Directors shall have the authority to call for or conduct any review and shall be the final arbiter of any written health care position statement or policy paper recommended to the Board submitted by the Committee(s) or Specialty Organizations, pursuant to policy procedures outlined in these bylaws, and the Board may issue any proclamation, declaration or advisory statement related thereto, arrange for the publication and dissemination of the same to interested

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parties, the media, and/or scientific and health educational publications and periodicals.

- m'. Policy statements adopted by the Committee(s) Committees and endorsed by a majority of a quorum the West Hartford Board of Directors shall be the official position of the West Hartford Group Incorporated and shall be presented to the Secretary of West Hartford for recording and dissemination as instructed by a majority vote of the West Hartford Board of Directors.
- n'. Non-adopted (unadopted, rejected) policy proposals shall be returned to the original writer(s)/author(s)/sponsor(s) for rework and re-submission to the West Hartford if the writer(s)/author(s)/sponsor(s) are so inclined.
- o'. The offices of the West Hartford Group Incorporated shall be the repository of all the materials, information, letters of support or non-support received relevant to any adopted or non-adopted policy proposal.
 - i• The information and materials related to policies adopted in the affirmative by the Committee(s) Committees and endorsed by the West Hartford Board of Directors shall remain in the possession of the West Hartford Group Incorporated in perpetuity unless a policy is superseded, redacted or rescinded in which case the information and materials in support of the original policy will be retained for a period of seven (7) years after the latest action on the policy pursuant to the policy-making procedures above.
 - ii• The information and materials related to policies adopted in the affirmative by the Committee(s) Committees but not endorsed by the West Hartford Board of Directors shall remain in the possession of West Hartford Group Incorporated for a period of ten (10) years in the event that the policy proposal is reintroduced.
 - a• If the same or a substantially similar policy proposal is reintroduced within the

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- ten (10) year period, the materials and information archived will be made available to the Committee or Committees of West Hartford conducting a rehearing on the proposal.
- b• If the same or substantially similar policy proposal is not reintroduced within the ten (10) year period after it was denied or not adopted or endorsed, the materials and information collected in support of the proposed policy may be discarded.
- iii• The information and materials related to policies not adopted in the affirmative by the Committee(s) the policy will not be forwarded to the West Hartford Board of Directors for endorsement shall remain in the possession of West Hartford Group Incorporated for a period of ten (10) years in the event that the policy proposal is reintroduced.
- a• If the same or a substantially similar policy proposal is reintroduced within the ten (10) year period, the materials and information archived will be made available to the Committee or Committees of West Hartford conducting a rehearing on the proposal.
 - b• If the same or substantially similar policy proposal is not reintroduced within the ten (10) year period after it was denied or not adopted or endorsed, the materials and information collected in support of the proposed policy may be discarded.
- p'. Proposals affirmatively adopted by the Committee(s) and endorsed by the West Hartford Board of Directors shall be
- l• Maintained in a book or scroll designating the official policies of the West Hartford Group Incorporated, copies of which shall be made available to new members of West Hartford upon enrolling and at other times by written request of

an active member.

- ii• posted to a location on the West Hartford website accessible by the public and West Hartford active members.
 - iii• disseminated to the active membership as soon as is reasonably possible following adoption and endorsement by mail, broadcast fax, e-mail, instant messaging or by some other e-communication method or device and through publication of the policy in a newsletter, publication, periodical or journal of West Hartford disseminated to the active membership.
- q'. Policies affirmatively adopted by the Committee(s) Committees shall be remanded to an Action Committee of the West Hartford Board of Directors appointed by the President of West Hartford. The Action Committee which would be responsible for determining which activit(-y, -ies) are appropriate to disseminate the West Hartford policy. Appropriate actions may include but are not limited to one or more of the following forms:
- I• Publication of the policy in an appropriate scientific, educational, healthcare professional or patient-safety and consumer healthcare publication;
 - ii• Announcement and dissemination of the policy in a West Hartford News and Press Release with or without disclosure of the policy itself;
 - iii• Dissemination of the policy to appropriate governmental and non-governmental agencies and organizations that might have an interest in the policy.

4. Cont'd . . .

b. Emergent Policy

- 1'. The West Hartford Board of Directors shall have the authority to call for or conduct any review and shall be the final arbiter of any written health care position statement or policy paper recommended to the Board submitted by the Committee(s) Committees, the Committee(s)s Committees or Specialty Organizations, pursuant to policy procedures outlined herein and above in this charter bylaws, and the Board

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may issue any proclamation, declaration or advisory statement related thereto, arrange for the publication and dissemination of the same to interested parties, the media, and/or scientific and health educational publications and periodicals. Policy statements adopted by the Committee(s) Committees and endorsed by a majority of a quorum the West Hartford Board of Directors shall be the official position of the West Hartford Group Incorporated and shall be presented to the Secretary of West Hartford for recording and dissemination as instructed by a majority vote of the West Hartford Board of Directors.

