



**AMENDED AND RESTATED BYLAWS OF THE AMERICAN TELEMEDICINE ASSOCIATION
October 2020**

These Bylaws (referred to as the "Bylaws") govern the affairs of American Telemedicine Association, a nonprofit corporation (referred to as the "Association") organized under the General Corporation Law of the State of Delaware (referred to as the "Act").

ARTICLE 1 - OFFICES

Principal Office

1.01. The Association may have such offices as the Board of Directors of the Association ("Board") may determine. The Board may change the location of any office of the Association.

Registered Office and Registered Agent

1.02. The address of the Association's registered office in the state of Delaware is 919 North Market Street, Suite 950, Wilmington, New Castle County, Delaware 19801. The name of the Association's registered agent at such address is Incorp Services, Inc.

ARTICLE 2 - MEMBERS

Classes and Voting Rights

2.01. (a) Corporate Membership: The Association may offer a nonvoting membership to any organization, including a nonprofit organization, interested in supporting the mission of the Association ("Corporate Members"). Corporate Members shall have all the rights, privileges and duties prescribed by these Bylaws and such other rights, privileges and duties as the Board of Directors may from time to time establish by resolution, except (as provided in these Bylaws) the right to vote.

(b) Individual Membership: The Association may offer a nonvoting membership to any individuals ("Individual Members"). Individual Members shall have all the rights, privileges and duties as the Board of Directors may from time to time establish by resolution, except (as provided in these Bylaws) the right to vote.

(c) Other forms of Membership: The Association may create such other classes of "membership,"; however, such persons shall not have the rights of "members" under the Act.

Dues

2.02. The Board shall establish annual membership dues and special assessments, as the Board deems



appropriate. Payment of annual dues shall entitle each member to the privileges of membership as determined by the Board.

Default and Termination of Membership

- 2.03. When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year of the period for which such dues become payable, its membership may thereupon be terminated in the manner provided in the Bylaws.

Resignation

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

Transfer of Membership

- 2.05. Membership in the Association is not transferable or assignable.

ARTICLE 3 - BOARD OF DIRECTORS

General Powers

- 3.01. The business and affairs of the Association shall be managed by or under the direction of the Board which may exercise all such powers of the Association and do such lawful acts and things as are not by statute or by the certificate of incorporation or by the Bylaws directed or required to be exercised or done by the members or other person or persons. The Board may assign certain administrative duties, including normal association management functions pertaining to finances and accounting, membership development and record keeping, membership services, and other related functions to another party including hired staff of the Association and a management consulting firm.

Number, Tenure and Qualifications

- 3.02. The number of directors shall not be less than three (3), nor more than twenty (20). The actual number of directors will be set by the Board.
- 3.03. The directors shall be elected by the Board for one three-year term and may be elected for one successive term. An individual who has completed two successive three-year terms may not be a member of the Board for a minimum of three years after completion of his/her term. Each director



shall hold office until his or her successor shall have been elected and qualified. Notwithstanding anything contained in the Bylaws to the contrary, (i) the Chair may continue to serve as a member of the Board for one additional year immediately subsequent to his or her term as Chair (the “Past Chair.”) and (ii) any officer serving as a member of the Board may continue as a member of the Board until the completion of his or her term as an officer.

Regular Meetings

- 3.04. A regularly scheduled meeting of the Board shall be held without other notice than this Bylaw. Members of the Board may participate at such meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this sentence shall constitute presence in person at such meeting.

Special Meetings

- 3.05. Special meetings of the Board may be called by or at the request of a majority of the Board or at the request of the Chair. Members of the Board may participate at such meetings by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this sentence shall constitute presence in person at such meeting.

Notice

- 3.06. Notice of any special meeting of the Board shall be given at least two business (2) days prior thereto by the Secretary, Chair or by a person calling the meeting to each director by mailing the same, or personally or by telephoning the same, or sending it by email or text message.

Quorum

- 3.07. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the voting members of the Board are present at said meeting, a majority of the voting members of the Board present may adjourn the meeting from time to time without further notice.

Manner of Acting

- 3.08. The act of a majority of the voting members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by the Bylaws



Selection and Vacancies

- 3.09. The Chair of the Association, in consultation with the Board members, shall annually appoint a nominating committee to present a slate of candidates for Board consideration and approval by Board action. Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors shall be filled by Board action. A director selected to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Compensation

- 3.10. Directors shall not receive any compensation for their Board service but, by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director, after providing notice to the Board, from serving the Association in any other capacity and receiving compensation therefor.

