

**ACTION BY WRITTEN CONSENT  
OF THE SOLE INCORPORATOR OF  
ASSOCIATION OF INDEPENDENT MEDICAL SYSTEMS VALUE ADDED RESELLERS**

Pursuant to the provisions of Section 1702.10 of the Ohio Revised Code, the undersigned, being the sole incorporator of the Association of Independent Medical Systems Value Added Resellers, an Ohio nonprofit corporation (the "Corporation"), does hereby adopt the following resolution by its written consent:

RESOLVED, that the Bylaws and Regulations of Association of Independent Medical Systems Value Added Resellers attached hereto as Exhibit "A" are hereby adopted as and for the Regulations of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has hereunto set its hand this 13<sup>th</sup> day of April, 1999.

ACFB INCORPORATED.  
Sole Incorporator



**BYLAWS AND  
REGULATIONS  
OF  
ASSOCIATION OF INDEPENDENT MEDICAL SYSTEMS VALUE ADDED  
RESELLERS**

**ARTICLE I**

**PURPOSE**

Section 1. The purpose or purposes for which the Corporation is formed are:

- (a) to promote the educational interests and welfare of the members of the Corporation:
- (b) to receive and administer funds for the benefit of the Corporation. or its successor, and to that end to take and hold, by bequest, devise, gift, purchase or lease. either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law:
- (c) to sell, lease, borrow, encumber, exchange, subdivide, convey and dispose of any such property and to invest and reinvest principal and income thereof and to deal with and expend principal and income there from for the purposes set forth in this Article Third without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law:
- (d) to borrow money and issue evidence of indebtedness in furtherance of the charitable purposes of this Corporation and to secure same by mortgage, pledge or other lien on property;
- (e) to own, use, buy. sell, mortgage or encumber real and personal property as will tend to promote the objects of this Corporation and the doing of all things necessary or incident to the purposes of this Corporation; and
- (f) to engage in any lawful act or activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code.

## **ARTICLE II**

### **MEMBERS**

Section 1. Membership. The Members of the Corporation shall consist of the initial Board of Trustees (sometimes referred to herein as the 'Board') and those persons who pay membership dues, and whose membership application is accepted by the Board of Trustees. The amount of the membership dues shall be determined from time to time by the Board. Membership shall not be denied on the basis of race, color, national origin, ancestry, religion or sex. There shall be three classes of membership. Regular members shall be entities whose primary focus is systems integration of computer software and/or hardware for the health care industry, provided, however, that such entities are not substantially involved in the manufacture of computer software or hardware for the health care industry. Constituent members are entities otherwise eligible for regular membership but unable to meet the financial obligations of membership. Affiliate members are entities that do not qualify for regular membership but share the concerns and goals of the Corporation.

Section 2. Termination of Membership. A Member shall cease to be a Member of the Corporation:

- (a) by delivering his resignation in writing to the President or Secretary of the Corporation:
- (b) on his death: or
- (c) on having been a Member not in good standing for twelve (12) consecutive months.

All Members are in good standing except a Member who has failed to pay his current annual membership fee or any other debt due and owing by him to the Corporation and he is not in good standing so long as the debt remains unpaid.

Section 3. Annual Meeting. The annual meeting of the Members of the Corporation for the purpose of electing Trustees, for receiving annual reports of officers and for the transaction of other business, shall be held at such time and place, within or without the State of Ohio. as shall be designated by the Board.

Section 4. Meetings. Meetings of voting members may be called by (1) the chairman of the board, if any, the president, or, in case of the president's absence, death, or disability, any vice-president authorized to exercise the authority of the president: (2) a majority of the trustees by action at a meeting, or all of the trustees acting without a meeting: or (3) the lesser of (a) ten percent of the voting members or (b) twenty-five of such members.

Section 5. Notice of Meetings. Notice stating the time and place of a meeting of the voting members, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery, telephone message, or by mail not less than one or more than sixty days before the date of the meeting to each member entitled to notice of the meeting, by or at the direction of the president, the secretary, or the officers or persons calling the meeting. If delivered by regular or electronic mail, such notice shall be addressed to the member at his address as it appears on the records of the corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 6. Waiver of Notice. Notice of the time, place and purposes of any meeting of voting members may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 7. Quorum. At any meeting of members of the corporation or of members of the trustees, the presence of at least four (4) of the members in person or by proxy shall be necessary and sufficient to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by law or by these Regulations. A meeting may be adjourned from time to time, whether or not a quorum is present, by vote of the majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to any absent members. Each regular member of the corporation shall be entitled to one vote. Affiliate members and constituent members may attend meetings of the Corporation but are not entitled to vote.