- 2'. In emergent situations, the Board of Directors may issue, sua sponte, emergent, interim and temporary health care position statements or policy papers or issue any proclamation, declaration or advisory statement related thereto on an urgent and emergent basis as the need arises in the manner outlined below
 - a'. Emergent policies shall be reviewed by the Committee(s) Committees or the most appropriate Committee(s) of West Hartford or its subcommittee(s) at its earliest convenience for accuracy, comportment with the criteria for policy generation above, adoption or non-adoption.
 - b'. Emergent policies adopted by the West Hartford Board of Directors shall remain in effect for the period of one year, subject to annual review and renewal pending a review and recommendation from the Committee(s) Committees or appropriate subdivision thereof.
 - c'. All emergent policies adopted by the Board shall expire within two years from the day they were made unless the policy is specifically adopted by the Committee(s) Committees pursuant to the protocols outlined above concerning the adoption and endorsement of ordinary and regular policy.
 - d'. After two years, all policies and position statements adopted by the West Hartford Board of Directors on an emergent basis, excepting administrative

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policies, shall expire, unless during the interim, intervening two year emergent period they have met and comport with the procedures for establishing ordinary and regular policy generating outlined above. All emergent policies and position statements must meet the criteria for establishing the ordinary and regular policy set out in these bylaws above within the two year maximum period of emergent adoption in order to remain or be maintained as a policy of the West Hartford Group Incorporated. Therefore, eventually, all emergent as well as non-emergent reviews, position statements, policy papers, health care proclamations and/or advisory statements must submit and meet the criteria for establishing the ordinary and regular policy set out in these bylaws above.

- e'. Emergent policy proposals may be offered to the West Hartford Board of Directors by any active member, Officer, Director of West Hartford or the chair of any Committee of West Hartford Committees, Committee(s) or subcommittee(s) of West Hartford at any regularly or specially convened meetings of the West Hartford, or by mail, fax, e-mail, instant message, or other e-communication method or device.
- f. Emergency policy proposals submitted and presented to the West Hartford Board of Directors shall be presented in their proper parliamentary format.
- g'. The proposed emergency policy would be open to debate from the floor at any West Hartford Board of Directors meeting or any meeting conducted electronically by teleconference, televideo conference, e-mail, instant messaging, e-ballot or other e-communication method or device during which motions may be made, seconded and affirmed to accept, not-to-accept, or table proposals by a majority of a quorum of Directors present.
- h'. Emergency policy proposals adopted in this manner would be identified as Emergent Policy (EP) of the West Hartford Group Incorporated and would be subject to an expiration of policy of one calendar year from the date the policy

was adopted by the Board of Directors as an emergent policy. Emergent policies may be renewed by the West Hartford Board of Directors for one additional year beyond the first year adopted as an emergent policy.

- i'. During the course of its one or two year probation as an emergent policy, the writer(s)/author(s)/sponsor(s), or supporter(s) of the proposal would have to submit the proposal to the process outlined above in this Article for the adoption and endorsement of ordinary and regular policy. in order for the policy to continue as a regular or ordinary policy of the West Hartford Group Incorporated.
- j'. An Emergent policy that is not submitted to the process and procedures for the adoption of ordinary or regular policy as required in this Article during the one-year long probationary period, unless renewed for an additional year, would expire one year from the date from which it was originally adopted by the West Hartford Board of Directors. However, in the event that an emergent policy was renewed for an additional or second year of a two year probationary period, it shall expire as a non-renewable emergent policy two years from the date from which it was originally adopted by the West Hartford Board of Directors.
- k'. An emergent policy that did expire could be reintroduced in the same manner as outlined above for the generation of regular or ordinary policy pursuant to this Article.
- l'. In the event that an emergent policy were not submitted to the process and procedures for the adoption and endorsement of ordinary or regular policy pursuant to this Article, it would expire as an emergent policy and be removed from the list of official West Hartford policies.

4. Cont'd . . .

c. Administrative Policy

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- 1'. The West Hartford Board of Directors shall have the authority to call for or conduct any review and shall be the final arbiter of any administrative policy concerning the operations, conduct and governance of the staff and administration of the West Hartford Group Incorporated in keeping with this charter and bylaws and federal, state, provincial and local law and regulation.

- 2'. Administrative policy of the West Hartford Group Incorporated may be introduced by any active member, Officer, Director, Committee chair, Committee or Committees of West Hartford Committees or any subcommittee derived therefrom, or by the staff of West Hartford through the Chief Administrative Officer of West Hartford.

- 3'. Administrative policy shall be established by a majority of votes cast by quorum of West Hartford Board of Directors present for any meeting of West Hartford, or by any meeting conducted by mail, fax, e-mail, instant messaging, teleconference call or televideo conference or by any other e-communication method or device.

- 4'. Administrative policy adopted by the Board shall be maintained in a book or scroll of administrative policies and shall be jointly maintained by the Secretary and the Chief Administrative Officer of the West Hartford Group Incorporated.

- 5'. Administrative policies of the West Hartford Group Incorporated may be inspected by any active member of West Hartford upon written request, within a reasonable period of time, at a date, time and location mutually agreeable to the active member and the staff of West Hartford so as not to interfere with the work flow and performance of the West Hartford staff and administration of West Hartford.