Action Without a Meeting

- 3.11. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board

Removal of Directors

- 3.12. A director may be removed with or without cause at any meeting of the members called expressly for that purpose, by the affirmative vote of a majority of the directors then in office.

ARTICLE 4 - OFFICERS

Officer Positions

- 4.01. The officers of the Association shall be a Chair, a Chair-Elect, a Past Chair, a Chief Executive Officer, a Treasurer, and a Secretary, all of whom shall be elected by the Board. No two or more offices may be held by the same person. The Chair, Chair-Elect, Past Chair, Treasurer and Secretary shall be current voting members of the Board or shall become voting members of the Board upon being elected to this position. The Chief Executive Officer shall be an ex officio director and shall not have voting rights as a director, unless the Board determines otherwise. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation, removal or death. The Board may appoint, and may delegate power to appoint, such other officers, agents and employees as it may deem necessary or proper, who shall hold office for such period, have such



authority and perform such duties as may from time to time be prescribed by the Board.

Election and Term of Office

- 4.02. The Chair, Treasurer, and Secretary of the Association shall be elected by the Board for a two-year term or until his or her successor shall have been elected and qualified and the Chair-Elect shall be elected by the Board for a one-year term or until his or her successor shall have been elected and qualified. The office of Chair shall be automatically filled by the Chair-Elect at the end of the current Chair's term. The office of Past Chair shall be filled by the current Chair at the end of the current Chair's term. Any vacancy shall be filled by Board action. An officer selected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Notwithstanding anything contained in the Bylaws to the contrary, the Chair-Elect and Past Chair shall each serve a one year term.

Removal

- 4.03. Any officer elected or appointed by the Board may be removed by the Board with or without cause. Removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Chair

- 4.04. The Chair shall preside at all meetings of the Board, serve ex officio on all committees and exercise the powers and duties pertaining to the office and any special responsibility delegated by action of the Board.

Chair-Elect

- 4.05. When the Chair is absent or unable to act, the Chair-Elect shall perform the duties of the Chair. When the Chair-Elect acts in place of the Chair, the Chair-Elect shall have all the powers of and be subject to all the restrictions upon the Chair. The Chair-Elect shall perform other duties as assigned by the Chair or the Board. The Chair-Elect shall recommend to the Board creation of such task forces, committees, and chairs as are deemed necessary to fulfill the obligations of the Association.

Chief Executive Officer

- 4.06. The Chief Executive Officer shall have all powers and duties that are generally incident to the position of president or chief executive officer of a corporation and all such further powers and duties as may be assigned to him or her by the Board, including exercising direction and control over the day-to-day management of the Association. The Chief Executive Officer may vote the stock or other securities of any domestic or foreign corporation that may at any time be owned by the Association,



may execute any stockholders' or other consents in respect thereof and may in his or her discretion delegate such powers by executing proxies, or otherwise, on behalf of the Association.

Treasurer

4.07. The Treasurer shall have charge of all funds and securities of the Association, shall endorse (or cause to have endorsed) the same for deposit or collection when necessary and shall deposit (or cause to have deposited) the same to the credit of the Association in such banks or depositories as the Board may from time to time authorize. He or she may endorse all commercial documents requiring endorsements for or on behalf of the Association and may sign all receipts and vouchers for payments made to the Association. In the absence of a Secretary, the Treasurer shall have the responsibilities and duties of the Secretary. The Treasurer shall also have all such further powers and duties as generally are incident to the position of Treasurer or as may be assigned to him or her by the Chair or the Board.

Secretary

4.08. The Secretary shall record (or cause to have recorded) all proceedings of meetings of the directors in a file kept for that purpose and shall file (or cause to have filed) in such file all written consents of directors to any action taken without a meeting. The Secretary shall attend to the giving and serving of all notices of the Association. The Secretary shall have charge of such files and papers as the Board may direct. The Secretary shall have all such further powers and duties as generally are incident to the position of Secretary or as may be assigned to him or her by the Chair or the Board.

ARTICLE 5 – COMMITTEES

Establishment of Board Committees

5.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee or task force, and appointing or removing members of a committee. Appointments of Committee members shall be made by the Chair in consultation with members of the Board and the Chair and Vice Chair of the Committee. A committee shall include one or more directors and may include persons who are not directors; the committee may also appoint ex officio members to be present and provide advice and comment, though such members shall have no voting rights. The establishment of a committee or the delegation of authority to it shall not relieve the Board, or any individual director, of any responsibility imposed by the Bylaws or otherwise imposed by law. Each committee shall keep separate minutes of its meetings, and such minutes shall be available for inspection by the Board, the regulatory authorities, or such others as may be lawfully authorized.



