

**BY-LAWS
OF UPPER PLAINS CARDIOPULMONARY
REHABILITATION ASSOCIATION**

ARTICLE I

Name, Organization, Offices

SECTION 1.1 Name. The name of the corporation is: Upper Plains Cardiopulmonary Rehabilitation Association.

SECTION 1.2 Organization. The corporation is organized under the South Dakota Nonprofit Corporation Act as provided in SDCL 47-22.

SECTION 1.3 Principal Office. The principal office of the corporation in South Dakota shall be located in the City of Sioux Falls, South Dakota. The corporation may move the principal office and may have such other offices, either within or without South Dakota, as the Board of Directors may designate or as the business of the corporation may require from time to time.

SECTION 1.4 Registered Office. The registered office of the corporation required by the South Dakota Business Corporation Act to be maintained in South Dakota may be, but need not be, identical with the principal office in South Dakota. The address of the registered office may be changed from time to time by the Board of Directors.

SECTION 1.5 Registered Agent. The registered agent of the corporation required by the South Dakota Business Corporation Act to be maintained in South Dakota shall be the registered agent of the corporation named in the Articles of Incorporation. The registered agent may be changed from time to time by the Board of Directors.

ARTICLE II

Purpose and Limitations

SECTION 2.1 Purpose. The purpose of the corporation shall be:

- (a) To promote public understanding of the nature of cardiac and pulmonary rehabilitation programs;
- (b) To encourage the exchange of ideas and information between programs and professionals within the region; to provide educational opportunities for health care professionals and other interested persons; to promote scientific research and study regarding cardiac and pulmonary rehabilitation;
- (c) To promote public education, awareness and understanding of cardiac and pulmonary rehabilitation issues, techniques and programs;
- (d) To promote public education, awareness and understanding of cardiac and pulmonary healthcare; and
- (e) To do any and all lawful acts and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes.

SECTION 2.2 Private Inurement. No part of the income or profits of the corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 2.3 Further Limitations. No substantial part of the activities of the

corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, or participating or intervening (including but not limited to the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

SECTION 2.4 Procedure For Dissolution. The corporation may be dissolved in accordance with the provisions of South Dakota law provided, however that: (a) written notice of the proposed dissolution shall be given to all members of the corporation not less than thirty (30) days prior to the meeting of the members at which the dissolution shall be considered; and (b) the resolution to dissolve shall be adopted by a two thirds majority of the voting members present at the meeting at which the resolution is considered.

SECTION 2.5 Dissolution. Upon the dissolution and liquidation of the corporation the Board of Directors shall, after paying or making provision for the payment of all liabilities for the corporation, distribute all of the remaining assets of the corporation to one or more organizations having exclusively charitable, religious, scientific, educational or other exempt purposes as described in §501(c)(3) of the Internal Revenue Code and is engaged in activities similar to the stated purposes of the Corporation.

ARTICLE III

Members

SECTION 3.1 Members. The corporation shall have members.

SECTION 3.2 Classes of Members. The corporation shall have the following classes of members: Professional Member, Student Member, Honorary Member, and Associate Member.

SECTION 3.3 Qualifications for Membership. The classes of members of the corporation shall have the following qualifications:

- (a) Professional Member. A Professional Member shall be a any interested person who is a physician, medical scientist, allied healthcare practioner (which includes but is not limited to: nurse, exercise physiologist, physical therapist, physical educator, occupational therapist, recreational therapist, dietician, patient educator, or respiratory therapist) and who, in his or her professional endeavors, is regularly involved with some aspect of the cardiopulmonary rehabilitation.
- (b) Student Member. A Student Member shall be any interested undergraduate or graduate student enrolled at college or university and is primarily engaged in the study of a medical or allied health curriculum. A Student Member must be a student in good standing and carrying at least a one-half normal academic course load for the academic year in which he or she desires to be a member. All questions regarding an individual's enrollment, academic status, and academic load shall be determined by the college or university at which the individual is enrolled.
- (c) Honorary Member. An Honorary Member shall be any non-member so designated by the affirmative vote of a majority of the Board of Directors. The Board of Directors may, from time to time, adopt such rules, regulations and policies regarding the designation of Honorary Members as the Board may determine to be necessary or appropriate.
- (d) Associate Member. An Associate Member shall be any individual who:
- (1) is so designated by the affirmative vote of the majority of the Board of Directors;
 - (2) is not an Honorary Member; and
 - (3) is not currently qualified to be a Professional Member or a Student Member.
- The Board of Directors may, from time to time, adopt such rules, regulations and policies regarding the designation of

Associate Members as the Board may determine to be necessary or appropriate.

