

**BYLAWS
OF
MAYO MEDICAL ALUMNI ASSOCIATION**

**ARTICLE I.
OFFICES, CORPORATE SEAL, PURPOSE**

Section 1.01. Registered Office. The registered office of the Mayo Medical Alumni Association (the “Corporation”), a corporation organized under the Minnesota Nonprofit Corporation Act, located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. This Corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This Corporation shall have no corporate seal.

**ARTICLE II.
MEMBERSHIP**

Section 2.01. Classes of Membership. The following identifies the Corporation’s classes of membership and the rights of the respective members:

(a) Active Members. Any person who completed a defined program, or has had at least one (1) year of training, under the auspices of the Mayo School of Graduate Medical Education, or a research appointment category administered through the Institutional Research Committee, or is a graduate of Mayo Medical School, or Mayo Graduate School, or is appointed to the Mayo Rochester, Jacksonville, or Arizona medical staff by the Mayo Clinic Board of Governors for at least one year, is eligible to be considered by the Executive Committee for Active Membership in the Corporation. The Executive Committee shall consider candidates from these various training programs for Active Membership. The Executive Committee shall elect candidates to Active Membership in the Corporation by a majority vote and shall make its election results available upon request. Only Active Members may hold office and vote on those matters specified in Article III.

(b) Associate Members. The Executive Committee may confer Associate Membership upon an individual who has received some formal training at the Mayo School of Graduate Medical Education or the Mayo Graduate School but who has not entirely satisfied the requirements for Active Membership. The Executive Committee shall give special consideration to the individual’s professional and/or personal

achievement and interest in and support of Mayo programs subsequent to the period of training. Individuals qualifying for associate membership must complete 12 consecutive months in a research or education program or, in the view of their Mayo mentor, contribute significantly to Mayo Clinic through a research or education program. Mayo Clinic Health Systems Physicians and Scientists may qualify for associate membership. They must be nominated by a Mayo Clinic Department Chair in their specialty and must participate with Mayo Clinic through practice, education or research. Their association with Mayo Clinic must exceed 12 months and include committed clinical, research or education time on a Mayo Clinic campus. The nomination for Associate Membership must be discussed with the Secretary/Treasurer of the Alumni Association. Associate members must pay annual dues to remain in good standing.

(c) **Honorary Members.** The Executive Committee may confer Honorary Membership on any person whose scientific attainments or service to humanity or whose association with the Mayo institutions shall, in the opinion of the Executive Committee, render him or her eligible. Honorary Members do not receive alumni mailings or dues requests with the exception of Mayo Alumni Magazine.

Section 2.02. Becoming a Member. Any person eligible for any class of membership in the Corporation shall be a member (“Member”). Members are encouraged to pay or pledge to pay membership dues as identified by Section 2.03 each year.

Section 2.03. Dues. The annual dues shall be determined by the Executive Committee subject to the approval of the Board of Directors and shall be payable the first of each year. Associate Members must pay annual dues to continue membership in good standing. Honorary Members are not solicited for dues.

Section 2.04. Assessments. The Board of Directors may raise monies for extraordinary expenses by special assessment of the Members voted affirmatively by two-thirds or more of the Board of Directors.

Section 2.05. Term and Termination of Membership. Membership in the Corporation may be terminated for just cause by a majority vote of the members of the Executive Committee. Prior to involuntary termination of membership, the Member will be offered an opportunity to present information to the Executive Committee in a manner, and under procedure, established by the Executive Committee. Following termination Members may be reinstated upon recommendation of the Executive Committee and the vote of a majority of directors present at a duly called Board meeting.

ARTICLE III VOTING RIGHTS OF MEMBERS

The Active Members, as defined under Section 2.01(a) of the Bylaws, shall only have voting rights with respect to the following matters:

- (a) questions regarding membership to the Corporation pursuant to Article II;

- (b) election of officers pursuant to Article VI;
- (c) matters of the Corporation's finances, except as provided for in Section 7.02(a)(iv); and
- (d) amendment of the Bylaws pursuant to Article XI.

The Active Members shall not have voting rights with respect to any matters other than those listed **above** in (a) through (d) above, and Associate Members and Honorary Members shall have no voting rights on any matters.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Regular Meetings. Regular meetings of the Corporation shall be held biennially at a time established by the Executive Committee. Such meeting of the Members shall be held at the principal office or place of business of the corporation or at such other suitable place convenient to the Members as may be designated by the Executive Committee.

