National Tuberculosis Controllers Association
Bylaws

ARTICLE I. Name and Offices
Section 1. The name of the association shall be the “National Tuberculosis Controllers
Association” (NTCA), which is hereinafter referred to as the “Association.”

Section 2. The office and mailing address of the Association shall be such site and
address as determined by the Board of Directors.

ARTICLE II. Mission
Section 1. The mission of the National Tuberculosis Controllers Association is to
protect the public’s health by advancing the elimination of tuberculosis in the
U.S. through the concerted action of state, local and territorial TB programs.

ARTICLE III. Membership and Dues
Section 1. There shall be the following categories of membership:

A. Institutional Members: All tuberculosis (TB) programs at the state, big city,
territorial and local level shall be eligible for one of the two categories of
institutional membership; State, Big City and Territorial TB Program
Membership or Local TB Program Membership.

(1.) State, Big City, Territorial TB Programs Category: Institutional Member
Program representative and Institutional Members

Each TB program at the state, big city, and territorial level which directly
receives federal cooperative funding shall be eligible as an Institutional
Member Program and, as such, the TB controller, or his/her designee,
of the Institutional Member Program will serve as the Institutional
Member Representative and as such may serve as an Officer, member
of the Board, or in any other representative category established by the
Association.

(a.) All individuals granted membership in the Association as the
Institutional Member Representative shall be considered voting
members of the Association except as qualified in Article III, Section
2.

(b.) The Board also shall determine on an annual basis and prior to the
membership renewal period, a maximum number of individuals per
Institutional Member Program who can be granted institutional
membership privileges under this category.

(i) Individuals granted membership under this Institutional Member
Program category who are not the Institutional Member
Representative shall be considered a non-voting member and may
not hold an elected position within the Association with the
exception of elected positions within the Sections (see Article VIII).
All individuals granted membership in the Association under this
category shall have voting privileges within their respective Sections
only. Individuals granted membership under this category may serve on Section, Association, and Board designated workgroups and/or committees.

(2.) Local TB Program Category

Any TB programs that do not receive direct cooperative agreement funding shall be eligible to join as Local Institutional Member Programs. Individuals granted membership under a local Institutional Membership may not serve as an Officer or member of the Board. Members in this category shall be eligible to serve in other representative categories as established by the Association and approved by the Board.

(a.) The local-level TB controller for a Program, or his/her designee, granted membership in the Association under this category shall be considered a voting member of the Association except as qualified in Article III, Section 2.

(b.) The Board shall determine on an annual basis and prior to the membership renewal period the maximum number of individuals per Local Institutional Member program who can be granted institutional membership privileges under this category.

(c.) Any individuals granted membership under the Local Institutional Member Program category, with the exception of the designated Representative Institutional Member, are non-voting members and may not hold an elected position within the Association with the exception of Officer or other positions within the Sections. All individuals granted membership in the Association under this category shall have voting privileges within their respective Sections only. Individuals granted membership under this category may serve on Section, Association, and Board designated workgroups and/or committees.

B. Individual Members: Includes any individual professional, student, honorary, and retired Association member not otherwise included as an Institutional Member.

(1.) Individual TB controllers, and his/her designee, from programs at the state, big city, and territorial level which receive federal cooperative funding that do not elect to become Institutional Member Programs may elect individual professional membership and as such are considered an Individual Member Representative for that jurisdiction and may serve as an Officer, member of the Board or in any other representative category established by the Association. Like the Institutional Member Representative, these individuals shall represent the state, big city, or territorial level programs’ best interest, even though serving as an Individual Member Representative.

(a.) Individuals granted membership in the Association under this category shall be considered voting members of the Association except as qualified in Article III, Section 2.

(2.) All other categories of Individual memberships are non-voting members; these persons may not hold an elected position within the
(a.) All individuals granted membership in the Association under this category shall have voting privileges within the Sections only. Individuals granted membership under this category may serve on Section, Association, and Board designated workgroups and/or committees.

Section 2. Special Voting Circumstances

A. There may be times when the Association is required to take special actions that directly impact the continued existence of the organization as presently defined. Such activities would include merging or legally affiliating with another organization or dissolving the Association in its present form. In these special circumstances, each state, big city, or territory that has been federally designated as responsible for tuberculosis control and prevention shall be entitled to one vote. In such situations, the person casting the official state, big city, or territory vote shall be the TB controller or his/her designee, for the defined jurisdiction.