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XI. INITIATIVE, REFERENDUM AND RECALL ON AMENDMENTS TO THIS CHARTER AND
BYLAWS AND POLICIES ENDORSED BY THE WEST HARTFORD GROUP

ARTICLE XI. INITIATIVE, REFERENDUM AND RECALL ON AMENDMENTS TO THIS CHARTER
AND BYLAWS AND POLICIES ENDORSED BY THE WEST HARTFORD GROUP

- A. The active membership of West Hartford Group Inc. shall have the right, by petition signed by at least fifty (50) or more active members, to have any proposition submitted to the membership as provided herein, for a vote at any in person meeting of the active membership, or by mail, fax, e-mail or e-ballot.
1. A petition of at least fifty (50) or more active membership shall have the right to have any action of the West Hartford Group Inc. Board of Directors or any amendment proposed and adopted by the West Hartford Board of Directors, overridden and stricken by a referendum and vote of a simple majority vote of the entire West Hartford active membership within 120 days of its adoption by the West Hartford Board of Directors.
- a. Any proposal to override an amendment adopted by the West Hartford Board of Directors shall be in the form and format described above for amending the charter and bylaws submitted by a petition of 50 or more members of the West Hartford active membership within 120 days of the adoption of any charter or bylaws amendment.
 - b. The Secretary shall submit any proposal to override, rescind, strike or redact any amendment adopted within 120 days of its adoption pursuant to the voting and balloting requirements of the active membership as outlined elsewhere above.
 - c. Amendments may be overridden within 120 days of their adoption by a referendum of a simple majority of the entire active membership.
 - d. Amendments overwritten return the charter and bylaws to a state prior to the recently adopted and overridden amendment.
 - e. The active membership may not override a recently adopted amendment by offering an alternative amendment.
 - f. The active membership is only entitled to vote to override, rescind, strike or redact any amendment adopted within 120 days of an active referendum.

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- g. Any alternative amendment proposed by the active membership must be submitted in the form and format noted elsewhere in this charter and bylaws.

ARTICLE XII. DECORUM

A. CONFLICTS OF INTEREST AND DISCLOSURE

1. Conflicts of Interest

a. Definition of Conflicts of Interest.

A conflict of interest will be deemed to exist whenever an individual is in a position to approve or influence the actions or policies of the West Hartford Group Incorporated which involve or could ultimately harm or benefit financially, directly or indirectly:

- i. the individual, one or more Officers, one or more members of the West Hartford Board of Directors, its Committee members or members of its subcommittees, or any agent of the West Hartford Incorporated;
 - ii. any immediate family member (spouse, parents, children, brothers or sisters and spouse) of one or more Officers, one or more members of the West Hartford Board of Directors, one or more West Hartford Committee members or members of its subcommittees, or any agent of the West Hartford Incorporated; or
 - iii. any organization in which one or more Officers or their immediate family members, one or more members of the West Hartford Board of Directors or their immediate family members, the Chair of any West Hartford Committee or Committee members or members of its subcommittees or their immediate family members, any employee of the West Hartford administrative staff or any agent of the West Hartford Incorporated or their immediate family members, is an Officer, Director, Trustee, Member, Partner, or more than 10 percent (10%) shareholder. Service on the board of, or employment with, another for-profit or not-for-profit corporation does not automatically constitute a conflict of interest.
- b. A “legal conflict of interest” may arise when an officer or director of this organization is an officer or director of, or has a substantial financial or other direct interest in, any entity that contract’s or transacts business with the West Hartford Group organization.
- c. An “apparent conflict of interest” may arise when a practicing doctor/provider Director of West Hartford is also an officer or director of, or has a substantial financial or other direct

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interest in any entity that:

- I. has interests diverse from those of the organization in the area of health care delivery, research, education, scientific affairs and public policy;
 - ii. is an insurer or third party payer or has an interest, affiliation, employment or other relationship either by themselves or through any family member, friend or acquaintance in any insurer, third-party payer of health care services;
 - iii. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any managed care organization (MCO), health maintenance organization (HMO), preferred provider organization (PPO), physician hospital organization (PHO), individual practice association (IPA), utilization review (UR) firm or independent medical examination (IME) entity;
 - iv. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any pharmaceutical manufacturing company or concern;
 - v. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any other scientific, research and review organization that competes with West Hartford for the solicitation of private or public grant funding or reviews thereof;
 - vi. has an ownership interest, affiliation, employment or other relationship, either by themselves or through any family member, friend or acquaintance in any public or private educational institution, program or facility that competes with the educational programs of the West Hartford Group.
- d. A “substantial financial interest” arises when an individual is a proprietor, shareholder, principal, partner, employee or manager of an entity, or if the individual derives substantial income from the entity, the entity's operation, or in payment for the individual's services provided to the entity. No director shall participate in any issue, contract, transaction or decision for which a conflict of interest exists unless:
- I. the material facts of the director's conflict of interest in the contract, transaction or decision are disclosed in good faith to the West Hartford Board of Directors; and
 - ii. the director's conflict of interest is disclosed to the West Hartford Board of Directors;

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and

- iii. the director declares his/her conflict and removes or recuses herself from any deliberations relating to the proposed contract, transaction or decision; and
- iv. the contract, transaction or decision is approved by a majority of the members of the Board of Directors, excluding votes of the director or directors with the conflict of interest.

2. Disclosure and Declaration of Conflicts of Interest

- a. No individual may serve as a Director of West Hartford who has a legal or apparent conflict of interest, unless such conflict of interest is promptly and completely disclosed in good faith in accordance with the provisions of this charter and by-Laws.
- b. No holder of the office of director of West Hartford may participate as a member of any committee or task force, or represent the organization in any capacity with respect to any area or topic for which the director of this organization is an officer or director of, or has a substantial financial or other direct interest in any entity that contracts or transacts business with West Hartford.
- c. The presence of any director with a conflict of interest shall be considered for the purpose of establishing a quorum at any meeting during which the contract, transaction or decision is to be discussed or acted upon. The director with the conflict of interest is required to declare his/her conflict and remove and recuse her/himself from any deliberations relating to the proposed contract or transaction. Any member who in good faith believes a director or candidate for the office of Director of the organization has a legal conflict of interest with respect to a particular issue, contract, transaction or decision may request an opinion from West Hartford general legal counsel as to whether a legal conflict of interest exists, which opinion shall be issued to West Hartford.
- d. An Officer, Director, the Chair of any of West Hartford's Committees or subcommittees, or any employee of the West Hartford administrative staff or other recognized agent of West Hartford shall disclose a conflict of interest:
 - I. prior to voting on or otherwise discharging her duties with respect to any matter involving a conflict of interest which comes before the West Hartford Board of