Section 4.02. Special Meetings. Special meetings of the Members may be called at any time by the President at the direction of the Executive Committee confirmed by a majority vote of the Board of Directors or if at least fifty (50) Active Members or ten percent (10%) of the Active Members, whichever is less, sign, date, and deliver to the President or Secretary-Treasurer one or more written demands for a Special Meeting describing the purpose for which it is to be held.

Section 4.03. Notice of Meetings. It shall be the duty of the Secretary-Treasurer to mail, facsimile, or e-mail a notice of each regular or special meeting, stating the purposes thereof if it is a special meeting, as well as the time and place where it is to be held, to each Member on the date occurring at least thirty (30) days before the date scheduled for the meeting, at his or her address as it appears on the membership records of the corporation. Within thirty (30) days of receipt of a demand for a special meeting, the Secretary-Treasurer shall provide notice to all Members. The Board of Directors shall hold a special meeting of the Corporation no later than ninety (90) days after receipt of the demand for the special meeting. The mailing of a notice in the manner provided in this section shall be considered notice served. No business shall be transacted at a special meeting except as stated in the notice unless all Active Members have waived notice of the meeting.

Section 4.04 Quorum. The presence at any meeting, in person, of at least fifty (50) Active Members of the corporation shall constitute a quorum for the transaction of business at such meeting. If a quorum is not present, the Active Members shall adjourn the meeting to another time.

Section 4.05. Action by Written Ballot. The Board of Directors may, in its discretion, authorize a vote of the Active Members of the corporation without a meeting. Such a vote shall be taken by written ballot mailed or delivered to each Active Member entitled to vote on the matter which ballot 1) sets forth each proposed action and 2) provides an opportunity to vote for or against each proposed action. No tally of such ballots shall be official until at least fourteen (14) days after the ballots were sent. Approval by written ballot is valid without a meeting of the Active Members if the number of votes cast by ballot is equal to the same number required to constitute a quorum of the corporation and the number of votes for approval equal the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 4.06. Proxy Voting. Active Members may not vote by proxy.

Section 4.07. Procedure. The President shall chair any regular or special meeting of the Members and the Secretary-Treasurer shall record the minutes of any meetings of the Members. In the absence of the President, the meeting shall be chaired by another officer of the Corporation.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01 General Powers. The property, business, and affairs of this Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.02. Number of Directors. The Board of Directors shall consist of the Executive Committee of the Corporation (“Executive Committee Directors”), including one non-voting, ex-officio member, described in Section 5.09 (“Ex-Officio Director”), and eighteen (18) members elected at the biennial meeting from among the Active Members (“Active Member Directors”) and the Ad Hoc members as described in Section 5.09b. The Executive Committee Directors, who are Ad-Hoc Members, as described in Section 7.02(b), shall be non-voting directors. Preferably one or more of the Active Member Directors shall be a graduate of Mayo Medical School and one or more graduates of the Mayo Graduate School. At each biennial meeting of the Members, the Active Members shall elect six (6) Active Member Directors to serve full six (6) year terms.

Section 5.03. Term. Each Active Member Director shall serve for a term of six (6) years, or until his or her successor is elected, or until his or her earlier death, disqualification, resignation or removal. Each Executive Committee Director and the Ex-Officio Director shall serve for terms concurrent with his or her office. Each Executive Committee Director who is also an Ad-Hoc Member of the Executive Committee, as described in Section 7.02(b), shall serve for a term concurrent with his or her term on the Executive Committee. All directors shall be eligible for reelection without limit.

Section 5.04. Resignation. A director may resign at any time by giving written notice to the Corporation. The resignation of a director is effective without acceptance when the notice is given to the Corporation, unless a later effective time is specified in the notice. Executive Committee Directors and the Ex-Officio Director shall cease to be a director upon ceasing to hold their respective offices.

Section 5.05. Removal of Directors. The Board of Directors may remove a director at any time, with or without cause (which may include failure to attend three (3) consecutive meetings) by the affirmative vote of two-thirds (2/3rds) of the total number of directors currently filling director positions at the time of the vote.

