

American Heart Association Bylaws

October 29, 2020

TABLE OF CONTENTS

BYLAWS

ARTICLE I	INCORPORATION AND OFFICES	
Section 1.1.	"Not-for-Profit" Corporation	1
Section 1.2.	Corporate Offices	1
ARTICLE II	MISSION STATEMENT	1
ARTICLE III	MEMBERS	1
ARTICLE IV	BOARD OF DIRECTORS	
Section 4.1.	Membership	1
Section 4.2.	Powers of the Board of Directors	1
Section 4.3.	Terms and Term Limits.....	2
Section 4.4.	Vacancies; Removal; Resignation	2
Section 4.5.	Annual and Regular Meetings of the Board of Directors	2
Section 4.6.	Special Meetings of the Board of Directors	2
Section 4.7.	Notice of Meetings.....	2
Section 4.8.	Waiver of Notice	3
Section 4.9.	Unanimous Consent Action by Board	3
Section 4.10.	Quorum; Manner of Acting	3
Section 4.11.	Meeting by Electronic Conference	3
Section 4.12.	Presumption of Assent.....	3
Section 4.13.	Remuneration of Directors	3
ARTICLE V	OFFICERS	
Section 5.1.	Titles	4
Section 5.2.	Terms of Office.....	4
Section 5.3.	Vacancies; Removal	4
Section 5.4.	Chairperson of the Board of Directors.....	4
Section 5.5.	President.....	4
Section 5.6.	Chairperson-elect.....	5
Section 5.7.	President-elect	5
Section 5.8.	Chief Executive Officer	5
Section 5.9.	Corporate Secretary	5
Section 5.10.	Treasurer	5
Section 5.11.	Bonds.....	5

ARTICLE VI	COMMITTEES	
Section 6.1.	General	5
Section 6.2.	Committees of the Board.....	6
Section 6.3.	Committees of the Corporation.....	6
Section 6.4.	Special or <i>Ad Hoc</i> Committees.....	6
Section 6.5.	Membership	6
Section 6.6.	Establishment and Termination of Committees.....	6
Section 6.7.	Committee Procedures.....	6
Section 6.8.	Executive Committee	7
Section 6.9.	Governance Committee; Nominating and Awards	7
ARTICLE VII	NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS	
Section 7.1.	Nominating Process	7
Section 7.2.	Election Process.....	8
ARTICLE VIII	CONFLICTS OF INTEREST	8
ARTICLE IX	MISCELLANEOUS	8
Section 9.1.	Fiscal Year	8
Section 9.2.	Contracts.....	8
Section 9.3.	Loans	8
Section 9.4.	Checks and Drafts.....	8
Section 9.5.	Deposits	8
Section 9.6.	Maintenance of Records.....	8
Section 9.7.	Audits	8
Section 9.8.	Policies and Procedures	9
ARTICLE X	INDEMNIFICATION	9
ARTICLE XI	AMENDMENT OF BYLAWS.....	9
Section 11.1.	Amendments	9
Section 11.2.	Review of the Bylaws	9

AMERICAN HEART ASSOCIATION, INC.

BYLAWS

ARTICLE I INCORPORATION AND OFFICES

SECTION 1.1 "Not-for-Profit" Corporation. American Heart Association, Inc. (the “AHA”) is a not-for-profit corporation incorporated under the Not-For-Profit Corporation Law of the State of New York (the “Corporation Law”).

SECTION 1.2 Corporate Offices. The AHA shall continuously maintain an office or an agent for service of process in the Borough of Manhattan, City, County and State of New York, and may maintain other offices in the place or places within or without the State of New York as the Board of Directors may from time to time determine. The AHA shall maintain a national headquarters (“National Center”) in such location as the Board of Directors may determine.

ARTICLE II MISSION STATEMENT

The American Heart Association is a national voluntary health organization and shall have a mission statement approved by the Board of Directors, consistent with the corporate purposes of the AHA.

ARTICLE III MEMBERS

The AHA shall have no corporate members, as defined by the Corporation Law. Nothing in these bylaws, however, shall prevent the Board of Directors from establishing professional and other types of memberships in the AHA.