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- Directors, its Committees or subcommittees;
- ii. prior to entering into any contract or transaction involving a potential conflict of interest;
 - iii. as soon as possible after the Officer, Director, the Chair of and Committee or subcommittee, or any employee of the administrative staff or other recognized agent of West Hartford learns of the potential conflict of interest; and
 - iv. on the West Hartford Disclosure and Declaration of Interest form.
- e. Annually, the Secretary of the West Hartford Group shall distribute to all Officers, Directors, the Chairs of any of West Hartford Committees or subcommittees, the employees of the West Hartford administrative staff or any other recognized agent of West Hartford, a form soliciting the disclosure of any and all potential conflicts of interest involving any of the foregoing individuals and requesting the specific information, including the terms of any contract or transaction with the West Hartford Group Incorporated and whether the process for approval set forth elsewhere was used.

3. Approval of Contracts and Other Transactions Involving Potential Conflict(s) of Interest

- a. When an Officer, member of the West Hartford Board of Directors, the Chair of West Hartford's Committee or subcommittee or its members, any employee of the West Hartford administrative staff or any agent of the West Hartford Group Inc. has or learns about a potential conflict of interest, s/he shall disclose the material facts involving any actual or potential conflict of interest promptly to the Officer's of West Hartford, including the specific information concerning the terms of any contract or transaction involving the West Hartford Group Inc.
- b. Every effort should be made by the conflicted individual or individuals to disclose any conflict with any contract or transaction with West Hartford Group Inc. and have it approved by the West Hartford Board of Directors before the arrangement is entered into or transacted, or, if after the fact, the conflicted individual should have it ratified by the West Hartford Board of Directors as soon as practically possible within a reasonable period of time.

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- c. Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the West Hartford Board of Directors shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board of Directors shall approve only those contracts or transactions the Board determines the terms of which are or were fair and reasonable to the West Hartford Group Inc. and if the arrangement and/or transactions are or were consistent with the best interests of the West Hartford Group Inc. Fairness, includes, but is not limited to, the concept that the West Hartford Group Inc. shall pay no more than the fair market value for any goods or services which the West Hartford Group receives or might receive, and that the West Hartford Group Inc. should receive fair market value consideration for any goods or services that it furnishes to others. The West Hartford Board of Directors shall set forth the basis for its decision with respect to approval of contracts or transactions involving potential conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid, if any, is fair to the West Hartford Group Inc.

4. Validity of Actions in Conflicted Situations

No contract or other transaction between the West Hartford Group Incorporated and one or more of its Officers, members of the West Hartford Board of Directors, the Chair of any of West Hartford's Committee or its subcommittees or its members, any employee of the West Hartford administrative staff or any agent of the West Hartford Inc., or between West Hartford Group and any other Corporation, firm, association or other entity in which one or more of its Officers, members of the West Hartford Board of Directors, the Chair of the Council on Scientific, Educational, Professional and Consumer Affairs, its Committee members or members of its subcommittees, any employee of the West Hartford Administrative Staff or any agent of the West Hartford Incorporated has a substantial financial interest, shall be either void or voidable if the involved individual or individuals was present at the meeting of the West Hartford Board of Directors or a committee thereof, which authorized such contract

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or transaction, or that her/his votes were counted for such purpose, and if the material facts concerning the individual's interest in such contract or transaction, including information related to any such common directorship or financial interest between the West Hartford and the other person or entity, are disclosed in good faith or generally known to the West Hartford Board of Directors or Committee of the Board, and the Board or Committee of the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested individuals, Officers and/or Directors. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should recuse themselves from any discussions or vote on any contract or transaction and should not be present at the meeting.

5. Employee Conflicts of Interest.

Any employee of the West Hartford Group Inc., if any, that has a potential conflict of interest in a particular matter involving West Hartford, shall promptly and fully disclose the potential conflict to the Officers of the West Hartford Group Inc. Thereafter, the employee shall refrain from participating in deliberations and discussions, as well as any decisions, relating to the matter and the employee will follow the direction of the President of West Hartford in consultation with West Hartford's general counsel concerning the actions West Hartford will take, if any. The Chair shall be responsible for determining the proper way for managing West Hartford corporate decisions which potentially involve unresolved employee conflicts of interest. In making such determinations, the Chair may consult with West Hartford's legal counsel.

B. CANON OF ETHICS

1. West Hartford shall have Canons of Scientific, Research, and Professional Ethics and Patient Safety. The Canons shall be developed by the appropriate committees of the West Hartford Group, Inc.

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2. The West Hartford Canons of Ethics shall be developed and adopted in the same manner as ordinary West Hartford Group policy.
3. The Canons of Ethics developed, approved and adopted by West Hartford shall be incorporated in this charter and bylaws by reference.
4. Violations of the Canons of Ethics shall subject the violator to disciplinary/corrective actions according to the procedures established herein.