Section 5.06. Vacancies. In case of death, resignation or disability of a member of the Board of Directors, the President shall appoint and the Executive Committee shall confirm an individual to fill the vacancy of the unexpired term.

Section 5.07. Place of Meetings. The Board of Directors may hold its meetings at such place or places, within or without the State of Minnesota, as it may from time to time determine. If the Board of Directors fails to select a place for a meeting, it shall be held at the registered office.

Section 5.08. Chair of Board of Directors. The President of the Corporation shall be the Chair of all meetings of the Board of Directors. In the absence of the President at any meeting of the Board of Directors, the President-Elect shall preside over the meeting. In the absence of the President and the President-Elect, the Vice President shall preside over the meeting.

Section 5.09a Ex-Officio Member. The Executive Dean for Education, Mayo Clinic, shall appoint as a non-voting, ex-officio member of the Board of Directors one of the following individuals: a Dean or Associate Dean of the Mayo School of Graduate Medical Education, Mayo Graduate School, Mayo Medical School or a representative from the Department of Education. The purpose of this position is to enhance communication between the Department of Education and the Corporation.

Section 5.09b Ad Hoc Member. The President of Mayo Clinic in Arizona Fellow's Association and the President of the Mayo Clinic in Florida Fellow's Association shall be Ad Hoc non-voting members.

Section 5.10. Biennial Meetings. The Board of Directors shall hold a biennial meeting (once every two years), at such time and place as the Board of Directors may determine, for the purpose of electing directors and officers, for the establishment of merit scholarships, awards, and eligibility criteria, for the creation of medical education programming, to establish the strategic direction of the Corporation, and for the transaction of such other business as shall come before the meeting.

Section 5.11. Regular Meetings. The Board of Directors may hold such other meetings as is necessary to conduct the affairs of the Corporation and as it may determine.

Section 5.12. Special Meetings; Notice. Special meetings of the Board of Directors shall be held whenever called by the President or at least three (3) directors. The Secretary-Treasurer shall mail notice of a special meeting to each director, addressed to the director at his or her residence or usual place of business, at least seven (7) days before the day on which the meeting is to be held and no more than thirty (30) days before such meeting, or delivered personally or by telephone, electronic-mail, or facsimile transmission, not later than two (2) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting but need not state the purposes thereof. Notice of any meeting of the Board of Directors need not be given to any director who participates in such meeting; and any meeting of the Board of Directors shall be a legal meeting without any notice thereof having been given, if all of the directors shall participate therein or waive such notice in writing before, at, or after such meeting.

Section 5.13. Quorum. Except as otherwise provided by statute or by these Bylaws, one-third (1/3) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

Section 5.14. Voting. All matters shall be decided by a majority vote of those directors present, except as otherwise provided by these Bylaws. Each director shall be entitled to one vote.

Section 5.15. Proxy Voting. Proxy voting shall not be permitted.

Section 5.16. Action Without Meeting. Other than actions requiring Active Member approval, any action that may be taken at a meeting of the Board of Directors may be taken without a meeting by a written action signed by a majority of the directors. The Secretary-Treasurer shall provide the Board of Directors notice of such action and all directors will be given an opportunity to vote on such action.

Section 5.17. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this Corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to

the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote

Section 5.18. Action by Electronic Communication. A conference among Board of Directors members by a means of communication through which the Board of Directors members may simultaneously hear each other during the conference is a Board of Directors meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of Board of Directors members participating in the conference is a quorum. Participation in a meeting by this means constitutes personal presence at the meeting.

Section 5.19. Appointment of Signatories. The Board of Directors shall appoint such persons as necessary to sign all checks drawn on Corporate accounts. Those persons may include but not be limited to the officers of the Corporation. Checks in an amount over \$5000.00 and payroll checks of any size shall require the signatures of any two signatories. All other checks shall require the signature of one signatory. No signatory shall sign a check for which that person is payee.

ARTICLE VI. OFFICERS

Section 6.01. Number and Qualifications. The officers of the Corporation shall be elected from the Active Members and shall consist of a President, a President-Elect, a Vice-President, and a Secretary-Treasurer.