Section 3. Dues

A. Institutional and Individual Dues

The dues for each category of membership in the Association shall be established annually by the Board of Directors to allow invoicing before the first day of the first month of each calendar year. Dues must be paid by the due date indicated for membership to remain current.

B. Non-Payment of Dues

Institutional and Individual members failing to pay dues shall forfeit privileges of membership.

ARTICLE IV. Association Governance

Section 1. The governing body of the Association shall be known as the Board of Directors, hereinafter referred to as the “Board.” The Board in total is comprised of the President, President-elect, Past President, Secretary, Treasurer, the current Section Presidents of approved sections, and Board members elected specifically as representatives of programs based on level of jurisdictional morbidity.

Section 2. To fulfill duties and responsibilities, the Board shall govern according to the Association Bylaws as approved by the membership as follows:

A. Have authority to act for and in the name of the Association and shall report such actions to members of the Association.

B. Propose, review and recommend amendments to the Bylaws for submission to the members of the Association and shall enforce the Bylaws that are in effect.

C. Assure that all monies of the Association are used solely for furthering the mission of the Association.
D. Keep written records of all Board proceedings and provide a summary report to the members of the Association no later than forty-five (45) days after each Board meeting.

E. Establish criteria and a process for the establishment of sections of the Association, dissolution of an existing section, and provide a forum for coordination among sections.

F. Delegate responsibilities consistent with, and not specifically designated in, the Bylaws to standing and Ad-Hoc committees in order to carry out the mission and objectives of the Association.

G. Allow findings or actions of the Board to be subject to reconsideration by the Association membership on a motion submitted in writing by an Institutional or Individual Representative Member at the next Board meeting; or as indicated by the Representative Institutional or Individual Member at the next annual membership meeting.

H. Have the authority to employ, set the salary and any associated benefits, or terminate an Executive Director of the Association.

I. Confirm appointments to fill vacancies on the Board and seat new section leaders.

ARTICLE V. Officers and Board of Directors

Section 1. Qualifications

A. The Board shall determine the qualifications for membership in the Association, its officers and Board members.

B. Officers and Board members must be Institutional or Individual Representative Members of the Association, with the exception of Section Presidents.

Section 2. Duties of the Officers

A. President

(1.) The President shall preside over the annual meeting of the Association and all meetings of the Board. In the absence of the President, the President-elect or, in order, the Secretary shall preside.

(2.) The President shall supervise the affairs of the Association and may delegate responsibility for administration and management of the Association’s operations to an Executive Director employed by and directly responsible to the Board.

(3.) The President shall call meetings of the Board.

B. President-elect

(1.) The President-elect shall assume the duties of President in the President’s absence at the annual meeting of the Association and all meetings of the Board. The President-elect shall work with special committees as designated by the Board.

C. Secretary

(1.) The Secretary, or at the Secretary’s request the Executive Director, shall issue all notices of meetings, ensure that resolutions and
proceedings of meetings are recorded and distributed to the Association members no later than forty-five (45) days after any meeting, and shall perform all duties pertaining to the office of Secretary.

D. Treasurer

(1.) The Treasurer, or at the Treasurer’s direction the Executive Director, shall disburse Association funds to carry out the routine operating business and budgeted affairs of the Association. Expenditures that are outside of the approved annual budget shall be disbursed upon the explicit direction of the Board.

(2.) The Treasurer, or at the Treasurer’s request the Executive Director, shall ensure that a record is appropriately kept of all monies payable to the Association; shall ensure that a current register is kept of all members of the Association; and shall ensure performance of all duties pertaining to the office of the Treasurer.

(3.) The Treasurer, or at the Treasurer’s request the Executive Director, shall prepare and disperse payments by the Association. The Treasurer must provide written approval (electronic or hard copy.) for any payment greater than the threshold amount established annually by the Board.

(4.) The Treasurer may delegate selected functions of the office of the Treasurer to the Executive Director with the exception of payments made to the Executive Director. The Treasurer shall review and authorize all remuneration or reimbursement to the Executive Director prior to dispersal of any payment.

(5.) The Treasurer, or at the Treasurer’s request the Executive Director, shall ensure that all accounts shall be audited by an accredited, outside firm at least once each year.

Section 3. Composition of the Board of Directors

A. Six (6) of the elected members of the Board shall represent the interests of the states/territories to which they are assigned, and shall participate in the governance of the Association in accordance with Article IV. Each of the six (6) Board members shall represent one of three (3) incidence level groups, high, medium or low, based on immediate 3 prior year average incidence as published by CDC. Each incidence level shall have an approximate equal representation.