ARTICLE IV BOARD OF DIRECTORS

SECTION 4.1 Membership. The AHA Board of Directors shall consist of at least nine (9) but not more than twenty-six (26) Directors, including (a) Chairperson of the Board, Chairperson-elect of the Board, Immediate Past Chairperson, President, President-elect, Immediate Past President, and Treasurer; (b) the chairpersons of the AHA Research Committee and of the American Stroke Association Advisory Committee, both of whom shall serve *ex officio*; and (c) such other at-large directors as the Board may elect or appoint. AHA regions will be represented on the Board through the broad geographic diversity of directors, as provided in Section 7.1.

SECTION 4.2 Powers of the Board of Directors. The affairs and property of the AHA shall be managed under the direction of the Board of Directors subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein, including, without limitation:

- A. Approval of long-range goals for the AHA;
- B. Approval of all policies, not inconsistent with these Bylaws, and delegation of their implementation;
- C. Employment and evaluation of the Chief Executive Officer; and
- D. Approval of the annual operating budget of the AHA.

The Board of Directors shall alone determine whether the AHA is conducting its operations in

compliance with the AHA's stated purposes.

SECTION 4.3 Terms and Term Limits.

- A. Terms. At-large Directors shall be divided into two classes of approximately equal numbers. Class A Directors shall hold office for a term of two fiscal years ending in odd years. Class B Directors shall hold office for a term of two fiscal years ending in even years. At-large Directors shall assume office at the first meeting of the fiscal year for which they are elected and shall hold office until their successors have been elected and qualified.
- B. Term Limits. At-large Directors shall serve no more than three consecutive full two-year terms, following which they shall be ineligible for election to another term as an at-large Director, except: that: 1) they thereafter may be considered for AHA officer positions for which they may be eligible and qualify, and 2) upon recommendation of the Governance Committee, an at-large Director may serve additional two-year terms.

SECTION 4.4 Vacancies; Removal; Resignation. In the event of a vacancy in the office of any Director, other than a Director serving ex officio or as otherwise provided in these Bylaws, the Governance Committee may nominate, and the Board of Directors may elect a successor who shall hold office for the remainder of the former Director's term of office and until his or her successor has been elected and qualified. A Director may be removed at any time, with or without cause, by the Board of Directors acting in the best interests of the AHA as determined by the Board in its sole discretion. A Director may resign at any time by giving his or her written resignation to the Chairperson of the Board, the President or the Chief Executive Officer. A material change in a Director's principal leadership position in his or her educational, business or civic organization during his or her term as a Director shall constitute an automatic resignation from the Board of Directors, which the Board of Directors may accept or reject. A material change shall be determined in the sole discretion of the Board and may include, without limitation, termination, demotion, or resignation from such leadership position. If the Board of Directors determines that a position change is not material, then no automatic resignation shall have occurred.

SECTION 4.5 Annual and Regular Meetings of the Board of Directors. The annual meeting of the Board of Directors shall be held at such time and place within or without the State of New York as may be designated from time to time by the Board for the purpose of transacting such business as may be desirable. Regular meetings of the Board of Directors shall be called by the Chairman of the Board and shall be held at the time and place within or without the State of New York as shall be designated in the notice of the meeting. The Board of Directors shall meet not less than three times each year.

SECTION 4.6 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairperson of the Board, or upon written petition signed by at least ten Directors, and shall be held at the time and place within or without the State of New York as shall be designated in the notice of the special meeting.

SECTION 4.7 Notice of Meetings. Written notice of the time and place of all meetings of the Board of Directors shall be delivered to each Director at least ten days before the date of the meeting, unless a longer notice period is required by law, and shall state the purpose of the meeting. If notice is given by electronic mail or other means of electronic transmission, such notice shall be considered to be given upon direction to the electronic mail address or other electronic address of record of the Director. If sent by other means (including courier or express mail), such notice shall be considered to have been delivered when actually delivered to the address of record of the Director.

SECTION 4.8 Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board

or of its committees may be waived by a Director or committee member by electronic transmission or other writing, either before or after such meeting has been held. A Director or committee member's attendance at any meeting, except for the sole purpose of objecting to the holding of such meeting, shall constitute waiver by the Director or committee member of notice of such meeting.

SECTION 4.9 Unanimous Consent Action by Board. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, which may be in one or more counterparts, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent may be written or electronic. If electronic, the transmission of the consent must be sent by email and include information that shows the transmission was authorized by the Director.