Nominating Committee

- 5.02. The Board shall appoint a Nominating Committee composed of at least one director. The duties of the Nominating Committee include recommending a slate of a directors for Board approval and such other duties that shall be prescribed by the Board. The committee shall have the power to fix the time and place of its meetings, prescribe its procedures, and cooperate with and assist the officers of the Association with the transaction of its business.

Executive Committee

- 5.03. The Board shall appoint an Executive Committee composed of at least the Chief Executive Officer, Treasurer and Secretary of the Association. The Chief Executive Officer of the Association shall be a nonvoting member of Executive Committee. The Chair, Chair-Elect, Past Chair and such other directors as may be designated by the Board shall serve as members of the committee. The committee shall exercise, when the Board is not in session, all powers of the Board that may lawfully be delegated to it. The committee shall have the power to fix the time and place of its meetings, prescribe its procedures, and cooperate with and assist the officers of the Association with the transaction of its business. Any action taken by the committee shall be ratified and adopted by the full Board at the next in-person meeting.

Finance Committee

- 5.04. The Board shall appoint a Finance Committee composed of at least one director. The Treasurer shall serve as chair of the Finance Committee. The duties of the Finance Committee shall include providing financial analysis, advice, and oversight of the Association's budget and such other duties that shall be prescribed by the Board. The committee shall have the power to fix the time and place of its meetings, prescribe its procedures, and cooperate with and assist the officers of the Association with the transaction of its business.

Chair and Vice-Chair

- 5.05. One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The Chair of the Association shall appoint the chair (except for the chair of the Finance Committee) and vice-chair of each committee. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

Notice of Meetings



- 5.06. Written or printed notice of a committee meeting shall be delivered by mail or e-mail to each member of a committee not less than two or more than thirty days before the date of the meeting. The notice shall state the place, day, and time of the meeting, meeting. The notice shall state the place, day, time of the meeting, the means of remote communications, if any, and the purpose or purposes for which the meeting is called.

Quorum

- 5.07. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during the meeting, the chair may adjourn and reconvene the meeting one time without further notice.

Actions of Committees

- 5.08. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws provided that the agenda with any revisions is approved by a quorum of the members of the committee. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

Compensation

- 5.09. Committee members may not receive salaries for their committee services. The Board may adopt a resolution providing for payment to committee members of expenses of attendance, if any, for attendance at each meeting of the committee. A committee member may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a committee member shall be commensurate with the services performed and shall be reasonable in amount.
- 5.10. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Board.



ARTICLE 6 - TRANSACTIONS OF THE ASSOCIATION

Contracts

- 6.01. The Board may authorize any officer or agent of the Association to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

- 6.02. All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories that the Board selects.

Gifts

- 6.03. The Board may not accept on behalf of the Association any personal contribution, gift, bequest, or devise of substantial value for the general purposes or for any special purpose of the Association.

Potential Conflicts of Interest

- 6.04. Any contract or transaction between the Association and one or more of its directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, will be governed by the Conflict of Interest Policy of the Association.

Prohibited Acts

- 6.05. As long as the Association is in existence, and except with the prior approval of the Board, no director, officer, or committee member of the Association shall:
- (a) do any act in violation of the Bylaws or a binding obligation of the Association;
 - (b) do any act with the intention of harming the Association or any of its operations;
 - (c) do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Association;
 - (d) receive an improper personal benefit from the operation of the Association;



(e) use the assets of this Association, directly or indirectly, for any purpose other than carrying on the business of this Association;

(f) wrongfully transfer or dispose of Association property, including intangible property such as goodwill;

(g) use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association in the ordinary course of the Association's business; and

(h) disclose any of the Association business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 7 – Equal Opportunity and Diversity

7.01. The Association is strongly committed to the principles of equal opportunity and diversity in employment and in its professional dealings. The Association does not discriminate in any aspect of employment or in its professional dealings, including but not limited to interviewing, recruitment, hiring, salary, promotion, discipline, termination, and benefits, on the basis of race, color, ethnicity, religion or belief, national origin, gender, gender identity, expression or re-assignment, age, marital or civil partnership status, sexual orientation, genetic information, family responsibility, pregnancy and maternity, disability, military status, veteran status, or any other improper criterion (as applicable under respective local laws).