C. OBLIGATIONS OF THE ACTIVE WEST HARTFORD GROUP, INC. MEMBERS TO THE GENERAL PUBLIC, THE WEST HARTFORD GROUP INCORPORATED, AND DISCIPLINARY ACTION

1. Obligations of the active members to the general public, West Hartford Group Incorporated and the need for Disciplinary Action.
 - a. Every member elected to membership in West Hartford should endeavor to
 - i. uphold the highest ideals of intellectual honesty, personal integrity and ethics for themselves, with each other and for the general public in keeping with the West Hartford ethical canons set about elsewhere and appended to this charter and these bylaws by reference;
 - ii. dedicate themselves to principles of patient-safe, patient-centered, evidence-influenced practice parameters and care and best practices; interdisciplinary/multidisciplinary team care and cooperation; continuing competency, advanced education, quality assessment and improvement activities and training, research, and scholarship in the art, science and philosophy of health care and treatment and health care informatics.
 - b. The need for Disciplinary Action
 - i. Whenever the activity or activities, or professional conduct of any active member are

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reasonably considered:

- a'. to be lower than the standards of conduct, ideals and/or ethical canons of West Hartford or the goals of the West Hartford Group Incorporated;
 - b'. to have the potential to cause gross injury to the consuming public;
 - c'. to be detrimental to the reputation, esteem and honor of West Hartford in the public and professional eye,
- disciplinary action may be brought against such member.

2. Disciplinary Action

a. Disciplinary Action may consist of:

- I. the issuance of confidential written warnings and formal letters of reprimand and censure to be placed in an active member's permanent file;
- ii. the issuance of publically available written warnings and formal letters of reprimand and censure placed in an active member's permanent file, in the interest of patient safety and public interest and the prevention of imminent harm to the consuming public, may be made available to or otherwise communicated to:
 - a'. any nationally or regionally recognized consumer groups and organizations;
 - b'. appropriate federal, regional, state, or provincial licensing and disciplinary agencies responsible for protecting the public and the inspectors general of those agencies;
 - c'. any national and regional professional data banks such as the National Provider Data Bank (NPDB), CIN-BAD and other similarly situated data banks;
 - d'. any national, regional, state, provincial, or local professional societies, hospitals or hospital and other institutional networks; and
 - e'. any appropriate national, regional, state or provincial insurers, insurance carriers, health maintenance organizations, preferred provider organizations and other managed care organizations, individual practice associations, utilization review agents, organizations of independent medical examination and other similar organizations now in existence or to be formed in the future.

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- iii. the issuance of written warnings and formal letters of reprimand and censure placed in an active member's permanent file concerning cases of suspected fraudulent care and insurance fraud, may be communicated to:
 - a'. one or more appropriate agencies of the federal, regional, state or provincial governments or inspectors general of such agencies responsible for administering policies of health and welfare insurance in their respective jurisdictions and investigating fraud;
 - b'. private investigatory organizations of insurers; and
 - c'. other agents as may be empowered or deputized by the federal, regional, state or provincial governments to investigate fraud on behalf of their respective jurisdictions.
- iv. temporary or permanent reduction, suspension or revocation of membership in West Hartford Group Incorporated or its privileges;
- v. other such legal devices and methods of discipline as may be warranted with the advice of West Hartford legal counsel and/or in consultation with appropriate federal, regional, state or provincial investigatory, licensing and disciplinary agencies.

3. Documentation

- a. Documentation and memorialization of the foregoing disciplinary actions shall become a part of the any active practitioner's permanent membership file.
- b. In cases of non-adverse recommendations only, or in cases where the actions of appropriate federal, regional, state or provincial disciplinary have been dismissed at an administrative or adjudicative level, the subject active member shall, at minimum, have the right to include a written response affixed to the allegations and/or documentation and inserted in her membership file, or she may petition the West Hartford Board of Directors to have such documentation removed from her permanent membership file with notation in the file.

4. Disciplinary Action Procedures

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- a. The process of disciplinary action against an active member of West Hartford shall be procedural, summary or automatic as outlined below.
 - b. The outcome of recommendations of the disciplinary action proceedings may or may not be deemed adverse as defined elsewhere below.
 - c. Summary or automatic actions may not be taken except in cases where there is a criminal conviction for a violation of
 - i. the laws of the United States or a foreign, national jurisdiction with similar laws and offenses;
 - ii. the laws of one or more States of the United States, Provincial laws or laws of a similar subdivision of a foreign, national jurisdiction with laws similar to the statutes and regulations of the State(s) or Provinces; or
 - iii. in cases where a State or Province or a similar subdivision of a foreign, national jurisdiction, has suspended, revoked or ordered surrendered a practitioner's license for due cause.
5. Adverse recommendations and decisions defined
- a. The following recommendations or decisions are adverse when made pursuant to the disciplinary actions contained herein and will automatically initiate due process procedures as outlined elsewhere herein:
 - I. Suspension or revocation proceedings of the active membership in the West Hartford Group Inc.;
 - ii. Temporary or permanent suspension or revocation of membership in the West Hartford Group Inc.;
 - iii. Temporary or permanent reduction of membership in the West Hartford Group Inc. and its privileges (e.g., voting privileges, ability to qualify or hold office, etc.)
 - iv. Modification, limitations or changes in subsequent membership privileges as a result of previous disciplinary action.