SECTION 4.10 Quorum; Manner of Acting. For all meetings of the Board of Directors (other than for action taken by unanimous consent), a quorum shall be a majority of the Directors then serving, who shall be present in person, unless a larger number is required by law or these Bylaws to be present. Any meeting of the Board at which a quorum is not present may be adjourned by a majority of the Directors present. When a quorum of Directors is present at any meeting of the Board, any act of the majority of the Directors present shall constitute the act of the Board of Directors, unless the act of a larger number is required by law or by these Bylaws.

SECTION 4.11 Meeting by Electronic Conference. Directors and committees of the Board of Directors may participate in and act at any meeting of the Board of Directors or a committee by means of conference telephone video, Internet conference or similar communications equipment if all persons participating in the meeting can hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting. Whether to conduct a meeting of the Board or a committee by such means shall be determined by the Chairperson of the Board and the committee chairperson, respectively, in his or her sole discretion.

SECTION 4.12 Presumption of Assent. Any Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless (a) he or she abstains and his or her abstention is recorded in the minutes of the meeting; (b) his or her dissent shall be entered in the minutes of the meeting; or (c) he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. The right to file a written dissent shall not apply to a Director who voted in favor of an action.

SECTION 4.13 Remuneration of Directors. No Director and or member of any committee shall receive compensation for any services in his or her capacity as a Director or committee member; provided, however, that nothing in these Bylaws shall be construed to preclude any Director or committee member from receiving reimbursement from the AHA for expenses actually incurred for serving the AHA as a Director or committee member in compliance with AHA policy.

ARTICLE V OFFICERS

SECTION 5.1 Titles. The AHA shall have Officers who are volunteers and Officers who are AHA employees. The volunteer Officers of the AHA shall be a Chairperson of the Board of Directors, a Chairperson-elect, an Immediate Past Chairperson, a President, a President-elect, an Immediate Past President, and a Treasurer. No person may at any one time hold more than one office. The Board of Directors shall appoint a Chief Executive Officer of the AHA ("**CEO**") and a Corporate Secretary, both of whom shall be AHA employees, and may from time to time appoint other officers as the Board considers to be in the best interests of the AHA. The CEO is authorized to appoint such additional officers, who are employees of the AHA, as he or she considers to be in the best interests

of the AHA, subject to the policies of the AHA.

SECTION 5.2 Terms of Office. Volunteer Officers of the AHA shall assume office at the first meeting of the Board of Directors for the fiscal year for which they are elected. The Chairperson of the Board, Chairperson-elect, Immediate Past Chairperson and Treasurer shall each serve a term of two years. The President, President-elect and Immediate Past President and any other officers shall each serve a term of one year. No volunteer Officer, except the Treasurer, may serve two or more consecutive terms. Officers shall hold office until their successors have been elected and qualified.

SECTION 5.3 Vacancies; Removal. The Board of Directors, acting in the best interests of the AHA as determined by the Board of Directors in its sole discretion, may remove any Officer of the AHA at any time, with or without cause, subject to the contract rights, if any, of the Officer being removed. In the event of the Chairperson's death, resignation or removal while in office, the Chairperson-elect shall hold the office of Chairperson of the Board thereafter until a successor is elected and qualified. In the event of the President's death, resignation or removal while in office, the President-elect shall hold the office of President thereafter until a successor is elected and qualified. In the event of the absence, incapacity or death of the Chairperson of the Board and Chairperson-elect, a Director designated in writing by the Chairperson of the Board or the President, or, in the absence of such designation, by action of the Board of Directors, shall perform the duties of Chairperson. The Director so designated shall assume the office of Chairperson following such designation and shall serve until a successor has been elected and qualified. Likewise, the Board shall treat the absence, incapacity or death of the President in the same manner. Any other vacancy in an Officer position may be filled by election by the Board of Directors. The successor shall hold office for the remainder of that Officer's term of office.

SECTION 5.4 Chairperson of the Board of Directors. The Chairperson of the Board of Directors is the chief volunteer officer of the AHA and shall be responsible for the oversight of the business affairs of the AHA, including public relations and fund raising. The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson may make and sign in the name of the AHA contracts and agreements in the ordinary course of its business and other contracts, obligations and instruments when authorized by the Board of Directors. The Chairperson shall have such other powers and duties as may from time to time be assigned by the Board.

