

BYLAWS OF THE COUNCIL OF CLINICAL HEALTH PSYCHOLOGY TRAINING PROGRAMS (CCHPTP)

ARTICLE 1: NAME AND PURPOSE

The name of the corporation is the Council of Clinical Health Psychology Training Programs, hereinafter referred to as CCHPTP. CCHPTP is organized under and will operate as a District of Columbia not-for-profit corporation, and will have such powers as are now or as may hereafter be granted by the District of Columbia Nonprofit Corporation Act (the "Act").

The purpose of the Council of Clinical Health Psychology Training Programs (CCHPTP) is to promote the advancement of graduate and postgraduate education and training within the field of clinical health psychology. Consistent with this purpose, CCHPTP member programs shall strive to educate and train future clinical health psychologists to promote human welfare and to advance the growth of health psychology science and practice. CCHPTP espouses graduate and postdoctoral education and training that produces a clinical health psychologist capable of functioning as a scientific investigator and as a practitioner, consistent with the highest standards of clinical health psychology.

The specialty of Clinical Health Psychology applies scientific knowledge of the interrelations among behavioral, emotional, cognitive, social, and biological components in health and disease to the promotion and maintenance of health; the prevention, treatment and rehabilitation of illness and disability; and the improvement of the health care system. The distinct focus of Clinical Health Psychology is on physical health problems. The specialty is dedicated to the development of knowledge regarding the interface between behavior and health, and to the delivery of high quality services based on that knowledge to individuals, families, and health care systems (from CRSP petition: Archival Description of Clinical Health Psychology). In theory, training, and practice, professionals involved in the field of clinical health psychology strive to understand the roles of gender, culture, ethnicity, race, sexual orientation, disability, and other dimensions of diversity in people's lives.

In furtherance of this purpose, CCHPTP shall promote:

1. The scientific basis of clinical health psychology;
2. Education and training in and use of assessment and intervention procedures in clinical health psychology that are empirically supported;

3. Education and training in evidence-based practice, which is a process of clinical decision making that involves the integration of best available research evidence with clinical expertise and patient preferences and characteristics;
4. Research regarding the validation of assessment and treatment techniques as well as any other research of interest to clinical health psychologists;
5. Education and training in the research methodology for developing and evaluating new assessment and intervention procedures in clinical health psychology;
6. Dissemination of information, exchange of views, collection of data, and facilitation of communication concerning education and training in clinical health psychology;
7. Participation in the formulation of policies concerning clinical health psychology education and training;
8. Representation of CCHPTP programs within organizations relevant to graduate and postgraduate education in clinical health psychology;
9. Consultation in clinical health psychology education and training to other scientific and professional organizations;
10. Cooperation with other organizations concerned with clinical health psychology; and
11. Other conduct as shall be in furtherance of CCHPTP's major purpose.

Notwithstanding the foregoing or any other provision of these bylaws, no part of the net earnings of CCHPTP shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that CCHPTP 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 above. No substantial part of the activities of the CCHPTP shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and CCHPTP shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. CCHPTP shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States revenue statute, as amended from time to time, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States revenue statute, as amended from time to time.

ARTICLE II: OFFICES AND REGISTERED AGENT

CCHPTP shall have and continuously maintain in the District of Columbia a registered office, and a registered agent whose office is identical with such registered office, as required by the District of Columbia Non-Profit Corporation Act. The registered office may be, but need not be, identical with CCHPTP's principal office, and the address of the registered office or the registered agent may be changed from time to time by the Board of Directors in conformance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

ARTICLE III: MEMBERS

Section 1. Program Members. The members of CCHPTP shall be clinical, counseling, or school health psychology programs at regionally accredited, comprehensive universities in the United States and Canada that offer graduate clinical health psychology training at the doctoral level; doctoral internship programs that offer clinical health psychology experiences; and postdoctoral training programs in clinical health psychology. The training at all of these levels must be compatible with a scientist-practitioner model (or related models such as the "clinical scientist" model). To be admitted as a member, a program must have an identifiable faculty in clinical, counseling, or school health psychology, and a history of producing clinical health psychology professionals using the scientist-practitioner training model. Minimally acceptable criteria is established by the Board of Directors, which shall grant membership status in accordance with these bylaws.

- A. Individual members: Eligible individuals are psychologists (non-students or trainees) who have interests in, are involved in, or plan to be involved in clinical health psychology training at the graduate or postgraduate level. Individual members need not be from member programs.

Section 2. Additional Classes. At its discretion, the Board of Directors may create additional classes of membership.