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- b. Any and all of the foregoing adverse actions become a part of the subject active member's permanent membership record. The content of adverse actions is confidential between the Association and the subject practitioner. The only information available for public disclosure or communication to appropriate federal, regional, state, provincial governments and their agencies as outlined elsewhere above, is whether or not a practitioner has had disciplinary actions taken against them in the form of written letters of warning, reprimand and censure, temporary adverse action or full and complete adverse actions taken against them, the nature of the disciplinary action and the time constraints relating to such activity, if any, but not the content of the disciplinary action or the proceedings leading to its imposition. Unless ordered by a court of competent jurisdiction of any federal, regional, state or provincial government or the order of a court of a similar division or subdivision of a national jurisdiction, the West Hartford Group will only release the content of the disciplinary action and the proceedings pertaining thereto, and any other information from an active member's file upon receipt of a written, signed and notarized statement authorizing release of the subject active member's information from her file.
6. Non-adverse Findings and Recommendations
- a. The following actions are non-adverse when made pursuant to the disciplinary actions of this charter and bylaws and the canons of ethics referenced herein:
 - I. The issuance of written warnings, formal letters of reprimand and/or censure, or any other actions except those specified elsewhere above, shall not be deemed adverse but will entitle the practitioner to any hearing or appellate review rights as defined by due process hearings contained herein.
 - b. Classification, time limits and restrictions imposed by non-adverse actions
 - I. Except as outlined elsewhere above, the content of written warnings, formal letters of

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reprimand and/or censure are considered confidential between the West Hartford Group Incorporated and the subject active member. The only information available for public disclosure, if any at all, is whether or not a practitioner has had disciplinary action taken against them in the form of one or more written warnings, formal letters of reprimand and/or censure issued against her, the nature of the infraction and the time constraints, if any, relating to such disciplinary activity. Unless ordered by a court of competent jurisdiction of any federal, regional, state or provincial government or the order of a court of a similar division or subdivision of a national jurisdiction, the West Hartford Group will only release the content of the disciplinary action and the proceedings pertaining thereto, and any other information from an active member's file upon receipt of a written, signed and notarized statement authorizing release of the subject active member's information from her file.

- ii. Except as outlined elsewhere above, written letters of warning are confidential and will be placed in the active member's permanent membership file for a period of two (2) years after which the letters of warning shall be removed from the record unless a new infraction results in subsequent hearings during the two-year term, in which case the letters of warning are renewed at the conclusion of each hearing for an additional two-year term.
- iii. Except as outlined elsewhere above, formal letters of reprimand and censure are confidential and will be placed in an active member's permanent membership file and are not subject to removal except upon a two-thirds, super-majority decision of the West Hartford Board of Directors subsequent to a petition by the active member to have her record expunged of any formal letters of reprimand and/or censure.

7. Categories of Disciplinary Action

a. Procedural Action

Prior to initiating adverse or non-adverse action against an active member, the following procedures will

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be followed:

i. Charges

No less than 10 active members in good standing may file a complaint against any other active member when sufficient cause exists by filing a written and signed, notarized affidavit of such charges with the Secretary of the West Hartford Inc. The petition and its signors will be held in confidence and will not be released unless ordered by a court of competent jurisdiction of the federal, regional, state or provincial government or a court of a similar division or subdivision of a national, foreign jurisdiction. The affidavit shall detail the allegations against the individual(s) and shall be supported by reference to specific activities or documentation of specific conduct which constitute the grounds for the complaint and request.

ii. Procedural Action Scheme

- a'. The affidavit of charges must be written, signed by ten (10) active members and notarized and shall outline the nature of the complaint against one or more active members supplemented by any corroborating documentation, materials and information.
- b'. Upon receipt, the Secretary will notify the West Hartford Board of Directors as soon as reasonably possible by whatever means or mechanisms possible.
- c'. Within a reasonable period of time and in all cases, not less than five business days, after notification of the complaint the West Hartford Board of Directors shall meet and cause to be formed a Board of Inquiry.
 - i'. The Board of Inquiry shall be chaired by an active member of West Hartford at-large, appointed by the President of West Hartford with the concurrence of a majority of the West Hartford Board of Directors.

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- ii'. In addition to the chairperson appointed thereof, the Board of Inquiry shall be comprised of the three active members and the Immediate Past President of the West Hartford Group Incorporated. The legal counsel of West Hartford shall assist the Board of Inquiry in the Board's deliberations.

- iii'. Within ten (10) business days of formation, the Chair of the Board of Inquiry shall provide written notice of and outline of the complaint to the subject active member(s) involved by registered mail, return receipt at the active member's last known mail address.

- iv'. The Chair of the Board of Inquiry shall convene a hearing of the Inquiry Board within sixty (60) days of the notification of the subject active member.

- v'. The Board of Inquiry shall conduct hearings, receive testimony, documentation, information and materials pertaining to the complaint, as necessary to review the charges to the action sought. The active member subject of the hearing may be represented by counsel and will be availed of the opportunity to rebut any testimony, documentation, information and materials presented against her.

- 1'. A written record reflecting the substance of the hearings must be made and transmitted to the Board of Inquiry and the member subject of the hearing. The written record will be made available for review by the West Hartford Board of Directors for its review and action as Disciplinary Action procedures warrant. Written records of hearing and procedures, minutes and notes shall be numbered and maintained in the hearing record. The written records of hearings and procedures are considered confidential and may not be released unless so ordered by a court of competent jurisdiction of any federal, regional, state or provincial government or the order of a court of a similar division or subdivision of a

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national jurisdiction, or upon receipt of a written, signed and notarized statement authorizing release of the hearing and proceedings information signed by and received from the subject active member(s). Written records of the hearing and procedures shall be chronicled and filed with the Secretary of West Hartford. Any copies of the hearing record to be distributed at duly convened meetings of the Board of Inquiry or meetings of the West Hartford Board of Directors will be numbered, assigned and signed out by the members of the respective Board of Inquiry and/or West Hartford Board of Directors each hearing or deliberative day and will be collected at the end of each hearing or deliberative day prior to the conclusion of business for that particular day and date.