B. Periodic Realignment

Once every three (3) years, the Board will review the designated incidence levels and realign as necessary using morbidity data provided by the Centers for Disease Control and Prevention, hereinafter referred to as “CDC.” Prior to the required realignment, the Board will determine the appropriate method for determining the incidence level for the upcoming three-year period. The Board Members shall serve the incidence level jurisdictions to which elected until the completion of their terms regardless of changes in incidence occurring during the three-year realignment cycle.

C. At-Large Representative Member

(1.) When the number of Sections within the Association is such that an even number of Board members occurs, the Association shall elect and seat an At-Large Member to the Board to maintain an odd number of voting members on the Board. Until such election is held, the President
Section 4. Terms of Office

A. A President-elect shall be elected annually and serve for a total of three (3) years. The President-elect shall serve the first year as President-elect, the second year as President, and the third year as Past President, which shall be an ex-officio and non-voting member of the Board.

B. The terms of office for the Secretary and Treasurer shall be two (2) years. The Secretary and the Treasurer will be elected in alternate years.

C. The terms of office for the six (6) members of the Board elected to represent the states/cities/territories shall be two (2) years. The terms of office shall be staggered so that one member from each of the three (3) incidence categories shall be elected each year.

D. The term of office for an At-Large Member appointed to maintain the mandated odd number of Board members, as required by Article III, Section 3, shall be one (1) year. An At-Large seat shall be abolished at the creation of a new Section as needed to maintain an odd number of Board members for voting purposes.

Section 5. Meetings of the Board:

A. Association Board members, at a minimum, will meet monthly by conference call and once in-person prior to the annual conference. Board members are expected to be present at 80% of called meetings.

B. Meeting agendas are set by the Board President, with input from Board membership, as appropriate. Agenda items and other pertinent information are sent to all Board members prior to the scheduled meeting.

C. A quorum is defined as a simple majority of eligible Board members.

ARTICLE VI. Nominations and Elections

Section 1. Nominations

A. A Nomination Committee shall be appointed each year by the President and confirmed by the Board.

B. At least 50% of the Nomination Committee shall be comprised of members of the Association who are not officers or members of the Board.

C. The Nomination Committee shall prepare a list of at least two (2) qualified nominees for each open office and Board position in such time to comply with the annual election schedule. Candidates must meet membership qualifications for the position to which they seek election and be current on payment of Association membership dues.

D. Nominations for any of the open offices or positions may also be submitted in writing by a member of the Association for consideration by the Nomination Committee. Nominations must be received no later than February 15th of any year to allow time for the Nomination Committee to validate the nomination. Qualified nominees shall have indicated a willingness to serve and complete a full term, if elected.
Section 2. Elections

A. Election of officers and elected Board members shall be by secret ballot.

B. The election shall be conducted electronically. Notice of the election and instructions regarding electronic voting procedures shall be electronically sent to eligible voting members of the Association so that the election is concluded no later than April 15th of any year. Procedures for on-line voting shall maintain the secrecy of the ballot and ensure only one (1) vote per eligible Member. The ballot shall consist of a list of candidates for each of the offices and Board positions to be filled. If electronic voting is not feasible, a paper ballot shall be prepared and mailed to voting members so that the election is concluded no later than April 15th of any year.

C. Election for any office on the Board shall be by a majority of votes cast. A tie vote for a seat representing an incidence category shall be decided by a coin toss by the President.

D. When Board composition is such that an elected At-Large member of the Board is required, the candidate with the highest vote count among the non-elected incidence category candidates shall be elected as the At-Large member.

E. Three (3) Tellers shall be appointed by the President to certify the electronic results or count the ballots. Tellers must be voting Members of the Association and shall not include any current Officer, member of the Board or current candidate for an elected office or position.

F. Each year, the Chair of the Nominating Committee shall notify all candidates of the results of their candidacy within five (5) business days of the certification of the election.

G. Election results shall be publicly announced within two (2) weeks of notifying the candidates.

Section 3. Succession and Vacancies

A. The order of succession to a President unable or unwilling to perform his/her duties shall be the President-elect, the Secretary, and the Treasurer until the next election of the Association. If succession is invoked, the new President shall appoint, with confirmation by the Board, a member to fill any resulting vacancy for the unexpired term.

B. The President, with confirmation by the Board, shall appoint an Institutional or Individual Representative Member to fill a vacancy occurring to complete the term of the elected officers of President-elect, Secretary or Treasurer.