Section 3. Election of Members. Applicant programs shall be elected to membership by the Board of Directors. An affirmative vote of two-thirds (2/3) of the Board Members eligible to vote shall be required for election. All applicants for membership shall file with the Secretary-Treasurer a written application in such form as the Board of Directors shall from time to time determine.

Section 4. Member Representatives. The clinical health psychology program director or faculty designee from a member program will serve as the member's representative (each a "Member Representative") in any meeting of CCHPTP members. If the Member Representative cannot attend a meeting, any faculty member of that member program may represent the member program, provided that the name of the alternate representative is communicated in writing (by postal mail, e-mail, or fax) to the

Secretary-Treasurer of CCHPTP before such meeting. Any Member Representative may act for his or her program in any business of CCHPTP.

Section 5. Voting Rights. Each program member through its Member Representative shall be entitled to one (1) vote on each matter submitted to a vote of the members. Individual members do not have voting rights.

Section 6. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors eligible to vote, may suspend or expel a member for cause after an appropriate hearing, and may terminate the membership of any member who becomes ineligible for membership, or any member who shall be in default of dues for the period fixed in Article XI, without a hearing.

Section 7. Resignation. Any member may resign by filing a written resignation with the Secretary-Treasurer, but such a resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment, or other charges theretofore accrued and unpaid.

Section 8. Reinstatement. Upon written request by a former member and filed with the Secretary-Treasurer, the Board of Directors may, by the affirmative two-thirds (2/3) vote of the Directors eligible to vote, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 9. Transfer of Membership. Membership in CCHPTP is not transferable or assignable.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the members shall be held at a time and location determined by the Board. All Member Representatives (or their designees) from member programs will be invited to attend. Official business will take place during this meeting.

Section 2. Special Meetings. Special meetings may be called by a two-thirds (2/3) vote of the Board of Directors, or at least one-quarter (1/4) of the members entitled to vote. Special meetings shall be held within six (6) months after receipt of a valid request or on the particular date proposed in the request.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the District of Columbia, as the place of meeting for the annual meeting or for any special meeting called by the Board of Directors.

Section 4. Notice of Meetings. Notice of an annual meeting (or any special meeting as specified in Article IV, Section 2) shall be communicated in writing to all Member Representatives by the Secretary-Treasurer at least twenty (20) days before the meeting. Notice shall be delivered by mail, facsimile, or by e-mail transmission. The

notice of a meeting shall be deemed to be delivered when the notice is sent to the most recent address, facsimile number or e-mail address of the Member Representative as contained in the records of the Secretary-Treasurer.

Section 5. Quorum. No less than one-quarter (1/4) of the Member Representatives shall constitute a quorum at any meeting or for purposes of voting by mail, facsimile, email or any other means of written, electronic, or telephonic voting. If a quorum is not present at any meeting of members, a majority of the Member Representatives present may adjourn the meeting without further notice. Members who vote by mail, telephone call, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for purposes of this section.

Section 6. Proxies. Vote by proxy shall not be allowed.

Section 7. Manner of Acting. A majority of the votes cast, assuming that at least one-quarter (1/4) of the Member Representatives voted, shall be necessary for the adoption of a proposed action, unless a greater proportion is either required by these Bylaws or by the Board of Directors.

Section 8. Voting. All voting, except the election of Directors as specified in Article V, Section 3, may occur at the annual meeting or by mail, facsimile, e-mail transmission, or any other means of written, electronic or telephonic transmission specified by the Board of Directors; provided that the member voting shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member. Whether a vote is taken at an annual meeting or by other means, a quorum must be present or participate as specified in Article IV, Section 5. If a vote is performed by written means at a time other than the annual meeting, the Secretary-Treasurer will notify all Member Representatives of the matter to be voted upon. This notification will be designated as having occurred if the Secretary-Treasurer sends this notification to the most recent address, facsimile number or e-mail of the Member Representative. The form of the ballot, the manner of voting, and the time in which to respond will be specified by the Board of Directors. After that time, the Secretary-Treasurer shall count all returned ballots and notify the membership of the result.

Section 9. Action without a Meeting. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a consent form with the text of the resolution or matter is sent to and signed by a majority of all of the members casting a vote, subject to the quorum requirements set forth in Section 5. Such consent in writing shall have the same force and effect as a vote of the members at a meeting and may be described as such in any document executed by CCHPTP.

ARTICLE V: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of CCHPTP shall be managed by its Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation of CCHPTP, in these Bylaws, or the District of

Columbia Nonprofit Corporation Act that are necessary or convenient to carry out the purposes of CCHPTP. The Board of Directors shall be authorized to accept gifts on behalf of CCHPTP and may enter into agreements concerning the use of such gifts without further ratification by members of CCHPTP so long as such agreements are consistent with the purposes of CCHPTP.