ARTICLE 8 - BOOKS AND RECORDS

Required Books and Records

8.01. The Association shall keep correct and complete books and records of account. The Association's books and records shall include:

(a) a file-endorsed copy of all documents filed with the Secretary of State of Delaware relating to the Association, including, but not limited to, the Certificate of Incorporation, and any amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent;

(b) a copy of the Bylaws, and any amended versions or amendments to the Bylaws;

(c) minutes of the proceedings of the Board, and committees having any of the authority of the Board;



- (d) a list of the names and addresses of the directors, officers, and any committee members of the Association;
- (e) a financial statement showing the assets, liabilities, and net worth of the Association at the end of the three most recent fiscal years;
- (f) a financial statement showing the income and expenses of the Association for the three most recent fiscal years;
- (g) all rulings, letters, and other documents relating to the Association's federal, state, and local tax status; and
- (h) the Association's federal, state, and local information or income tax returns for each of the Association's three most recent tax years.

Inspection and Copying

8.02. Any director, officer, committee member or member of the Association may inspect and receive copies of all books and records of the Association required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Association and if the person submits a request in writing. Any person entitled to inspect and copy the Association's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Association's books and records may do so at a reasonable time no later than five working days after the Association's receipt of a proper written request. The Board may establish reasonable fees for copying the Association's books and records by persons entitled to copy such books and records. The fees may cover the cost of materials and labor, but may not exceed fifty cents per page. The Association shall provide requested copies of books or records no later than five working days after the Association's receipt of a proper written request.

ARTICLE 9 - INDEMNIFICATION

Indemnification

9.01. (a) The Association shall indemnify each director, officer, employee and agent of the Association who is a natural person, and/or his or her heirs, executors or administrators, by reason of the fact that he or she is or was serving as a director, officer, employee or agent of the Association, to the fullest extent permitted by the Act,



(i) against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, arising from, or in connection with, his or her serving the Association, and

(ii) against all expenses (including attorneys' and other experts' fees and disbursements) actually and reasonably incurred by him or her in connection with the defense or settlement of any action or suit by or in the right of the Association, or in connection with any appeal therein, or otherwise; and

except as provided in (b) below, no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Act upon the Association to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the Act or any other law now or hereafter in effect.

(b) In no case shall the Association indemnify, reimburse, or insure any person from any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if, at any time, the Association is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in sections 4941(d) or 4945(d), respectively, of the Code.

(c) No indemnification or advancement of expenses shall be made to or on behalf of any director, officer, employee or agent if a judgment or other final adjudication establishes that his or her actions, or omission to act, were material to the cause of action so adjudicated and constitute a violation of the criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful.

Determinations.

9.02. If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth in the Act, such determination shall be made expeditiously at the cost of the Association after a request for the same from the person seeking indemnification. If indemnification is to be given or an advance of expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Association. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon. The fees and disbursements of counsel engaged



to render such opinion may be paid by the Association whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

Other Rights

9.03. The indemnification and advancement of expenses provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors or otherwise, including rights under any insurance policy that may be purchased by the Association.

Insurance

9.04. The Association may purchase and maintain, to the fullest extent permitted by the laws of the State of Delaware, as they presently exist or may hereafter be amended, insurance on behalf of any director, officer, employee or agent of the Association and any person who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her or incurred by him or her in any capacity or status.

No Retroactive Effective

9.05. Any repeal, amendment or alteration of this Article that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.

ARTICLE 10 - NOTICES

Provision of Notices

10.01. Any notice required or permitted by the Bylaws may be given by the Secretary or by a person calling the meeting to each director, officer, or member of a committee of the Association by mailing the same, first-class postage prepaid, or personally or by telephoning the same, or sending it by facsimile or email or text.

Signed Waiver of Notice

10.02. Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.



Waiver of Notice by Attendance

- 10.03. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 11 - AMENDMENTS TO BYLAWS

- 11.01. The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, at any meeting of the Board by a two-thirds affirmative vote of the voting members of the Board, if at least ten (10) days written notice was given of the intention to take such action at such meeting.

ARTICLE 12 - MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

- 12.01. The Bylaws shall be construed in accordance with the laws of the State of Delaware. All references in the Bylaws to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

- 12.02. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

Headings

- 12.03. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

- 12.04. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Power of Attorney



12.05. A person may execute any instrument related to the Association by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Association to be kept with the Association records.

Parties Bound

12.06. The Bylaws shall be binding upon and inure to the benefit of the directors, officers, members, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors and assigns except as otherwise provided in the Bylaws.