SECTION 3.4 Waiver of Qualifications. The qualifications for any class of membership may be waived for any individual upon a case-by-case basis, upon the recommendation of the Membership Committee and the affirmative vote of a majority of the Board of Directors; provided however that no member shall be less than eighteen (18) years of age.

SECTION 3.5 Voting. Each Professional Member shall have one vote. Student members, Honorary Members, and Associate Members shall have no vote.

SECTION 3.6 Privileges. All members shall have the same rights and privileges to participate in the affairs of the corporation except as may be limited: (a) with regard to voting in Section 3.5 above; (b) with regard to serving on the Board of Directors as limited in Section 4.4 below; and (c) with regard to serving as an officer as limited in Section 6.2 below.

SECTION 3.7 Removal. Any member may be removed from membership by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors present in person at a duly called and held meeting at which a quorum is present. Action to remove a member from membership shall not be taken unless the member proposed to be removed: (1) has been given written notice of the proposed action at least ten (10) days prior to the meeting of the Board of Directors at which the proposed action will be considered; (2) is provided, at least twenty (20) days prior to the meeting, with copies of all written reports, allegations, correspondence or similar materials provided to the members of the Board of Directors; (3) is granted the opportunity to submit to the Board of Directors written statements, documents, correspondence and materials relating to the proposed action, copies of which shall be provided to each of the members of the Board of Directors; and (4) is granted the opportunity to speak to the Board of Directors for a reasonable period of time with respect to the proposed action. The member proposed to be

removed shall be entitled to be present during any interview or presentation to the Board of Directors by any Director or non-Director regarding the proposed removal. The member proposed to be removed shall be entitled to attend any meeting of the Board of Directors which is open to other members of the corporation.

SECTION. 3.8 Dues and Fees. The Board of Directors shall establish annual dues for membership in the corporation, which dues may vary between the classes of members. The Board of Directors shall, from time to time, make, revise, and amend rules, regulations and policies regarding payment and collection of dues, termination of membership for non-payment of dues, waiver of dues and related matters.

SECTION 3.9 Annual Meeting. The annual meeting of the members of this corporation shall be held at such place, date and time as may be chosen by the Board of Directors and designated in notice of said meeting for the purpose of the transaction of such business as may come before the meeting. If not otherwise designated by the Board of Directors, the annual meeting of the members shall be held in conjunction with the annual spring meeting of the corporation, provided however that the failure to have an annual meeting at the designated time shall not cause a forfeiture of the corporation nor an end of the term of office of the directors or officers. Under normal circumstances, the annual meeting of members shall be held in conjunction with an educational conference for members and non-members.

SECTION 3.10 Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, or by the Board of Directors, and shall be called by the President at the request in writing of not less than Fifteen percent (15%) of the members of the corporation.

SECTION 3.11 Place of Meeting. The Board of Directors shall designate a place,

within the upper Great Plains region, as the place of meeting for any annual meeting or for any special meeting of the members. A waiver of notice signed by all members entitled to vote at a meeting may designate any location as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be at the principal office of the Corporation.

SECTION 3.12 Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each member entitled to attend such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 3.13 Quorum. Ten (10) members of the corporation entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If less than Ten (10) members entitled to vote are present at a meeting, a majority of the members entitled to vote present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

SECTION 3.14 Manner of Acting. If a quorum is present, the affirmative vote of the majority of members present at the meeting and entitled to vote on the subject matter shall be the act of the members. The members present at a duly organized meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave

less than a quorum.

SECTION 3.15 Proxies. No member at any meeting of the members may vote or be represented by proxy.

SECTION 3.16 Waiver of Notice. Whenever any notice is required to be given to any member under the Articles of Incorporation, these By-Laws or any provision of law, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 3.17 Action In Writing By Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote of members. "Consent in writing" shall mean either one document or the counterparts of one document signed by any of the persons taking the action described. In the latter instance, each counterpart constitutes the action of the persons signing it, and all of the counterparts, taken together, constitute one written action of all of the persons signing them.

SECTION 3.18 Educational Programs. In conjunction with the annual meeting and other meetings of the members, the corporation shall normally conduct continuing education programs and research presentations on scientific, clinical and professional topics relating to issues of cardiac and pulmonary rehabilitation. Attendance at education programs and research presentations shall be open to both members and non-members.