Section 2. Number, Tenure and Qualification of the Board. The number of Directors shall be six (6) to nine (9), plus any ex officio members that the Board shall, in its discretion, appoint. The Board shall include the two (2) officers, four (4) to seven (7) elected Board members, and any number of appointed ex officio members. Each elected Director (except the two officers) shall hold office for three (3) years and until his/her successor shall have been elected and qualified. The three (3)-year terms shall be staggered to the extent possible so that no more than three (3) terms expire each year. Officers of the Board shall remain on the Board during the duration of their terms of office including their re-elections. Any Member Representative shall be entitled to serve on the Board. New Directors shall assume office at the commencement of the Board meeting that coincides with the annual meeting of CCHPTP. Service on the Board of Directors shall be limited either to (a) two (2) consecutive three- (3-) year terms, (b) one (1) term and a fraction of a second term, or (c) until the Board member's term as an officer expires. There shall be no limit to the number of terms that a particular individual can serve on the Board, so long as there is a break in service after two (2) consecutive terms.

Section 3. Elections. No more than three (3) Directors shall be elected by a vote of the Member Representatives conducted during the fall of each year. The number of Directors elected will be determined by the number whose term of office has expired (unless that Board member was elected by fellow Board members to serve as an officer), and keeping the composition from six (6) to nine (9) Directors. The Board seeks to have, and unless that Board member was elected to serve as an officer.

The votes will be conducted by mail, facsimile, or e-mail. The Secretary-Treasurer will send a ballot to each Member Representative. This ballot will be designated as having been delivered if the Secretary-Treasurer sends this notification to the most recent address, facsimile number or e-mail of the Member Representative. Member Representatives will have one (1) month to vote by rank-ordering the candidates and returning their vote to the Secretary-Treasurer. The votes shall be counted using the Hare system (or "single transferable vote").

There will be at least two (2) individuals nominated for each open seat on the Board of Directors. To be eligible for election, an individual must be a Member Representative and must consent to run for office. The Board, upon majority vote, may nominate any eligible Member Representative. Any eligible individual nominated by at least five (5) Member Representatives will be placed on the ballot. The procedure used to collect nominations to the ballot from the general membership of CCHPTP shall be at the discretion of the Secretary-Treasurer.

Section 4. Regular Meetings. Two (2) regular meetings of the Board of Directors shall be held each year. One meeting will coincide with the midwinter meeting of CCHPTP. The other meeting often will coincide with the annual meeting of the American Psychological Association, but can occur at any time and place specified in advance by the Chair of the Board of Directors. The general membership of CCHPTP will not need any additional notice of these two regular meetings.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of at least four (4) Directors or fifteen percent (15%) of the members entitled to vote. Requests for such meetings shall be made in writing to the Chairperson of the Board and such meetings shall be held within two (2) months of receipt of request or on the particular date specified in the request. The Chairperson shall decide the place of the special meeting, either within or without the District of Columbia, or may hold the special meeting by means of conference telephone call or by any means of communication by which all persons participating in the meeting are able to hear each one another.

Section 6. Quorum. The presence of a majority of Directors eligible to vote shall constitute a quorum for the transaction of business at any meeting of the Board; and, if less than a majority of the Board members eligible to vote are present at any meeting, those present may adjourn the meeting without further notice until a quorum is present.

Section 7. Proxies. Proxy voting at any meeting of the Board of Directors shall not be permitted.

Section 8. Manner of Acting. The act of a majority of the Directors who are eligible to vote and are present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Board members, even if less than a quorum. A Director elected to fill a vacancy shall be elected until the next annual election. At the next annual election, the remainder, if any, of the term in which the vacancy occurred shall be filled by submitting the names of at least two nominees for the vacancy in an election conducted in the manner prescribed in Article V, Section 3.

Section 10. Removal. The Board of Directors, by affirmative vote of two-thirds (2/3) of all Directors, may remove a member of the Board with or without cause. Any individual who has been elected to the Board (including as an officer), but who is no longer a Member Representative, may continue as a Director for the remainder of his/her term of office. However, a Director who is not a Member Representative cannot vote on matters before the general membership.

Section 11. Compensation. Directors shall not receive any compensation for their services related to serving on the Board of Directors. However, Directors may be

compensated or reimbursed by CCHPTP for their travel expenses to and from Board meetings as well as to meetings for other organizations to which they serve as liaisons.

Section 12. Informal Action by the Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all Directors. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by CCHPTP.