2'. The Board of Inquiry shall entitle the active member(s) subject of the hearings with the right to rebut testimony related to the charges alleged but shall not permit her to cross examine those submitting testimony. Cross-examination, if any, shall be conducted by the Board of Inquiry. The Board of Inquiry shall also allow the subject active member to submit testimony, counter-documentation and materials to advance her interests relevant to the inquiry. Thereafter, by simple majority vote, the Board of Inquiry shall submit their findings and recommendations in writing in the form of a report to the West Hartford Board of Directors for review.

vi'. The Board of Inquiry shall issue its findings to the West Hartford Board of Directors and the member(s) subject of the hearings within thirty (30) days of the convocation of any Inquiry hearing and proceeding.

vii'. The West Hartford Board of Directors will review the recommendations of the Board of Inquiry, the testimony, documentation, information and materials received by the Board of Inquiry in its deliberations in executive session and, after review, unless overturned by a two-thirds, super majority vote of the Board of Directors, the West Hartford Board of Directors may adopt the

findings and recommendations of adverse action, if any, suggested by the Board of Inquiry. In the event that the Board of Directors disagrees and disapproves of the recommended course of action suggested by the Board of Inquiry and overturns the recommendations of the Board of Inquiry by a two-thirds (2/3rds), super-majority vote of the Board of Directors, the West Hartford Board of Directors may impose a penalty less than that recommended by the Board of Inquiry, if any at all, but in no case can the West Hartford Board of Directors impose a harsher penalty recommended by the Board of Inquiry, if any penalty has been recommended at all.

viii'. Affirmation and appeal

- 1'. the member(s) subject of the hearing may request an appellate review hearing by the West Hartford Board of Directors within thirty (30) days of the original affirmation of adverse action by the West Hartford Board of Directors and imposition of the adverse action. In petitioning the West Hartford Board of Directors, the subject active member(s) must submit new evidence, documentation, information and materials in support of their defense not examined previously by the Board of Inquiry or the Board of Directors in their separate deliberations concerning the complaint. New and remedial evidence may be accepted by the Board to lessen or mitigate the effect of the adverse action adopted.
- 2'. The West Hartford Board of Directors will be obliged to conduct an appellate hearing at a time and location chosen by the Board of Directors provided the subject active member(s) are given reasonable notice in advance of the appeals hearing and, in no case, less than ten (10) days before the conduct of such an appellate review.

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- 3'. The subject active member may be present at the portion of the appellate hearing relevant to the review of the formal hearing proceedings and findings, and the subject active member(s) may be represented by counsel at the appellate hearing.
 - 4'. The West Hartford Board of Directors and the subject active member shall have access to the previous written testimony, documentation, information and records of the Board of Inquiry for reference and review.
 - 5'. The subject active member shall be provided the opportunity to rebut testimony, submit relevant documentation and new material and information to support or justify their actions. The subject active member may be represented by counsel at any appellate hearing conducted by the West Hartford Board of Directors.
 - 6'. The Board of Directors will have the discretion of making a record of their deliberations of any review of any disciplinary hearing and procedures.
 - 7'. Upon the introduction of new evidence and testimony submitted before it, by a two-thirds, super-majority vote, the West Hartford Board of Directors may reduce an adverse action penalty recommended by a West Hartford Board of Inquiry. The West Hartford Board of Directors may not propose or impose more stringent or harsher adverse penalties upon the subject active member than had been recommended by the Board of Inquiry investigating and hearing the matter.
- ix'. The appellate findings, decision and recommendations of an appeal heard by the West Hartford Board of Directors are final.

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b. Summary or Automatic Disciplinary Action

- I. A criminal conviction in a court of competent jurisdiction of any of the laws of the federal, regional, state or provincial government or the laws of any division or subdivision of a national, foreign jurisdiction, or a suspension, revocation or court ordered surrender of an active member(s) license to practice her profession, shall subject the active member(s) to immediate, summary and automatic disciplinary corrective action without the convocation of a Board of Inquiry or hearings.
- ii. After reviewing the decisions of the courts, federal, regional, state and provincial agencies or their counterparts in another national, foreign jurisdiction, the West Hartford Board of Directors may impose a suitable adverse action upon the subject active member.

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ARTICLE XIII. PERSONAL LIABILITY, INDEMNIFICATION, BONDING, and
INSURANCE

A. PERSONAL LIABILITY

No member, Officer, Director, Committee Chair or Employee of the West Hartford Group Inc. shall be personally liable for the debts or obligations of the West Hartford of any nature whatsoever, nor shall any of the property of the members, Officers, Directors, Committee Chairs or employees be subject to the payment of the debts or obligations of West Hartford.

B. INDEMNIFICATION

1. Indemnification and Good Faith Conduct.

As resources allow, to the fullest extent now or hereafter permitted by law, the West Hartford Group Inc. shall indemnify any person against any claim made or threatened to be made in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being, or at any time having been an Officer or Director of the West Hartford Group Inc., or by reason of being, or at any time having been, while such an Officer or Director, Chair of any of West Hartford's Committees or subcommittees or an employee of the administrative staff or other agent of the West Hartford Group Inc. or, at the direction or request of the West Hartford Group Inc., a Director, Officer, the Chair of any committee or subcommittee, employee, adviser or other agent of or fiduciary for any other, partnership, trust, venture or other entity or enterprise, including any employee benefit plan, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person, if:

- a. he or she conducted himself or herself in good faith; and
- b. he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the

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Corporation; and

- c. he or she had no reasonable cause to believe his or her conduct was unlawful, in the case of any criminal proceeding.