SECTION 3.19 Joint Meetings. The Board of Directors may approve the participation of the corporation in meetings and programs of other organizations provided that such

meetings and programs do not conflict with the Articles of Incorporation or the By-Laws of this corporation and further the purposes of this corporation.

ARTICLE IV

Board of Directors

SECTION 4.1 General Powers. The Board of Directors shall manage the business and affairs of the corporation, shall establish policies for the Corporation, shall have control and management of the property of the Corporation, shall have charge of the annual budget and the investment of the funds of the Corporation, and shall have all the powers that may be exercised by Board of Directors pursuant to law except as otherwise provided by the Articles of Incorporation and by the By-Laws of the Corporation.

SECTION 4.2 Number. The Board of Directors shall consist of not fewer than three (3) nor more than twenty-five (25) and shall include: (a) the five (5) officers designated in these By-Laws; and (b) the Chairperson of each standing committee established by Section 5.1. At the time of the adoption of these By-Laws the number of directors is twenty-four (24). The number of directors may be changed from time to time by an amendment of this Section of the By-Laws adopted in accordance with Article X, provided that no reduction in the size of the board of directors shall act to terminate the term of any directors then in office and provided further than the vacancies created by an increase in the number of directors shall be filled at the election conducted prior to the next regular meeting of the members. A director shall not serve more than two (2) consecutive terms provided however, that service as a member of the Board of Directors as an officer or as a chairperson of a standing committee shall be disregarded in determining the number of consecutive terms served.

SECTION 4.3 Resignation. A director may resign at any time by filing his or her

resignation with the Secretary of the corporation.

SECTION 4.4 Qualifications. All directors shall be Professional Members. The Board of Directors shall normally include one physician, one exercise physiologist, one nurse, one respiratory therapist and other allied health professionals representing membership practice specialization in cardiac and pulmonary rehabilitation. In addition, normally at least one director shall reside in each geographic region identified and designated by the Board of Directors.

SECTION 4.5 Term of Office. Except as set forth in Section 4.16 below, members of the Board of Directors shall hold office for a term of two (2) years commencing upon the adjournment of the annual meeting of the members at which the election of a slate of officers, and the North Dakota and South Dakota Representatives are announced. The slate of officers (President Elect, Secretary, and Treasurer) are appointed by the Nominating Committee. Each director shall hold office for the term of his or her election and until his or her successor has been duly elected and qualified. A director appointed to fill the unexpired term of a prior director who shall serve in such office for a period exceeding twelve (12) months shall be deemed to have served a full term.

SECTION 4.6 Transition to New Board of Directors.At the adjournment of first annual meeting of the members following the adoption of these By-Laws, the term of office of all prior directors shall end and the members shall elect a board of directors and shall designate a term for each elected director. Six directors shall serve until the adjournment of the first subsequent annual meeting of the members; six directors shall serve until the adjournment of the second subsequent annual meeting of the members. Thereafter each director shall serve a term of two (2) years and until his or her successor is elected and qualified. The initial term of the directors who take office at the adjournment of the first annual meeting of the members following the adoption of

these By-Laws and elected to serve until the first subsequent annual meetings of the members shall not be considered a term for purposes of qualification to be elected to successive terms.

SECTION 4.7 Elections of Directors. Directors shall be appointed and a slate of officers (President Elect, Secretary, and Treasurer), elected by a mail ballot in accordance with the provisions of Sections 4.8 through 4.13.

SECTION 4.8 Nomination of Potential Directors. Not less than One Hundred Twenty (120) days nor more than One Hundred Eighty (180) days prior to the annual meeting of members at which the election of directors is announced, the Nominating Committee shall send a notice to each of the members soliciting the names of potential nominees for election to the Board of Directors. Any member may submit the names of one or more Professional Members as a potential nominee for election to the Board of Directors. The Nominating Committee must receive a written statement containing the name, address and professional background and interest of each potential nominee, along with such other information regarding the potential nominee as the Nominating Committee may reasonably require, and a statement of the member submitting the name of the potential nominee that the potential nominee has consented to be a candidate for the Board of Directors and to serve if elected. All names of potential nominees shall be submitted to the Nominating Committee not less than Ninety (90) days prior to the annual meeting of members at which the election of directors is announced.

SECTION 4.9 Nomination of Candidates for Directors. The Nominating Committee shall review the names and credentials of the persons submitted as potential nominees to the Executive Board and select one candidate for each vacancy, and select up to three candidates for each Representative Board position (North Dakota and South Dakota). The Nominating Committee shall give consideration to the requirements of representation to the Board of Directors

as stated in these By-Laws and such other factors for representation of the members as the Nominating Committee shall determine to be appropriate. The Nominating Committee shall confirm with each candidate that he or she consents to be a candidate to the Board of Directors and is willing to serve if elected.