ARTICLE VI: OFFICERS

Section 1. Officers. The officers of CCHPTP shall be a Chairperson and a Secretary-Treasurer and such other officers as specified by a majority of the Board of Directors. Other than Secretary-Treasurer, no two (2) offices may be held by the same person.

Section 2. Election and Term of Office. (a) Election: The Board of Directors shall elect from among its seated members the Chairperson and Secretary-Treasurer as well as other such officers as it shall deem advisable. All Directors, at the time that an office is being filled, are eligible for election as of an officer unless that Director is no longer serving as a Member Representative. Once in office, the elected officer may complete his/her term of office even though s/he is no longer a Member Representative.

(b) Length and Number of Terms: The terms of office for the Chairperson and Secretary-Treasurer shall be limited to two (2) years. These terms shall be staggered such that the elections for the Chairperson and for the Secretary-Treasurer shall occur on alternate years, when possible. The Chairperson and the Secretary-Treasurer are eligible for reelection to office by the Board twice in succession, resulting in a maximum of six (6) years in office.

(c) Officers as Directors: Elected officers are full Directors as long as they hold their office. An officer is not eligible for election to a regular Board seat while holding the office of Chairperson or Secretary-Treasurer.

(d) Assumption and Termination of Role as Officer: Newly elected officers shall assume office immediately following the conclusion of the annual meeting of CCHPTP or an alternative time designated by the Board. An officer's term normally shall end at the conclusion of the annual meeting of CCHPTP, but not until the successor to the office has been duly elected and qualified, any other provision of these Bylaws notwithstanding. Consistent with Article V, Section 2, when the Chairperson or Secretary-Treasurer has completed his/her term(s) of office without re-election, that individual will be ineligible for election to a regular seat on the Board of Directors for at least one (1) election cycle.

Section 3. Removal. Any officer may be removed from office by an affirmative vote of two-thirds (2/3) of directors qualified to vote whenever in their judgment the best interest of CCHPTP would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Resignations shall be in writing and addressed to the Chairperson of the Board.

Section 5. Chairperson. The Chairperson shall be the principal executive officer of CCHPTP and shall supervise and control all of the business and affairs of CCHPTP. He/she shall preside at all meetings of the members and of the Board of Directors or, if absent, shall designate a Director to fulfill his/her responsibilities in the event that the Secretary-Treasurer is also absent. He/she shall also designate a Director to fulfill the responsibilities of the Secretary-Treasurer in the event that he/she is absent. The Chairperson may appoint committees, either within the Board or among the general membership, to achieve specified goals, as long as those goals do not interfere with, amend or abridge the duties, responsibilities, and powers of the officers of CCHPTP or of its Board of Directors. He/she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of CCHPTP; and, in general, he/she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary-Treasurer. The Secretary-Treasurer is the secondary executive officer of CCHPTP. In the absence of the Chairperson, the Secretary-Treasurer shall perform the duties of the Chairperson, and when so acting shall have all the powers and be subject to the restrictions upon the Chairperson.

The Secretary-Treasurer shall have charge and custody of and be responsible for all funds and securities of CCHPTP; may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed; may receive and give receipts for monies due and payable to CCHPTP from any course whatsoever; and shall deposit all such moneys in the name of CCHPTP in such banks, trust companies and other depositories as shall be selected in accordance with Article VII. If required by the Board of Directors, the Secretary-Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The financial records of CCHPTP as kept by the Secretary-Treasurer shall be open to all members. The Secretary-Treasurer will provide annual accounting of the financial status of CCHPTP to the members and to the Board of Directors.

The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the

provisions of these Bylaws or as required by law; be custodian of the corporate records; keep a register of the addresses, facsimile numbers, telephone numbers, e-mail addresses, and other identifying information for all Member Representatives; and, in general, perform all duties incident to the Office of Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the Chairperson or the Board of Directors.

Section 7. Compensation. The compensation of officers of the Board shall be governed by the same rules that apply to Directors, as specified in Article V, Section 11.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or agent of CCHPTP, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CCHPTP, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of CCHPTP shall be signed by the Chairperson or the Secretary-Treasurer. If both of these officers are unable to perform this function, the Board of Directors may specify another Director or agent to perform this function.

Section 3. Deposits. All funds of CCHPTP shall be deposited from time to time to the credit of CCHPTP at such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of CCHPTP any contribution, gift, bequest or devise for the general purposes or for any special purpose of CCHPTP, as provided for in Article V, Section 1.

Section 5. Funds. The Board of Directors shall seek to obtain such other funds as necessary to fulfill the goals of CCHPTP in accordance with its charitable, educational, and scientific purpose.