C. A vacancy occurring in a seat held by a Board member elected to represent an incidence level group shall be filled by an Institutional or Individual Member of the Association from the same incidence level group as the vacated member, appointed by the President with confirmation by the Board. The newly appointed member shall serve for the remainder of the unexpired term.
D. All Board members appointed to fill vacant leadership positions within the Association shall be current with Association membership dues.

E. Sections shall follow the same order of succession and process for filling vacancies for the offices of Section President, President-elect and Secretary. All section vacancies to fill unexpired terms will be appointed by the Section President with approval by the Board.

ARTICLE VII. Executive Director

Section 1. The Executive Director shall efficiently and effectively carry out all duties as described in the Position Description, and other responsibilities delegated or required by the Association's officers.

Section 2. In addition to the Association’s business, the Association’s Executive Director shall assure the routine administrative business of any Sections established and approved by the Board is performed.

Section 3. The Executive Director shall manage the staff and business affairs of the Association’s administrative office under the overall direction of the Board.

ARTICLE VIII. Association Sections

The Association may approve the creation of a subsidiary group hereafter referred to as a “Section.” Sections are comprised of Association members with a special interest in a specific segment of tuberculosis control and prevention who form to further the interests and needs of section members. Sections organize and operate according to the bylaws of the Association, with the establishment of individual section workplans, procedures and other operating documents as necessary to further the mission and work of the respective Section membership.

Section 1. Organization

A. A section is defined as a sustained group of at least twenty (20) members of the Association without regard to membership classification.

B. A section may form on petition signed by no less than fifty (50) members of the Association who support the concept of the section. At least twenty-five (25) of those signing the petition must commit to participate in the activities of the section.

C. The petition must be submitted to the Board and shall include:

(1.) A statement of purpose specifying the ongoing, common interest of the members of the proposed section.

(2.) An explanation of how approval of the proposed section will advance the mission and objectives of the Association.

(3.) An outline of the proposed section’s objectives, organizational structure, and operational procedures.

D. The Board shall review the petition and vote on the establishment of a section. Such vote must occur within sixty (60) days of receipt of a validated petition. The Board may use a portion of this 60-day period to collect comments on the proposed section by mailing an announcement to the
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Association membership. Approval to establish a section shall require approval by no less than two-thirds of the Board.

Upon initial establishment of a new section, the Association President shall appoint a section President to facilitate the development of the section, in advance of the election for the other section Officers.

Section 2. Section Officers

A. Each Section shall establish leadership to include at minimum a President, President-elect, and Secretary who shall be elected by the section members from among its membership.

B. The terms of office shall be at minimum one (1) year, or for a longer period upon consideration and approval by the Board.

C. Additional section offices may be established upon consideration and approval of the Board.

D. Election of Officers shall occur on the same timeframe as those for the Association’s leadership positions.

E. Vacancies to any section leadership position will be appointed following the same guidelines as those for the Association’s officer vacancies.

Section 3. Relationship with the Association Board

The Section President of each section shall be seated on the Board upon his/her election and have voting rights during the term as Section President. The Section President shall represent section interests as a member of the Board and shall keep section members apprised of special matters under consideration by the Board.

Section 4. Section Business Address

The office and mailing address of all approved sections shall be the office of the Association’s Executive Director.

Section 5. Section Membership and Dues

A. Section membership is open to all persons who have an interest in the common purpose of the section and is a privilege open to all Association members.

B. Sections shall not levy additional dues for section membership.

C. Association members at the time of joining or renewing their membership shall indicate section membership preference on the membership renewal application.

D. All section members have the right to vote, hold office, and serve on standing or special committees of their sections with the exception of those who are designated by an Institutional Member as its Representative or those Individual Member TB Controllers, or their designees, from jurisdictions without an Institutional Membership. These Institutional Member Representatives and Individual Member TB Controllers and designees may serve on standing or special committees of the sections and vote in section elections; however, they cannot hold section offices due to potential conflicting interests with Association representation responsibilities.

Section 6. Section Structure and Workplan
A. Each section shall determine the composition of the sections executive committees, frequency of executive committee meetings and need to establish standing/special committees, and/or workgroups.

B. Each section shall prepare, and submit to the Board for approval, an annual workplan, according to the schedule designated by the Board.

C. Section structure shall be submitted to the Board initially for approval upon creation of a new section and then as needed when changes are made.