SECTION 5.5 President. The President is the chief volunteer scientific and medical officer of the AHA and shall be responsible for the oversight of all medical, scientific and public health matters of the AHA and for related public policy. The President shall preside at all meetings of the Science Advisory and Coordinating Committee. The President may make and sign in the name of the AHA contracts and agreements in the ordinary course of its business and other contracts, obligations and instruments when authorized by the Board of Directors. The President shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

SECTION 5.6 Chairperson-elect. The Chairperson-elect shall oversee development functions of the AHA. The Chairperson-elect shall perform the duties of the Chairperson during the absence or incapacity of the Chairperson and shall have such other powers and duties as may be assigned by the Chairperson of the Board or the Board of Directors.

SECTION 5.7 President-elect. The President-elect shall serve as vice chairperson of the Science Advisory and Coordinating Committee. The President-elect shall perform the duties of the President during the absence or incapacity of the President and shall have such other powers and duties as may be assigned by the President, Chairperson of the Board or Board of Directors.

SECTION 5.8 Chief Executive Officer. The CEO shall perform such duties and have such other

powers as are normally attributed to such an officer, and as may be delegated to her or him by law, these Bylaws, or the Board of Directors. The CEO may not preside at any meeting of the Board at which the Board considers financial audits or the compensation of officers of the AHA.

SECTION 5.9 Corporate Secretary. The Corporate Secretary shall be employed by AHA and attend all meetings of the Board of Directors and act as clerk thereof and shall do or cause to be done the following: record all actions taken and keep the minutes of all proceedings of the Board of Directors and Executive Committee in books prepared for that purpose; keep an accurate list of Directors, their places of residence, their business or professional addresses and other contact information; and give such notices as may be required by law, the Certificate of Incorporation of the AHA, or these Bylaws. The Corporate Secretary shall perform such other duties as may be delegated from time to time by the Board of Directors, the Chairperson of the Board or the CEO.

SECTION 5.10 Treasurer. The Treasurer shall be subject to the control and direction of the Board of Directors, and shall have general oversight of the financial affairs of the AHA. The Treasurer shall have the care and custody of all the funds and securities of the AHA and shall keep, or cause to be kept, full and accurate accounts of all monies received and paid on account of the AHA. The Treasurer shall be Chairperson of the Corporate Operations Coordinating Committee and shall have such other powers and duties as may from time to time be assigned by the Chairperson of the Board or the Board of Directors.

SECTION 5.11 Bonds. The Board of Directors may require any Officer of the AHA to give a bond for the faithful discharge of his or her duties, in such amount and with such surety as the Board of Directors shall determine.

ARTICLE VI COMMITTEES

SECTION 6.1 General. The Board of Directors may establish committees of the Board and committees of the corporation, in accordance with Section 712 of the New York Not-For-Profit Corporation Law. For any such committee, the Board may make provisions for membership, establish procedures to govern the committee's activities, and may delegate authority to committees of the Board as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the AHA.

SECTION 6.2 Committees of the Board. The committees of the Board shall be the Executive Committee, the Audit Committee, the Compensation, Benefits and Human Resources Committee, and any other committees that the Board considers necessary. Each committee of the Board shall be responsible for the tasks described in and shall operate in accordance with the charter and commission for that committee approved by the Board of Directors. All committees of the Board shall consist of a minimum of three Directors. All voting members of committees of the Board shall be Directors and, except for persons serving *ex officio*, shall be appointed by the Chairperson of the Board and the President in accordance with the charter and commission for that committee, and approved by the Board of Directors. The designation and appointment of any committee of the Board and the delegation of authority thereto shall not operate to relieve the Board, or any individual Director, of any responsibility imposed on it or him or her by law.

SECTION 6.3 Committees of the Corporation. The committees of the AHA corporation shall be the Governance Committee, Corporate Operations Coordinating Committee, and any other committees that the Board considers necessary. Each committee of the corporation shall be responsible for the tasks described in and shall operate in accordance with the charter and commission for that committee approved by the Board of Directors. Members of committees of the corporation may include non-Directors as well as Directors, and shall be appointed by the Chairperson of the Board and the President in accordance with the charter and commission for that committee.

SECTION 6.4 Special or *Ad Hoc* Committees. The Board of Directors may establish from time to time such special or *ad hoc* committees, councils, task forces and similar bodies as it considers appropriate for the discharge of particular duties. Upon completion of the tasks for which created, a special or *ad hoc* committee shall stand discharged. Any special or *ad hoc* committee may be a committee of the Board or a committee of the corporation.