SECTION 4.10 Mailing of Ballots. Not less than sixty (60) days prior to the annual meeting of members at which the election of directors is announced, the Nominating Committee shall mail a written ballot of candidates for election to the Board of Directors, as stated in section 4.9, to each of the voting members of the corporation. Such ballot shall be accompanied, either on the ballot or on a separate attachment, a statement of the name, address and professional background and interests of each candidate. Such statements shall be in substantially the same form for each candidate.

SECTION 4.11 Balloting. Voting members shall cast their ballots by mail for the election of directors as stated in section 4.9, and shall return their ballots to the Nominating Committee not less than fourteen (14) days prior to the annual meeting of members at which the election of directors is announced. Any ballot received by the Nominating Committee less than fourteen (14) days prior to the start of the annual meeting at which the election of directors is announced shall be disregarded.

SECTION 4.12 Counting of Ballots and Announcement of Election Results. The Membership Chairman shall receive the ballots for the election of directors, shall tabulate the ballots and certify the results of the election. In the event of a tie vote, the names of the tied candidates shall be submitted to the annual meeting at which the election of directors is announced for a run off ballot.

SECTION 4.13 Election Rules.The Nominating Committee may make such

additional rulings, determinations, rules, regulations, policies and procedures regarding the nominating procedure, the balloting procedure and the determination of invalid ballots or votes, consistent with these By-Laws, as may be necessary and appropriate. Any determination of the Nominating Committee may be appealed to the Board of Directors in accordance with such procedures as the Board of Directors may determine. The determination of the Board of Directors shall be final and binding upon all parties.

SECTION 4.14 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law immediately before, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of South Dakota, for the holding of additional regular meetings without other notice than such resolution and shall normally hold at least one (1) meeting annually in addition to the annual meeting.

SECTION 4.15 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of South Dakota, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 4.16 Notice. Notice of any special meeting shall be given at least ten days prior to the meeting by written notice either delivered personally, by mail or by designated delivery service to each director at his or her business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by designated delivery service, such notice shall be deemed to be delivered when the notice is delivered to the designated delivery service company. For the

purposes of these By-Laws a "designated delivery service" shall have the same definition as contained in Section 7502(f)(2) of the Internal Revenue Code of 1986, as amended.

SECTION 4.17 Waiver of Notice. Whenever any notice is required to be given to any director of the corporation under the Articles of Incorporation, these By-Laws or any provisions of law, a waiver thereof in writing signed at any time, whether before or after the time of the meeting, by the director entitled to notice, shall be deemed the equivalent of the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 4.18 Quorum. Forty Percent (40%) of the number of directors fixed by Section 4.2 hereof and who have qualified for their position shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. In the absence of fraud or misrepresentation, no contract or other transaction between the corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of the corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; provided disclosure of such transaction is made to the directors at the time the Board of Directors approves

such transaction, and the interested person, if he or she be a director, shall not be counted in determining the existence of a quorum at the meeting of the Board of Directors of this corporation at which any such contract or transaction is approved, and shall not vote upon such contract or transaction in which he or she may have an interest.

SECTION 4.19 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws.

SECTION 4.20 Proxies. At all meetings of the Board of Directors, a director may vote by proxy executed in writing by the director and given to a voting member of the corporation. Such proxy shall be filed with the Secretary of the corporation before or at the beginning of the meeting of the Board of Directors at which the proxy is to be exercised. No proxy shall be valid for a period of more than thirty (30) days from the date of its execution. The proxy may state that the proxy is given for all matters which may arise during the term of its validity, or may be limited to specific matters. A proxy cannot be voted on any matter not authorized and specified in the proxy. A proxy may be revoked by the director granting it at any time either in writing delivered to the Secretary of the corporation or by personal attendance and oral revocation at the meeting of the Board of Directors at which the proxy is sought to be voted. A proxy, once revoked, shall be invalid.

In case two or more proxies are presented at any meeting on behalf of the same director, the person holding the proxy having the later date shall be entitled to exercise such proxy. In case two or more proxies are presented bearing the same date, both proxies shall be invalid.

SECTION 4.21 Action Without A Meeting. Any action required or permitted by the corporation's Articles of Incorporation, these By-Laws or any provision of law to be taken at a

meeting of the directors of the corporation, or any action which may be taken at a meeting of the directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office, or all of the members of the committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote. "Consent in writing" shall mean either one document or the counterparts of one document signed by any of the persons taking the action described. In the latter instance, each counterpart constitutes the action of the persons signing it, and all of the counterparts, taken together, constitute one written action of all of the persons signing them.