Unless ordered by a court of competent jurisdiction, the West Hartford Group Inc. may not indemnify an Officer, Director, the Chair of any of its Committees or subcommittees or members thereof, or an employee of the administrative staff or other agent of the West Hartford Incorporated under this Section if his or her conduct did not satisfy the standards set forth immediately above.

2. Termination of a Legal Proceeding

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the Officer, Director, or Chair of any of West Hartford's Committees or subcommittees or members thereof or any employee of the administrative staff or other agent of West Hartford Group Inc. did not meet the relevant standard of conduct described in Subsection 1 of this Section ("Indemnification and Good Faith Conduct") immediately above.

3. Determination of Indemnification

The determination of whether an Officer, Director, Chair of any Committee and subcommittee or members' thereof, or an employee of the administrative staff or other agent of the West Hartford Group Inc. has met the relevant standard of conduct set forth in Subsection 1 of this Section ("Indemnification and Good Faith Conduct") of this Article, shall be made by a majority vote of three disinterested members of the West Hartford Board of Directors and four disinterested members of the active membership. If there are fewer than three disinterested members of the West Hartford Board of Directors, a determination of whether the individuals involved have met the relevant standard of conduct set forth above, shall be made by a Committee of seven active members appointed by the President of West Hartford with a concurrence of a majority of the West Hartford Board of Directors and at least one or more disinterested members of the West Hartford Board of Directors.

4. Advance for Expenses

Before final disposition of any legal proceeding, as resources allow, The West Hartford Group Inc. shall advance funds to pay for or reimburse the reasonable expenses incurred by an Officer, Director, the Chair of any of its Committees or subcommittees, or an employee of the administrative staff or other agent of the West Hartford Group Inc., who is a party to a proceeding after receiving a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Subsection 1 of this Section (“Indemnification and Good Faith Conduct”) of this Article.

An Officer, Director, the Chair of any of its Committees or subcommittees, or an employee of the administrative staff or other agent of the West Hartford Group Inc. shall immediately repay any funds advanced to him or her if he or she is not wholly successful on the merits or otherwise, in the defense of such proceedings and it is ultimately determined pursuant to the Subsection 5 (“Notification and Defense of Claim”) of this Article or by a court of competent jurisdiction that he or she has not met the relevant standard of conduct described in Subsection 1 of this Section (“Indemnification and Good Faith Conduct”) of this Article.

5. Notification and Defense of Claim

In addition to and without limiting the foregoing provisions of this Article, and except to the extent otherwise required by law, it shall be the condition of the Corporation’s obligation to indemnify the person asserting, or proposing to assert, the right to be indemnified. The person being indemnified must notify the West Hartford Group Incorporated in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify shall not affect the West Hartford Group’s objection to indemnify except to the extent that the West Hartford Group Incorporated is adversely affected thereby, for example, by the denial of coverage by any general liability, Directors and Officers liability or Convention and Meeting insurer for insurance purchased and paid for by West Hartford for failure to provide timely notice or due diligence regarding any claim against West Hartford or any agent of West Hartford.

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With respect to any proceeding of which the West Hartford is so notified, the West Hartford will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person or persons. The West Hartford Group Inc. shall not be liable to such person or persons for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation and such persons or persons shall have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the West Hartford Group Inc. of its assumption of the defense thereof shall be at the expense of such person unless:

- a. the employment of counsel by such person or persons has been authorized by the disinterested members of the West Hartford Group Inc. Board of Directors; or
- b. the counsel to such person shall have reasonably concluded that there may be a conflict of interest or position on any significant issue between the West Hartford Group Inc. and such person or persons in the conduct of the defense of such action, suit, proceeding or investigation; or
- c. the West Hartford Group Inc. employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person or persons shall be at the expense of the West Hartford Group Inc., except as otherwise expressly provided by this Article or by law.

B. BONDING AND INSURANCE

1. Bonding

All Officers, Directors and employees of West Hartford having custody or control of property belonging to the West Hartford Group, Inc., must be adequately bonded at West Hartford's expense.

2. Insurance

The West Hartford Group Inc. shall purchase and maintain such insurance on behalf of any person who is

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or at any time has been an Officer, Directors, the Chair of any of its Committees and subcommittees, or an employee of the administrative staff or other agent thereof, or in a similar capacity with the West Hartford Group Inc., or who is or at any time has been, at the direction or request of the West Hartford, an Officer, Director, Chair, employee, adviser or other agent or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan, insuring them to the extent permitted by law against any liability asserted against or incurred by such person in connection with any such services to or on behalf of the West Hartford Group Inc.

ARTICLE XIV. DURATION and DISSOLUTION

A. DURATION

The duration of the West Hartford Group corporate existence shall be perpetual until dissolution.

B. DISSOLUTION

In the event that West Hartford should dissolve as a corporation, upon the dissolution of the West Hartford the Board of Directors of West Hartford shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the assets of West Hartford distributing the remainder for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, by, for example, disbursing the assets among one or more organizations operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, if no such organization is available, the assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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