SECTION 6.5 Membership. Any committee member may resign at any time by giving written notice to the Chairperson of the Board or President. Such resignation shall take effect at the time specified therein. Any committee member may be removed for any reason by the Chairperson of the Board or by the Board of Directors.

SECTION 6.6 Establishment and Termination of Committees. The Board of Directors may at any time establish new committees or discontinue any committee for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Board or otherwise as directed by the Board.

SECTION 6.7 Committee Procedures. Consistent with its charter and commission, each committee shall meet as it considers necessary or as directed by the Board. Each committee shall create, and maintain in the official records of the AHA, minutes of its deliberations, recommendations and conclusions. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Chairperson of the Board and the President, each of whom shall have the right to attend and participate in the deliberations of the committee, unless prohibited by these Bylaws. A majority of the members of each committee then serving, who shall be present in person, shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee, unless a larger number is required by law, these Bylaws or policies approved by the Board. Any committee may act by unanimous written consent or by electronic voting request, using voting buttons or similar technology, provided that the use of such consent or such technology is consistent with policies approved by the Board of Directors. Each committee may operate through the establishment of one or more subcommittees, which shall have such duties and responsibilities as may be delegated to the subcommittee by the committee or the Board. Each subcommittee may be composed of members and non-members of the committee. All actions taken by the subcommittees shall be approved by the committee. Each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with law, these Bylaws or the policies of the Board of Directors.

SECTION 6.8 Executive Committee. The Executive Committee shall consist of the volunteer Officers of the AHA. The Chairperson of the Board shall serve as the chairperson of the Executive Committee. The appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law. The Executive Committee shall have such regular meetings as it may determine. Special meetings of the Executive Committee may be called by or at the request of the Chairperson of the Board, the President, or any three members of the Executive Committee. Notice of special meetings of the Executive Committee shall be given to each member of the Executive Committee no less than three days day prior to the meeting, unless waived in accordance with Section 4.8. The Executive Committee shall be vested with and may in its discretion exercise the full powers, duties, responsibilities and authority of the Board, except where prohibited by law and shall operate subject to any limitations imposed by these Bylaws or the Board of Directors. It shall be responsible for providing direction, advice and counsel to senior management of the AHA and for any other matters delegated to it by the Board of Directors.

SECTION 6.9 Governance Committee.

The Governance Committee is responsible for nominating officers and directors to the Board of Directors, recommending annual AHA national award recipients and other matters related to governance of the organization as is stated in the Governance Committee Commission.

The Governance Committee shall be appointed by the Chairperson of the Board and President and shall be composed of the following: The Chairperson of the Board, President, Chairperson-elect, President-elect, Immediate Past Chairperson and Immediate Past President and up to three (3) members at-large as set forth in the Governance Committee Commission.

ARTICLE VII NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 7.1 Nominating Process. The Governance Committee is responsible for identifying and recommending to the Board of Directors a slate of nominees to fill vacancies on the Board of Directors. A quorum for the Governance Committee shall be two-thirds of its members, and no member of the Governance Committee shall be entitled to vote by proxy or absentee ballot. Except for *ex officio* positions, the Governance Committee shall receive candidate names for prospective Officer and Director nominees from the Board of Directors, the Coordinating Committees, Councils, AHA regions, the Diversity Leadership Committee and the Governance Committee.

After reviewing the qualifications of each candidate, the Governance Committee shall nominate a slate to fill the positions described in Section 4.1 and Section 5.1, which, to the extent practicable, shall maintain on the Board a balance of broad geographical representation, leadership competencies and medical/lay experience.

The President may be an M.D., D.O., Ph.D., R.N., or other medical or scientific professional involved in practice, biomedical research or academia. The Chairperson of the Board shall be a non-medical or non-scientific layperson. However, the nominee for Chairperson of the Board may be a person with a medical professional degree or training who is not involved in practice as a medical professional.

SECTION 7.2 Election Process. The Governance Committee shall present to the Board a slate of nominees for the positions described in Section 4.1 and Section 5.1. The Board of Directors shall elect as its successors qualified individuals nominated by the Governance Committee in accordance with these Bylaws. If the Board fails to elect an individual so nominated, the Governance Committee as promptly as possible shall submit for the Board's consideration another nominee for the unfilled position in accordance with the procedures described in this Article.