SECTION 4.22 Meeting by Conference Telephone. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or committee by means of telephone, teleconference or similar communications equipment which allows all persons participating in the meeting to speak and to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 4.23 Removal. A director may be removed from office by affirmative vote taken at an annual meeting of the members or at a special meeting of the members called for that purpose. Such removal may be for any reason deemed sufficient to the members.

SECTION 4.24 Vacancies. Any vacancy occurring in the Board of Directors may be filled by an acting director appointed by the President. Acting directors shall satisfy all the qualifications to be a director. An acting director shall serve until the next annual meeting of the members when the vacancy shall be filled by an election by the members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 4.25 Compensation. The Board of Directors by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its

members, may provide for the payment of the actual out of pocket expenses of the directors, for service on the corporate board, and no more.

SECTION 4.26 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V

Committees

SECTION 5.1 Committees. The Board of Directors shall have an Executive Committee and seven (7) standing committees as follows: Education, Membership, Outcomes, Newsletter, Program Certification, Reimbursement and Scholarship. In addition the President may, from time to time, create such *ad hoc* committees as he or she determines to be necessary appropriate or helpful.

Standing committees, other than the Executive Committee, shall consist of one or more directors and such other persons elected by the Board of Directors who need not be directors but shall be members. The Board of Directors may elect one or more of its members as alternate members of any committee created by the board, who may take the place of any absent member or members at any meeting of such committee

SECTION 5.2 Executive Committee. The Executive Committee shall consist of the five (5) officers designated in these By-Laws. The Executive Committee shall have and may

exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation, except action in reference to: (1) amending the Articles of Incorporation; (2) adopting a plan of merger or consolidation; (3) recommending to the members a dissolution of the corporation; (4) amending these By-Laws; or (5) such other actions as may be restricted by the Board of Directors. The Executive Committee shall meet upon the call of the President or of any two Directors. The Executive Committee shall normally meet at least twice annually. A quorum of the Executive Committee shall consist of a majority of the officers.

SECTION 5.3 Education Committee. The Education Committee shall be responsible to organize and conduct a minimum of two conferences a year: the TriNetwork Spring Conference and the Fall UPCRA meeting. The Fall UPCRA meeting may involve two sites, one in North Dakota and one in South Dakota. The Education Committee may conduct or participate in additional conferences as it determined to be appropriate.

SECTION 5.4 Membership Committee. The Membership Committee shall be responsible for promotion and recruitment of members and shall prepare and revise, from time to time, membership application forms and appropriate policies and procedures for the processing of such applications. The Executive Committee shall serve as the final adjudicatory body relating to all questions of membership.

SECTION 5.5 Outcomes Committee. The Outcomes Committee shall work to promote outcomes monitoring within the UPCRA region. Responsibilities shall include: promote outcomes monitoring within the region; evaluate and recommend outcomes tracking tools; develop association outcomes tracking methods; and develop regional benchmarking.

SECTION 5.6 Newsletter Committee. The Newsletter Committee shall provide

communication and education for the membership and the public through quarterly and special edition newsletters. The Newsletter Committee shall also be responsible for publishing an annual membership directory, and the UPCRA Cardiac Rehab and Pulmonary Rehab Sites booklet as needed.

SECTION 5.7 Program Certification Committee. The Program Certification Committee shall serve as a liaison committee between AACVPR and UCPR. The Committee shall also coordinate and assist the program certification process of cardiac and pulmonary rehabilitation programs.

SECTION 5.8 Reimbursement Committee. The Reimbursement Committee shall serve as a liaison between UPCRA membership and AACVPR for issues regarding patient care and reimbursement standards, both from the private pay sector and the public sector. Committee members shall represent a geographical region and a focus of rehabilitation. The Committee shall seek to promote the availability of the cardiac and pulmonary rehabilitation programs to all members of the public.

SECTION 5.9 Scholarship Committee. The Scholarship Committee shall establish and administer criteria, guidelines and processes for scholarships to be awarded by UPCRA to rehabilitation professionals and/or organizations.