ARTICLE VIII: CERTIFICATES OF MEMBERSHIP

The Board of Directors may provide for the issuance of certificates evidencing membership in CCHPTP, which shall be in such form as may be determined by the Board of Directors.

ARTICLE IX: BOOKS AND RECORDS

On behalf of CCHPTP, the Secretary-Treasurer shall keep correct and complete records of all financial transactions of CCHPTP. The Secretary-Treasurer will also keep minutes of the proceedings of all meetings of the general membership and the Board of Directors. All records may be kept in either printed form or stored on electronic media. All books and records of CCHPTP may be inspected by any member, or his/her agent or attorney, for any proper purpose at a reasonable time.

ARTICLE X: PUBLICATIONS

CCHPTP, by a majority vote of the Board of Directors, may establish and publish periodicals and other publications devoted to the dissemination of scientific education consistent with purposes of CCHPTP.

ARTICLE XI: FISCAL YEAR

The fiscal year of CCHPTP shall begin on May 1st of a particular year and end on April 30th of the next year.

ARTICLE XII: DUES

Section 1. Annual Dues. The Board of Directors may determine the amount of fee, if any, and annual dues payable to CCHPTP by *program members* and *individual members*.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of the fiscal year, unless such date is changed by the Board. A member, whether individual or program member, shall pay dues for the entire membership year in which membership starts.

Section 3. Default and Termination of Membership. When any member shall be in default in payment of dues for a period of twenty-four (24) months from the beginning of the fiscal year or period for which such dues became payable, the membership of the program in default may be terminated by the Board of Directors in the manner provided in Article III, Section 6.

ARTICLE XIII: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the District of Columbia Non-Profit Corporation Act or under the provisions of CCHPTP's articles of incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting will also constitute a waiver of notice unless the person attending such meeting states that the

purpose of his or her attendance is to object to the conduct of business on grounds that the meeting was not lawfully called or convened.

ARTICLE XIV: AMENDMENTS TO ARTICLES AND BYLAWS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed and new Articles of Incorporation and Bylaws may be adopted only by a two-thirds (2/3) vote of the Member Representatives responding by mail, facsimile or e-mail or other electronic ballot or voting at any regular or special meeting. Amendments may be proposed by a majority of the Board of Directors or by petition submitted to the Secretary-Treasurer and signed by at least twenty-five (25) members in good standing. If mail, facsimile or e-mail or other electronic ballots are used, they shall conform to the method prescribed in Article IV, Section 8, except that in the case of mail, facsimile e-mail, or other electronic ballot, the motion to amend shall be provided to members at least ninety (90) days prior to the vote. The ballot shall be deemed to be delivered when the ballot is sent to the most recent address, facsimile number or e-mail address of the Member Representative. Ballots shall be returned within thirty (30) days of the date when the ballot was sent.

ARTICLE XV: MISCELLANEOUS PROVISIONS

Section 1. Seal. The seal of CCHPTP shall be circular in form and shall have inscribed thereon the words, "Council of Clinical Health Psychology Training Programs," "District of Columbia" and "Corporate Seal."

Section 2. Dissolution. Upon the dissolution of CCHPTP, after paying or adequately providing for the payment of the debts, obligations and liabilities of the organization and satisfying any other requirements under District of Columbia law regarding dissolution, the remaining assets of this organization shall be distributed proportionately to all members that are tax-exempt under section 501(c)(3) of the Internal Revenue Code at the time of the dissolution based on their proportionate contribution to CCHPTP or to such other 501(c)(3) organization or organizations determined by a majority vote of the members.

Section 3. Parliamentary Procedure. All matters of parliamentary procedure will be guided by Sturgis, *The Standard Code of Parliamentary Procedure*, 4th Ed. ("Sturgis") to the extent such Code is not inconsistent with any external laws, the Articles of Incorporation, these Bylaws, or any special rules of order the Organization may adopt.

Section 4. Electronic Communications, Records, Signatures. Unless otherwise required by applicable law, if any provision of these Bylaws or the rules or regulations of CCHPTP requires a notice or communication to any member, director, or committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these Bylaws or the rules or regulations of CCHPTP

requires the signature of a member, director, or committee member, an electronic signature satisfies the requirement.

ARTICLE XVI: INDEMNIFICATION AND INSURANCE

CCHPTP will indemnify all Officers and Directors of CCHPTP to the full extent permitted by the Act and the Articles of Incorporation, and will purchase insurance for such indemnification of officers and Directors as may be deemed to be necessary and appropriate from time to time by the Board of Directors.

Adopted October 23, 2007

Revised February 24, 2015