ARTICLE VIII CONFLICTS OF INTEREST

The Board of Directors shall maintain a relationship disclosure and conflict resolution policy for the AHA that requires Directors, Officers, volunteers, agents and designated staff to comply with applicable legal requirements and scrupulously avoid any conflict between their own respective personal, professional or business interests and the interests of the AHA, in any, and all actions taken by them on behalf of the AHA in their respective capacities. Procedures implementing the policy shall be created and maintained under the direction of the Corporate Secretary.

ARTICLE IX MISCELLANEOUS

SECTION 9.1 Fiscal Year. The fiscal year of the AHA shall end on June 30.

SECTION 9.2 Contracts. The execution of all corporate documents and the execution of deeds, conveyances, leases, bonds, other legal instruments, and the execution of all contracts to which the AHA may be a party shall be signed on behalf of the AHA by one or more Officers or their designees as the Board by resolution may direct, but no such instrument shall be executed by any Officer or their designees except in the proper performance of his or her duties consistent with applicable law, the Certificate of Incorporation of the AHA and these Bylaws.

SECTION 9.3 Loans. The AHA shall neither lend nor borrow funds on behalf of the AHA, and shall issue no evidences of indebtedness in its name, unless authorized by a resolution of the Board. Such Board authorization may be general or confined to specific instances. No loan shall be granted to an Officer or Director of the AHA, except as may be permitted by applicable law and approved by the Board of Directors.

SECTION 9.4 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the AHA or to the AHA shall be signed or endorsed in accordance with policies approved by the Board. The signatures may be by facsimile or may be electronic where expressly authorized, but shall not be preprinted on the instrument, except as may be permitted by policies approved by the Board.

SECTION 9.5 Deposits. In a manner consistent with AHA financial policies approved by the Board, all funds of the AHA not otherwise employed shall be deposited from time to time to the credit of the AHA in such banks, trust companies or other depositories as the Board, or its designees, may select.

SECTION 9.6 Maintenance of Records. The AHA shall keep correct and complete books and records of account and other records of the activities of the AHA as may be appropriate. All such records shall be open to inspection upon the demand of any Director.

SECTION 9.7 Audits. Annually, the AHA shall cause a certified audit of its accounts to be conducted and shall cause any necessary reports, returns or other documents to be filed on its behalf.

SECTION 9.8 Policies and Procedures. References in these Bylaws to AHA governing documents, policies, procedures and other similar documents shall incorporate amendments to those documents as may be approved from time to time.

ARTICLE X INDEMNIFICATION

The AHA shall indemnify and hold harmless, to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party, or is otherwise involved, in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she or he is or was a Director, Officer, employee or agent of the AHA, acting in the scope of his or her duties, or is or was serving at the request of the AHA as a member of any committee of the Board of Directors or any committee of the corporation, or as a director, officer, employee or agent of another corporation, joint venture, partnership, trust or other enterprise, against all liability and loss suffered and expenses (including attorney's fees) reasonably incurred by such person if such person acted in good faith, for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust or other enterprise, not opposed to, the best interests of the

AHA and, in criminal actions or proceedings, had no reasonable cause to believe that his or her conduct was unlawful. The AHA shall carry indemnity insurance for all members of the Board of Directors in an amount deemed reasonable by the Board. No repeal or amendment of this provision shall adversely affect any right or protection of a Director or Officer of the AHA existing at the time of such repeal or amendment. In furtherance of the indemnification contemplated hereby, the AHA, upon affirmative vote of the Board of Directors, may advance to any Director, Officer, employee or agent such sums as the Board, in its discretion, may deem appropriate to enable the indemnified individual to conduct his or her defense, or appeal, of any action, suit or proceeding; provided, that no indemnification shall be allowed, and any sums so advanced to an individual under this Article X shall be refunded by such person to AHA, if such Director, Officer, employee or agent shall be adjudged liable regarding the matter for which indemnification is sought.

ARTICLE XI AMENDMENT OF BYLAWS

11.1. Amendments. These Bylaws may be amended or repealed in whole or in part and new Bylaws may be adopted upon the vote of a majority of the Directors then serving at a meeting of the Board, unless the act of a larger number is required by law.

11.2. Review of the Bylaws. The Board of Directors shall review the Bylaws at least every three years.