Section 7. Dissolution of a Section

A. An existing section may petition the Board to dissolve, thereby forfeiting its seat on the Board.

B. The Board, on its own initiative or by petition of no less than fifty (50) Association Members, may move to dissolve a section for actions judged to be incompatible with achievement of the Association’s Mission.

C. Dissolution shall require a two-thirds vote of the Board, which may include the vote of the President of the section proposed for dissolution.

ARTICLE IX. Committees

Section 1. Standing Committees

There shall be standing committees authorized by the Board. The President shall appoint the Chairperson and members of all committees, with confirmation by the Board.

Standing Committees shall provide reports, as shall be required by the President or Board. Reports may be presented orally to the Board or membership as a whole, or written to the Secretary, or at the Secretary’s request to the Executive Director, who will distribute them to members of the Board.

A. Bylaws Committee. The Bylaws Committee shall be responsible for reviewing the Bylaws annually and proposing amendments as necessary for the effective and efficient function of the Association. The Bylaws Committee shall also receive proposals for amendments from Association members for study and necessary revision.

B. Executive Committee. The elected officers of the Association comprise the Executive Committee of the Board. The Executive Committee shall have all the powers and authority of the Board in toto in the intervals between meetings of the full Board, except for the power to award the Articles of Incorporation and Bylaws. Any actions undertaken by the Executive Committee can be overruled by a two-thirds majority vote of the full Board.

C. Finance Committee. The Treasurer is chair of the Finance Committee which includes at least three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget developed with staff and other Board members. The Board must review the budget and all expenditures must be within the budget. Any major changes to the budget must be approved by the Board or the Executive Committee. The fiscal year for the Association shall be the Federal fiscal year (October 1 to September 30). Annual reports must be submitted to the Board showing income,
expenditures, and pending income. The financial records of the Association are public information and shall be made available to the membership and the public. The financial records of the Association are subject to annual audit by an outside independent organization.

D. Membership Committee. The Membership Committee will work with the section Presidents to recruit potential new members of the Association and its sections. The Membership Committee will also be responsible for recruitment materials and defining the membership application process. Each year at least one membership campaign will be undertaken to recruit new Association members.

Section 2. Special Committees

A. From time to time, the President and/or the Board shall authorize one or more special ad hoc committees as deemed necessary to carry out the work of the Association.

B. The President shall appoint the Chairperson and members of all special committees, with confirmation by the Board.

C. Special Committees shall provide reports required by the President or Board. Reports may be presented orally to the Board or membership as a whole, or written to the Secretary, or at the Secretary’s request to the Executive Director, who will distribute them to members of the Board. Special Committees shall submit written reports, as shall be required by the Executive Committee, to the Secretary, or at the Secretary’s request to the Executive Director, who will distribute them to members of the Executive Committee.

ARTICLE X. Membership Meetings

Section 1. Time and Place

The Association and Sections shall hold periodic membership meetings at a time and place determined by the Board. These meetings may be in person, by videoconference, or by teleconference.

Section 2. Meeting Quorum

A membership quorum shall be required for any designated business meeting of the full membership. A quorum for a designated business meeting of the Association shall be twenty-five (25) percent of designated representative or individual controller, or his/her designee, members of the States, Territories, and Big Cities. (i.e. voting members)

ARTICLE XI. Consultancies

Section 1. Consultant Appointment and Term

A. The President shall appoint, with confirmation by the Board, consultants with relevant expertise to serve the interest of the Association on specific TB-related issues as identified by resolution of the Board and amended by subsequent resolutions as necessary. Consultant duties, length of term, remuneration, and reporting responsibilities will be determined by the President, with confirmation by the Board. For selected issues, co-consultants may be appointed.
B. Consultants required by a Section shall be reviewed by the Association President with confirmation by the Board.

Section 2. Representing the Association

A. The consultant shall adhere to the work plan for the project as defined by the President and Board, including attendance at meetings as a representative of the Association and submission of periodic reports on the status of the project.

B. In no case shall the consultant publish reports or written findings of any project undertaken on the behalf of the Association without the permission of Officers and Board.

C. From time to time the organization is represented by constituents/affiliates other than in a consulting capacity to the organization, such as speaking on behalf of the organization to advisory boards, legislative committees and others or serving on federal committees and workgroups as a representative of the Association. Such representation must be discussed with the Executive Committee of the Board prior to the activity, with provision made for reporting back to the Executive Committee and full Board on the activity approved. Association members and affiliates involved in such activities for other purposes may not also speak or engage in activities or make any commitments on behalf of the Association without Executive Board approval.