SECTION 5.10 Committee Chairpersons. Each committee shall elect a chairperson who shall also serve as member of the Board of Directors. A committee may elect co-chairpersons for its committee operations, however the committee shall designate one individual to serve as the committee chairperson serving as the member of the Board of Directors. Each committee chairperson shall serve a term of two (2) years and until his or her successor is elected and qualified. The committee chairperson shall serve no more than two (2)

consecutive terms as chairperson, except, however, chairpersons of the Education Committee and the Outcomes' Committee may serve three (3) consecutive terms as chairperson. The chairperson of a standing committee may be removed from office by the affirmative vote of a two-thirds (2/3) majority of the members of the committee taken at any regular or special meeting of the committee. Such removal may be for any reason deemed sufficient to the committee members.

SECTION 5.11 Nominating Committee. The Nominating Committee shall consist of five (5) members as follows: the President, President Elect, Immediate Past-President, Membership Chairman, and the Secretary. The Nominating Committee shall be chaired by the President. The Nominating Committee shall present to the voting members a slate of officers (President Elect, Secretary and Treasurer and up to 3 Candidates for each Representative position (North Dakota and South Dakota)). The Nominating Committee shall not be considered a standing committee.

SECTION 5.12 Ad Hoc Committees. All *ad hoc* committees shall be created and appointed by the President and shall normally consist of at least three (3) members. An *ad hoc* committee shall undertake such projects as may be provided in a statement of purpose signed by the President at the time of the creation of the *ad hoc* committee. All *ad hoc* committees shall be automatically dissolved upon the President's departure from office. The President may enlarge, reduce or change the size, membership, authority, or responsibilities of and discharge any *ad hoc* committee.

SECTION 5.13 Committee Procedure. Except as otherwise limited by law, by these By-Laws or by action of the Board of Directors, each standing or *ad hoc* committee shall fix its own rules governing the conduct of its activities and shall make such reports of its activities to

the Board of Directors or to the President as the Board of Directors or the President may request. The Board of Directors may amend, revise or reverse any action of any standing or *ad hoc* committee, including the Executive Committee. The Board of Directors may enlarge, reduce or change the size, membership, and authority responsibilities of any standing committee other than the Executive Committee.

ARTICLE VI

Officers

SECTION 6.1 Number. The officers of the corporation shall consist of a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past-President. The President-Elect, Secretary and Treasurer shall be elected by the voting members in accordance with the provisions of Section 6.3 through 6.9. Upon the end of the term of office of the President, the successor President shall be the individual who was elected and served as President-Elect. The Immediate Past-President shall be the individual who was elected and served as President immediately preceding the current President. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President, Immediate Past President, and Secretary.

SECTION 6.2 Qualification. Only voting members shall be elected as officers of the Corporation. No person shall serve more than two (2) consecutive terms in any office.

SECTION 6.3 Election. Officers shall be nominated and elected by a mail ballot in accordance with the provisions of Sections 6.4 through 6.9.

SECTION 6.4 Nomination of Potential Officers. Not less than One Hundred Twenty (120) days nor more than One Hundred Eighty (180) days prior to the annual meeting of members at which the election of officers is announced, the Nominating Committee shall send a notice to each of the members soliciting the names of potential nominees for election as officers. Any member may submit the names of one or more Professional Members as potential nominees as officers. The Nominating Committee must receive a written statement containing the name, address and professional background and interest of each potential nominee, along with such other

information regarding the potential nominee as the Nominating Committee may reasonably require and a statement of the member submitting the name of the potential nominee that the potential nominee has consented to be a candidate for the particular office and to serve if elected. All names of potential nominees shall be submitted to the Nominating Committee not less than Ninety (90) days prior to the annual meeting of members at which the election of officers is announced.

SECTION 6.5 Nomination of Candidates for Offices. The Nominating Committee shall review the names and credentials of the persons submitted as potential nominees and select a slate of officers and select no more than 3 candidates to run for State Representative Board positions. The Nominating committee shall confirm with each candidate that he or she consents to be a candidate for the office to which he or she is nominated and is willing to serve is elected.

SECTION 6.6 Mailing of Ballots. Not less than sixty (60) days prior to the annual meeting of members at which the election of officer is announced, the Nominating Committee shall mail a written ballot of candidates for offices to each of the voting members of the corporation. Such ballot shall be accompanied, either on the ballot or on a separate attachment, a statement of the name, address and professional background and interests of each candidate. Such statements shall be in substantially the same form for each candidate.

SECTION 6.7 Balloting. Voting members shall cast their ballots for the election of the officers and shall return their ballots to the Nominating Committee not less than fourteen (14) days prior to the annual meeting of members at which the election of officers is announced. Any ballot received by the Nominating Committee less than fourteen days prior to the start of the annual meeting at which the election of officers is announced may be disregarded.