Section 8. Proxies. Members of the corporation may vote or act by proxy in respect to all matters which are to be voted or acted upon by the members.

Section 9. Voting by Mail. The Board in its discretion, with respect to any annual or special meeting may provide that the members may vote by mail with respect to all matters which are to be voted or acted upon by the members at any such meeting.

Section 10. Action Without Meeting. Any action which may be authorized or taken at a meeting of the members or the trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by, all of the members who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the corporation.

Section 11. Absence of Members. Where the corporation has no members other than the trustees, the trustees shall be taken to be the members. Where the provisions of the

Ohio nonprofit corporation law relating to the meetings of trustees and members differs, it shall be sufficient to comply with the provisions relating to trustees.

### **ARTICLE III**

#### **BOARD OF TRUSTEES**

Section 1. Number and Term. The number of trustees of the corporation shall be eight or such greater number as shall be fixed from time to time at any annual meeting of the members, or at any special meeting of the members called for the purpose of electing trustees, and they shall be elected for a term of two years and until their successors are elected. No reduction in the number of trustees shall have the effect of removing any trustee from the Board prior to the expiration of his/her term of office.

Section 2a. Election. The election of trustees shall be held at an annual meeting of the members or at a special meeting called for that purpose. Only persons that are regular members and that are nominated as candidates shall be eligible for election as trustees, and at all elections of trustees the candidates receiving the greatest number of votes shall be elected. Seven members of trustees shall be elected from the regular members. One member shall be elected by the trustees from the affiliate members. The member selected from the affiliate members shall attend meetings of the trustees but shall not be eligible to vote on matters before the trustees. The presence of the trustee selected from the affiliate members shall count toward a quorum.

Section 2b. Election Amendment: Starting 2010 meeting elections, the term of the trustees is amended to introduce staggering of the trustee term and facilitate continuity of the oversight and decision process going forward, with membership voting solicited via email and subsequently re-confirmed and approved via official unanimous vote at the 2010 Membership Annual Meeting, as follows:

- Four of the trustees will be up for election, and will be elected under normal process during the annual membership meeting, for the two year term 2010-2011 and 2011-2012.
- The remaining three trustees will be up for election during the 2011 annual membership meeting, and will be elected under normal process during , for the two year term 2011-2012 and 2012-2013.
- With the introduction of this staggering, the 2 year term will continue from then on.

Section 3. Meetings. An annual meeting of the Board shall be held at such place designated by the Board each year immediately following the annual meeting of the members. Meetings of the trustees may be called at any time by the president, any vice president. or by any two trustees and may be held at any place within or without the State of Ohio.

Section 4. Powers and Duties. The business and affairs of the corporation shall be managed by the Board, which may exercise, and delegate to such officers of the corporation as it deems appropriate, all of the powers of the corporation. The Board shall have all such further power and authority as is consistent with and available at law, including, but not limited to, the following:

(a) To enter into contracts within the scope of its duties and powers.

(b) To establish bank accounts as may be deemed advisable by the Board.

(c) To keep and maintain detailed, full, and accurate books and records showing in chronological order all of the receipts, expenses, or disbursements pursuant to appropriate specificity and itemization, and to permit examination thereof at any reasonable time by any of the members, and to cause a complete audit to be made of the books and accounts by a competent public accountant.

(d) In general, to carry on the administration of the corporation and to do all of those things necessary and desirable to carry out the purposes of the corporation.

Section 5. Resignation. A trustee may resign from office, which resignation shall take effect immediately or at such other time as the trustee may specify.

Section 6. Removal. A trustee may be removed from office, with or without cause, only by the vote of a majority of the other trustees.

Section 7. Vacancies. Any vacancy occurring in the Board caused by death, resignation, or other incapacity shall be filled by a majority vote of the remaining trustees.