Section 6.02. Election and Term of Office. The Active Members shall elect a Secretary-Treasurer who shall serve for a term of six (6) years and a Vice-President who shall serve for two (2) years as Vice-President, two (2) years as President-Elect following his or her term as Vice-President, and two (2) years as President following his or her term as President-Elect until the officers' successors are elected and qualified.

Section 6.03. Resignations. Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the Corporation. The resignation is effective without acceptance when the notice is given to the Corporation, unless a later effective date is named in the notice.

Section 6.04. Removal. The Board of Directors may remove an officer, with or without cause, by a resolution adopted by a two-thirds (2/3rds) affirmative vote of the total number of Board of Directors currently filling director positions at the time of the vote.

Section 6.05. Vacancies. In the case of death, resignation, or disability of any elected officer of the Corporation, the Executive Committee shall fill the vacancy for the un-expired term, except as otherwise noted in the Bylaws.

Section 6.06. President. The President shall: (a) when present, preside at meetings of the Board of Directors; (b) see that orders and resolutions of the Board of Directors are carried into effect; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors. The President shall also serve as chair of the Executive Committee.

Section 6.07 President-Elect. In the absence or inability to act of the President, the President-Elect shall perform the President's duties and shall have all the powers of and be subject to all of the restrictions upon the President. The President-Elect shall serve as Chair for the bylaws committee.

Section 6.08. Vice President. In the absence of the President-Elect, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President-Elect.

Section 6.09. Secretary-Treasurer. The Secretary-Treasurer shall be elected from among the Active Members from the Mayo Clinic Rochester medical staff. The Secretary-Treasurer shall: (a) have general active management of the business of the Corporation; (b) sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; (c) give notice of all meetings of the Corporation; (d) conduct the correspondence and keep the records of the Corporation; (e) have the records and minutes of the Corporation ready for inspection at all meetings; (f) keep a copy of the Bylaws for reference as occasion may require; (g) collect all dues and hold same in the name of the Corporation; (h) keep the accounts and records thereon of each biennial meeting; (i) maintain and submit suitable financial records in keeping with the **tax-exempt non-profit** status of the Corporation and/or the affiliated groups; (j) prepare and sign such documents as may be required in the maintenance of that **tax-exempt non-profit** status; and (k) disburse corporate funds and issue checks and drafts in the name of the Corporation, as ordered by the Board of Directors.

Section 6.10. Other Officers. This Corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the Corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

Section 6.11. Delegation to Administrative Staff. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the specific approval of the Board of Directors, delegate some or all the duties and powers of an office to association administrators or aides. These individuals may be, and in fact it is the intent that they usually will be, Mayo Clinic employees. The Executive Committee

may make suitable arrangements for time commitments, compensation and/or reimbursement of expenses of and for these individuals with Mayo Clinic.

ARTICLE VII. COMMITTEES

Section 7.01. Committees. The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the total number of directors. At all times, committees are subject to the direction and control of the Board of Directors.

Section 7.02. Executive Committee. The Executive Committee shall be responsible for the management of the affairs of the Corporation in between meetings of the Board of Directors and the Active Members.

(a) Duties of the Executive Committee:

- (i) Determination of eligibility of candidates for membership;
- (ii) Creation of standing committees;
- (iii) Presentation to the Corporation of candidates for Associate or Honorary membership;
- (iv) Approve annual budget and provide supervision of financial matters of the Corporation. The Secretary-Treasurer, in consultation with the officers of the Board, shall have authority to make expenditures of an urgent nature which have not been specifically authorized at a meeting of the Executive Committee;
- (v) Supervision of publication of printed matter, including the Mayo Alumni Directory of the Corporation; and
- (vi) Setting the date for the biennial meeting.