SECTION 6.8 Counting of Ballots and Announcement of Election Results. The

Nominating Committee shall receive the ballots for the election of officers, shall tabulate the ballots and certify the results of the election. The results of the election shall be announced to the meeting of the members. In the event of a tie vote, the names of the tied candidates shall be submitted to the annual meeting at which the election of officers is announced for a run off ballot.

SECTION 6.9 Election Rules. The Nominating Committee may make such additional rulings, determinations, rules, regulations, policies and procedures regarding the nominating procedure, the balloting procedure and the determination of invalid ballots or votes, consistent with these By-Laws, as may be necessary and appropriate. Any determination of the Nominating Committee may be appealed to the Board of Directors in accordance with such procedures as the Board of Directors may determine. The determination of the Board of Directors shall be final and binding upon all parties.

SECTION 6.10 Term of Office. Each officer shall hold office for a term of two (2) years and until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter stated. An officer shall begin his or her term of office upon the close of the annual meeting of the members at which he or she is elected. The President-Elect and Secretary shall be elected in the same year and the Treasurer shall be elected in alternate years.

SECTION 6.11 Removal. Any officer elected by the voting members may be removed upon the recommendation of a majority of the Board of Directors and the affirmative vote of a majority of the voting members present at a regular or special meeting of the members. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation would be served thereby. The removal of any officer or agent shall be without prejudice to the contract rights, if any, of the

person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 6.12 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by appointment of the President for the unexpired portion of the term, except that the President-Elect shall serve as President in the event of a vacancy in the office of President. A person who is elected to serve more than fourteen (14) months of an unexpired term shall be considered as having served a full term.

SECTION 6.13 President. The President shall be the chief operating officer of the corporation and, subject to the control of the Board of Directors, shall have general charge and management of all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members, the Board of Directors and of the Executive Committee. The President shall have the authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. Except as otherwise provided by law or the Board of Directors, the President may authorize the Secretary or other officer or agent of the corporation to sign, execute

and acknowledge such documents or instruments in his or her place and stead. In general, the President shall make reports to the Board of Directors and members and shall perform all duties incident to the office of President of the corporation as may properly be required of him or her by the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6.14 President-Elect. In the absence of the President or in the event of his or her death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall serve on the Education Committee and shall be responsible for the UPCRA Display Board. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 6.15 Secretary. The Secretary shall: (a) keep the minutes of the members', the Board of Directors', and the Executive Committee meetings in one or more books provided for that purpose; (b) see that all notices of meetings and other matters are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member, each director and each officer which shall be furnished to the Secretary by such member, director and officer; (e) have charge of the correspondence and conduct the same in consultation with the President and make a report thereof to the Board of Directors; (f) on or before the first day of the annual billing period, or at a time designated by the Board of Directors, shall mail to each member a bill for his or her dues and assessments as of that date for the ensuing 12 months; (g) if any member is delinquent

in his or her dues, shall notify such member of any arrears owed and call to their attention to the penalty for non-payment of such arrears; and (h) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In case of the absence of the Secretary, the directors shall select someone to act in place of the absent secretary.

SECTION 6.16 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Section 8.4 of these By-Laws; (c) keep proper books, records, and accounts which shall at all time be open for examination by the President, the Board of Directors, or a designated representative of the Board of Directors; (d) receive and collect all fees, dues and assessments and all monies belonging to the corporation; (e) present a statement summarizing the receipts and disbursements of the corporation to the Board of Directors following the close of the fiscal year of the corporation and at such other times as the Board of Directors or the Executive Committee may request, which statements shall comply with such accounting standards as the Board of Directors may determine; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 6.17 Immediate Past President. The Immediate Past President shall (a) serve as parliamentarian at all meetings of the members, the Board of Directors and the

Executive Committee; (b) assist the President and the Board of Directors to formulate specific goals for the corporation; (c) perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

SECTION 6.18 Assistants and Acting Officers. There shall be such number of Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time authorize. The Assistant Treasurers shall, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to act as assistant to any officer or to perform the duties of such officer whenever, for any reason, it is impracticable for such officer to act personally and such assistant or acting officer appointed by the Board of Directors shall have the power to perform all the duties of the office to which he or she is so appointed to be assistant, or as to which he or she is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors. Assistant officers shall serve from the date of his or her appointment until the start of the next annual meeting of the members. Assistant officers may serve an unlimited number of terms. Any assistant officer may be removed at any time by the Board of Directors.