ARTICLE XII. Fiscal Rules

Section 1. Fiscal Year

The Association’s fiscal year shall begin October 1st and end September 30th of each year.

Section 2. Annual Audit

The financial records of the Association shall be audited at the end of each fiscal year, with a report given to the Board and a summary made available to all Association members by the next annual meeting.

Section 3. Pecuniary Gain

This Association does not afford pecuniary gain, incidentally or otherwise, to its members.

Section 4. Compensation

A. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, officers, Board members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in the furtherance of the purposes as stated above.

B. No member shall receive any compensation for his/her services as an officer or member of the Board other than reimbursement for authorized expenses incurred on behalf of the Association.

Section 5. Limits on Lobbying
A. No substantial part of the activities of the Association shall be directed towards lobbying activities, propaganda, or otherwise attempting to influence legislation.

B. The Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any political candidate for public office.

C. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on:
   (1.) By an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.
   (2.) By an association, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.

ARTICLE XIII. Publications and Properties

Section 1. Publications

Any publications of the Association shall be issued under the direction of the Board.

Section 2. Association Property

The Board shall act as Trustee of the properties of the Association.

ARTICLE XIV. Parliamentary Authority

Rules of parliamentary procedure, according to the latest edition of Robert’s Rules of Order, shall govern meetings of the Association its Sections unless suspended by a majority vote of the representative members attending.

ARTICLE XV. Amendments

Section 1. Process of Amendment

A. Representative Members may submit proposed amendments to the Bylaws. These will be referred to a Bylaws Committee for study and necessary revisions.

B. Proposed changes will be submitted by the Bylaws Committee to the Board. If the Board concurs with the proposed amendment, the amendment will be presented for a vote of approval by the voting membership.

Section 2. Voting

A. Proposed amendments to the Bylaws approved by the Board will be scheduled for a vote at the annual meeting with at least twenty-one (21) days written notice to members. Otherwise, the vote will occur by electronic ballot to Representative Voting Members.

B. Passage of an amendment to the Bylaws shall be by two-thirds vote by Representative Voting members casting a ballot. If voting occurs
ARTICLE XVI. Liability and Indemnification

Section 1. Limitation of Liability

A. No officer or Board member, including Section officers shall be personally liable for Association actions, not withstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of an officer, Section officer, or Board member to the extent that such liability is imposed by applicable law:

(1.) For any breach of the officer’s, Section officer’s, or Board member’s duty of loyalty to the Association or its members.

(2.) For acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law.

(3.) For any transaction from which there is improper personal benefit.

B. This provision shall not eliminate the liability of an officer or Board member, or Section officer for any act or omission occurring prior to the date upon which this provision becomes effective.

C. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer, Section officer, Board member for or with respect to any acts or omissions of such officer or Board member occurring prior to such amendment or repeal.

Section 2. Indemnification

The Association may, at the sole discretion of the Board, indemnify in whole or in part any person (and his/her heirs, executors, administrators, or other legal representatives) who is, or shall have been an officer, Section officer, or Board member of the Association, or any person who is serving or shall have served at the request of the Association against all liabilities and expenses (including judgments, fines, penalties, and attorney’s fees and all amounts paid, other than to the Association, in compromise or settlement) reasonably incurred by any such officer, Section officer, Board member, or person who may be a party defendant or with which he/she may be threatened or otherwise involved, directly or indirectly, by reason of his being or having been an officer, Section officer, or Board member of the Association or other such corporation, except in relations to matters as to which any such officer, adjudged, other than by consent, in such action, suit, or proceeding to have been liable for bad faith or misconduct in their performance of his/her duty as such officer, Board member, Section officer, or person serving the Association.

ARTICLE XVII. Dissolution of the Association

Section 1. Legal Dissolution

In the event of dissolution of the Association, such dissolution shall be in accordance with Section 501(c)(3) of the Internal Revenue Service Code and the Georgia Secretary of State Securities and Charities Division.

Section 2. Liquidation of Assets and Payment of Obligations
A. Upon dissolution or liquidation of the Association, no member shall share in
or receive any funds or other assets then remaining in the possession of the
Association.

B. All liabilities and obligations shall be paid and any remaining funds and other
assets shall be transferred to any group that supports the mission of
tuberculosis elimination, pursuant to a plan of distribution as provided by law
under section 501(c)(3) of the Internal Revenue Service Code.

C. The Board will decide at the time of dissolution to whom the distribution will
be made.