(b) Membership of Executive Committee. The President, President-Elect, Vice-President, Secretary-Treasurer, the immediate past-president, the Ex-Officio Member, the chair of the Leadership Council for Alumni Philanthropy, as identified in Section 7.08, five (5) Active Members of the Corporation, and three (3) ad-hoc members, one (1) each from Mayo Medical School, Mayo School of Graduate Medical Education, and Mayo Graduate School (“Ad-Hoc Members”) shall constitute the Executive Committee. Preferably one of the Active Members shall be a graduate of Mayo Medical School and one member a graduate of Mayo Graduate School. The officers of the Corporation shall serve on the Executive Committee during their terms of office. The immediate past president shall serve on the Executive Committee for two (2) years following his or her term of office as President. The Active Members shall elect the five (5) Active Members of the Executive Committee from among the active staff conducting their professional activities at Mayo Clinic **Rochester, Mayo Clinic in Jacksonville**

Florida, or Mayo Clinic in Arizona. The Active Members shall elect the Active Members of the Executive Committee to four (4) year terms each. The Deans of the Mayo Medical School, Mayo School of Graduate Medical Education, and Mayo Graduate School shall appoint from their respective schools a student from Mayo Medical School, The President of the Rochester Mayo Fellows' Association or a resident or fellow from Mayo School of Graduate Medical Education, and a doctoral or masters candidate from Mayo Graduate School as the Ad-Hoc Members. The Deans shall discuss their appointments with the Secretary-Treasurer. The Ad-Hoc Members will not have voting rights on the Executive Committee and shall each serve for two (2) year terms, or until replaced by the Dean.

(c) **Vacancy in Executive Committee.** In case of death, resignation or disability of a non-officer of the Executive Committee, the President shall appoint an Active Member to fill the vacancy upon confirmation by the Executive Committee.

(d) **Meetings.** The Executive Committee shall meet at the call of the President. The Secretary-Treasurer shall provide the members of the Executive Committee seven (7) days notice prior to the date of the meeting. In the absence of the President, the next highest ranking elected officer present, as set forth in Article VI, shall preside.

(e) **Quorum.** Four (4) members being present at a meeting of the Executive Committee shall constitute a quorum.

Section 7.03. Standing Committees. The Secretary-Treasurer shall appoint the members of various standing committees of the Corporation, except as provided in Section 7.04 (b) & 7.07, from the Board of Directors and the Active Members to two (2) year terms. Each committee, except as determined by the Executive Committee, shall consist of at least three (3) Active Members and special appointees designated by the Secretary-Treasurer, pursuant to Section 7.10. Each standing committee shall have the option to create subcommittees to fulfill specific responsibilities. The initial standing committees of the Corporation shall include the following:

Section 7.04. Committee on Biennial Meetings. The President, upon confirmation by the Executive Committee, shall appoint the General Chair and Scientific Chair of the Committee on Biennial Meetings. The Scientific Chair shall have general supervision of all arrangements of the Biennial Meeting. The Scientific Chair shall appoint members to and create various subcommittees to assist in making arrangements for the Biennial Meeting. The General Chair will generally be The Mayo Clinic CEO from the host site. These subcommittees shall include among others:

(a) **Program Subcommittee.** The Program Subcommittee shall prepare the programs of the meeting and to select the Judd-Plummer speaker or such other speakers as it deems appropriate. The Scientific Chair will serve as Chair of the program Subcommittee.

(b) Local Arrangements Subcommittee. The Local Arrangements Subcommittee shall make all arrangements for the meetings, exclusive of the programs.

Section 7.05. Committee(s) on Awards: The Committee(s) on Awards shall be composed of appropriate scientists and physicians of the Mayo institutions and the Corporation. The duty of the Committee(s) on Awards shall be to select the recipients of awards of the Corporation. The Secretary-Treasurer shall serve as chair of the Awards Committee.

Section 7.06. Committee on Finance: The Committee on Finance shall assume the responsibility for auditing the accounts of the Secretary-Treasurer, making recommendations and criticisms to the Corporation, and managing the investments of the Corporation, as it deems necessary. One member of the committee shall reside in Rochester.

Section 7.07. Nominating Committee: The Nominating Committee shall present a slate to the Active Members of nominees for officer, membership to the Executive Committee, and membership to the Board of Directors for vote at the biennial meeting. In general, the slate shall reflect the breadth of the Corporation membership. The immediate past president shall chair the Nominating Committee.

Section 7.08. Leadership Council for Alumni Philanthropy: The Mayo Clinic Development Department shall recommend an individual to serve as Chair of the Leadership Council for Alumni Philanthropy. The Executive Committee shall approve the Mayo Clinic Development Department's recommendation for Chair. The Leadership Council for Alumni Philanthropy shall advise the Executive Committee, officers and the Board of Directors on matters pertaining to Alumni Philanthropy. The Leadership Council for Alumni Philanthropy shall have a standing sub-committee named The Doctors Mayo Society. The Mayo Clinic Development Department shall recommend a member of the Leadership Council for Alumni Philanthropy to be Chair of The Doctors Mayo Society. The Executive Committee shall approve the Mayo Clinic Development Department's recommendation for Chair. The Doctors Mayo Society shall identify ways for Members to provide personal and financial leadership support to Mayo institutions.