ARTICLE VII

Indemnification, Liability and Transactions

SECTION 7.1 Indemnification; Third Party Actions. Unless otherwise limited by any provision of law, the corporation shall indemnify any person who was or is a party or is

threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, other than an action by or in the right of the corporation, by reason of the fact that person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, suit or proceeding if that person acted in good faith and in a manner that person reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of guilty or nolo contendere or its equivalent does not, of itself, create a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful. However, this indemnity provision shall not extend to those matters as to which a recovery shall be had against such person by reason of such person having been finally adjudged in such action, suit or proceeding to have been guilty of fraud, willful negligence or willful misconduct in the performance of his or her duties.

SECTION 7.2 Indemnification; Successful Defense of Action. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1 hereof, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses,

including attorney's fees, actually and reasonably incurred by him in connection therewith.

SECTION 7.3 Indemnification; Determination of Rights. Except in a situation governed by Section 7.2 hereof, any indemnification under Section 7.1 hereof, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the applicable Section. Such determination shall be made: (a) by a majority vote of the Board of Directors acting at a meeting at which a quorum consisting of directors who were not parties to such action, suit or proceeding, is present, or (b) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel, compensated by the corporation, in a written opinion, or (c) by the members by a majority vote of the members entitled to vote in the election of directors.

SECTION 7.4 Indemnification; Expenses Advanced. Any expense incurred by an officer or director in defending a civil or criminal action, suit or proceeding, including all appeals, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of such director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as otherwise provided in this Section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

SECTION 7.5 Indemnification; Other Rights Not Affected. The indemnification provisions contained in this Article are not exclusive of any other rights to which those seeking

indemnification may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 7.6 Liability of Directors and Officers. Except as otherwise provided by any provision of law, no person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or as an officer of the corporation, or of any other corporation which he or she serves as a director or officer at the request of the corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his or her own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which the individual had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which such person may be entitled as a matter of law.

SECTION 7.7 Incorporation of Statutory Provisions by Reference. The foregoing provisions in this Article are not intended to be in limitation of any provisions existing in South Dakota law, from time to time, limiting the liability and providing for the indemnity of directors and officers of the corporation. Rather, the foregoing provisions are intended to be in addition to any such statutory authorizations, which statutory authorizations, as may exist from time to time, are made a part of these By-Laws by this reference as if set forth in full herein.

SECTION 7.8 Transactions with the Corporation. The Board of Directors may,

from time to time, authorize transactions by members, directors, officers and employees with the corporation provided that such member, director, officer or employee discloses his or her interest in such transaction and such transaction is adopted and ratified by a majority of the disinterested members of the Board of Directors.

SECTION 7.9 Purchase of Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Section or of the South Dakota Business Corporation Act.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

SECTION 8.1 Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

SECTION 8.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 8.3 Checks, Drafts, etc.. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from

time to time be determined by resolution of the Board of Directors.

SECTION 8.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

Fiscal Year

SECTION 9.1 Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of April and end of the 31st day of March in each year.

ARTICLE X

Amendments

SECTION 10.1 Proposal of Amendment. Amendments to these By-Laws may be initiated: (a) by a written proposal signed by at least five (5) Members in good standing; or (b) action of the Board of Directors taken at any duly called and held regular or special meeting of the Board at which a quorum is present in person or by proxy, and adopted by a two-thirds (2/3) majority vote of those directors voting at such meeting.

SECTION 10.2 Delivery to President. The proposed amendment shall be delivered in writing to the President at least sixty (60) but not more than one hundred twenty (120) days prior to the annual meeting of the Members.

SECTION 10.3 Notice to Members. Written notice and a copy of the proposed amendment shall be given to the Members at least thirty (30) days prior to the annual meeting of the Members.

SECTION 10.4 Adoption. Amendments to these By-Laws may be adopted by a two thirds (2/3) majority of the votes cast at the duly called and held annual meeting of Members

immediately following proposal, delivery to the President and notice to Members as provided in this Article.

SECTION 10.5 Effective Date. An amendment to these By-Laws shall become effective upon the adjournment of the annual meeting at which the amendment was adopted.

CERTIFICATION OF BY-LAWS

The undersigned, being the Secretary of Upper Plains Cardiopulmonary Rehabilitation Association, a South Dakota corporation, does hereby certify that the foregoing By-Laws of that corporation were adopted by a consent in writing signed by each of the voting members of the corporation to effective as of October ____, 2000.

Dated at Sioux Falls, South Dakota this ____ day of October, 2000.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary of the corporation and have impressed the seal of the corporation on the above date.

Secretary

(CORPORATE SEAL)