Section 8. Quorum. Unless otherwise required by law, a majority of the trustees of the Board shall constitute a quorum for the transaction of business, and the acts of the majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten days later, without further notice to the trustees. At any adjourned meeting, whether or not a quorum was originally present, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 9. Notice of Meetings. Written notice of the time and place of each meeting of the trustees shall be given to each trustee either by personal delivery or by electronic mail, regular mail, telegram, or cablegram at least two days before the meeting, which notice need not specify the purposes of the meeting. Notice of adjournment of a meeting need not be given if the time and place which it is adjourned are fixed and announced at such meeting.

Section 10. Waiver of Notice. Notice of the time, place and purposes of any meeting of trustees may be waived in writing, either before or after the holding of such meeting, by any trustee, which writing shall be filed with or entered upon the records of the meeting. The attendance of any trustee at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 11. Communications Equipment. Meetings of the trustees may be held through any communications equipment if all persons participating can hear each other, and participation in such a meeting shall constitute presence at such meeting.

Section 12. Action Without Meeting. Any action which may be authorized or taken at a meeting of the trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by, all of the trustees who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the corporation.

Section 13. Committees. The executive committee and any other committee of the trustees, to consist of not less than three trustees. shall serve at the pleasure of the trustees, shall act only in the intervals between meetings of the trustees, and shall be subject to the control and direction of the trustees. Any such committee may act by majority of its members at a meeting or by a writing or writings signed by all of its members. Meetings of any committee may be held through any communications equipment if all persons participating in such a meeting shall constitute presence at such meeting. An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board.

## **ARTICLE IV**

### **OFFICERS**

Section 1. Election and Term. The Board shall elect a president, a secretary, and a treasurer. Any two or more offices may be held by the same person except that the president and the vice president, if any, shall not be the same person. The Board may from time to time create such offices and appoint such other officers and assistant officers as it may determine. Such officers shall be elected by the Board at any meeting of the Board and shall serve for a term of one (1) year and until their successors are elected and qualified.

Section 2. President and Vice President. The president shall be the chief executive officer of the corporation and shall administer and exercise general supervision over all its affairs. The president, and in his absence a vice president, shall preside at all meetings of the Board, and shall discharge any other duties the Board may require.

Section 3. Secretary. The secretary shall keep the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these Regulations or pursuant to law, and shall discharge any other duties the Board may require.

Section 4. Treasurer. The treasurer shall keep and maintain all financial records of the corporation and shall be responsible for the funds of the corporation. shall make such reports as the Board may require, and shall discharge any other duties the Board may require.

Section 5. Removal of Officers. Any officer may be removed, with or without cause, by the persons authorized to elect or appoint him without prejudice to the contract rights of such officer. The election or appointment of an officer for a given term, or a general provision in the articles of incorporation or these Regulations, with respect to term or office, shall not be deemed to create contract rights.

Section 6. Vacancies. A vacant office may be filled by a majority vote of the Board for the unexpired term thereof.

## **ARTICLE V**

### **INDEMNIFICATION**

The corporation shall, to the fullest extent permitted or required by the Ohio Nonprofit Corporation law, as the same from time to time may be amended, indemnify all persons whom it may indemnify pursuant thereto.

The corporation is authorized to maintain in full force and effect standard policies of trustees and officers liability insurance and comprehensive business insurance covering all trustees and officers of the corporation and insuring them against liability for any action taken or not taken by them in their capacities as trustees and officers to the extent set forth in such policies.

## **ARTICLE VI**

### **AMENDMENTS**

The Regulations of the corporation may be altered, amended or repealed at any meeting of members of the Corporation by a majority vote of all the members represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.



## **ARTICLE VII**

### **MISCELLANEOUS**

Section 1.     Checks and Notes. All checks and notes of the corporation shall be signed by such officer or officers or agent or agents as the Board may from time to time designate. The signature of any officer or agent upon any of the foregoing instruments may be a facsimile when authorized by the Board.

Section 2.     Seal. The Board may, but need not, provide a suitable seal, containing the name of the corporation, to be kept by the secretary. If deemed advisable by the Board, duplicate seals may be kept and used by other officers of the corporation.

Section 3.     Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year or on such date as the trustees from time to time may determine.

Section 4.     Gender References. As used herein, the neuter gender shall also denote the masculine and feminine, and the masculine gender shall also denote the feminine and neuter gender, where the context so permits.