Section 7.09. Bylaws Committee. The Bylaws Committee shall review and revise the bylaws of the Corporation and present these changes to the Executive Committee and the Board of Directors for approval. The By-laws Committee shall be chaired by the President Elect. The revisions will be presented to the Active Members for approval according to Article XI.

Section 7.10. Ad Hoc Committees. The Secretary-Treasurer, with the advice of the Executive Committee, shall appoint the members of such ad hoc committees as are deemed appropriate from time to time. Such committees shall serve until the next biennial meeting, unless the Secretary-Treasurer specifies a shorter period.

Section 7.11. Procedures. Sections 5.07 through 7.10 (excluding Sections 5.08 and 5.09) apply to committees and members of committees to the same extent as

those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

ARTICLE VIII. BOOKS OF RECORD

The corporation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

ARTICLE IX. SPECIAL AND STANDING GROUPS

Section 9.01. Special Groups. The Executive Committee may establish regional and specialty groups as divisions of the Corporation, including, but not limited to, the following:

(a) **Regional Groups.** The Executive Committee may establish regional groups upon request of Active Members within a recognized geographic region. A region may consist of a municipality, a County or a part thereof, a State or a part thereof, or a group of States. A Regional Group shall (1) inform the Executive Committee regarding its activities, and (2) require that its members hold Active, Associate or Honorary membership in the Corporation.

(b) **Specialty Groups.** The Executive Committee may establish specialty groups upon request of Active Members within a recognized specialty. A Specialty Group shall (1) inform the Executive Committee regarding its activities, and (2) require that its members hold Active, Associate or Honorary membership in the Corporation.

Section 9.02. Standing Groups. The Corporation shall also maintain the following standing groups:

(a) **Mayo Medical School Alumni.** The Mayo Medical School Alumni Society shall include those Active Members of the Corporation who have graduated from Mayo Medical School. The Mayo Medical School Alumni group shall (1) inform the Executive Committee regarding its activities, and (2) require that its “Alumni Members” be Active, Associate or Honorary Members of the Corporation.

(b) **Mayo Graduate School Alumni.** The Mayo Graduate School Alumni Society shall include those Active Members of the Corporation who have graduated from

Mayo Graduate School. The Mayo Graduate School Alumni group shall (1) inform the Executive Committee regarding its activities, (2) require that its “Alumni Members” be Active, Associate or Honorary members of the Corporation.

**ARTICLE X.
INDEMNIFICATION AND INSURANCE**

The Board of Directors may exercise the full extent of the powers which the Corporation is required under the Minnesota Nonprofit Corporation Act, as such law exists from time to time, to indemnify any director, member, officer, employee, or agent for expenses incurred by reason of the fact that he is or was a director, member, officer, employee or agent of this Corporation or of another association which he may have served in such capacity at the request of the Corporation. Such expenses shall include attorney’s fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Board of Directors may make advances against such expenses upon terms decided by it. The Board of Directors may exercise the full extent of the power which the Corporation has under Minnesota law, as such law exists from time to time, to purchase and maintain insurance against risks above described on behalf of any director, member, officer, employee or agent. No member or director of the Corporation shall have any personal liability for Corporation obligations and the methods of enforcement and collection thereof.

**ARTICLE XI
AMENDMENTS**

The Articles of Incorporation and these Bylaws may be amended by approval of two-thirds (2/3rds) of the Board of Directors and at least fifty (50) Active Members present at any regular or special meeting of the Corporation. The Secretary-Treasurer shall provide the Active Members notice of the proposed amendments at least thirty (30) days prior to any regular or special meeting of the Corporation. The Secretary-Treasurer shall make available any amendments to these Bylaws to Associate and Honorary Members upon request.

ADOPTED BY WRITTEN ACTION DATED:

August XX, 2009

Eric Edell, M.D.
Secretary-Treasurer