



BYLAWS

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Article One

Introduction

1. These bylaws constitute the code of rules adopted by earthMed for the regulation of management of its affairs.

Article Two

Directors

Definition of Board of Directors

1. The Board of Directors is that group of persons vested with the management of the business and affairs of *earthMed*, subject to appropriate state law, the Articles of Incorporation, and these bylaws. The Board of Directors may delegate the management of the day to day operation of the business of *earthMed* to individual committees or staff, or directly participate. This is provided that the activities and affairs of *earthMed* shall be managed and all corporate powers shall be exercised under the ultimate direction and authority of the Board of Directors.

Qualifications

2. Directorships shall not be denied to any person on the basis of age, race, creed, sex, or national origin. Each director shall be an individual at least 18 years of age. No residency requirement shall be made for membership as a board member. The members of the Board of Directors shall be appointed by the Board of Directors in accordance with the procedures set forth in these bylaws.

Number of Directors

3. The Board of Directors shall consist of no less than five (5) members.

Terms of Directors

4. Directors shall serve terms of three (3) years unless re-appointed as specified below. When a term expires, the remaining members of the Board of Directors shall, by majority vote (even though less than a quorum) fill the vacancy.
5. Board members whose terms have expired may continue serving until re-appointed or until their successors are chosen. A director may succeed himself in office and there shall be no limit to the number of consecutive terms a director may serve.
6. The Board of Directors may choose to delay in either re-appointing or replacing a board member whose term has expired. If so, the holdover board member may continue to serve pursuant to the paragraph above. The Board of Directors, however, may, at any time after a term has expired, act to formally re-appoint or to replace the board member. Such re-appointment or replacement, however, relates back to the date the term expired.

Removal from Office

7. Any member of the Board of Directors may be removed from office by a vote of the Board of Directors in the event the member is absent from three consecutive regular meetings or a majority of regular scheduled meetings during one calendar or fiscal year.

Resignations and Vacancies

8. Resignations of directors shall become effective immediately or on the date specified in the written notice of resignation given to the Director. Vacancies shall be deemed to exist as of such effective date. Any vacancies on the Board of Directors resulting from the death, removal or resignation of a board member may be filled by a majority vote of the remaining board members at a regular or special board meeting (even if less than a quorum). Such director so appointed shall service for the remainder of the term of the director he/she is replacing. The minutes of the board meeting at which the vacancy is filled shall reflect the remaining length of the term that is being filled.
9. A vacancy of the Director resulting from death, or removal or resignation from the Board of Directors will be filled by the Assistant Director.

Location of Directors Meetings / Telephone Meetings

10. Regular meetings of the Board of Directors may be held at anyplace within or outside the state of Pennsylvania that has been designated from time to time by the board. In the absence of such designation, meetings of the board shall be held at anyplace within or outside of Pennsylvania that has been designated in the notice of the meeting, or, if there is no notice required, at the principal office of the organization. Notwithstanding the above, a regular or special meeting of the Board of Directors may be held at anyplace consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.
11. Any meeting, either regular or special (including meetings of committees of the board), may be held by conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Annual, Regular and Special Meetings

12. The Board of Directors shall hold its annual meeting in January of each year for the purpose of appointing directors and electing officers of the organization, and for the transaction of other business. Regular meetings of the Board of Directors shall be held four (4) times a year. These four meetings shall be held at a place agreed upon by the Board of Directors in accordance with Article 2 Par 6 of these bylaws. Notification required for these four meetings and shall be required at least three (3) weeks prior to each meeting.
13. Special meetings of the Board of Directors may be called by the Board of Directors or by the Director. Verbal notice shall be given to each board member twenty four hours prior to a special meeting with the exception of special meetings held to amend the Articles of Incorporation or the bylaws, for which written notice of five days shall be required.

Quorum

14. A majority of the incumbent directors (not including vacancies) shall constitute a quorum for the purpose of conducting business. At board meetings where a quorum is present, a majority vote of the directors present shall constitute an act of the Board of Directors unless the Articles of Incorporation or any provision of these bylaws requires a greater number. Directors may not vote by proxy except for

special meetings conducted via e-mail.

Fees and Compensation

15. Directors and members of committees may not receive compensation for their services as such, but may receive reasonable reimbursement for expenses as may be fixed or determined by resolution of the Board of Directors.

Article Three

Officers

Roster of Officers

1. The organization shall have a Director, Assistant Director, Secretary, Treasurer, Director of Medical Programs, Director of Clinical Engineering, Director of Communications, and an advisory board of at least three (3) advisors. A person may hold more than one office. The roster of officers shall consist of the Board of Directors.

Selection and Removal of Officers

2. All officers shall serve until replaced, removed by the Board of Directors, or upon termination as a Director on the Board of Directors. Officers shall be selected and approved by the Board of Directors.

Officer Vacancies

3. Vacancies on the roster of officers shall be refilled by appointment subject to approval by the Board of Directors at the next regularly scheduled Board of Directors meeting. Day to day duties of the vacancy shall be delegated by the Director.

Director

4. The Director shall be the chief executive officer of the organization and will, subject to the control of the Board of Directors, supervise and control the affairs of the organization. The Director shall perform all duties incident to such office and such other duties, which may be provided for in these bylaws or as, may be prescribed from time to time by the Board of Directors. The Director shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

Assistant Director

5. The Assistant Director shall act in place of the Director in event of the Directors absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the Board of Directors.

Secretary

6. The Secretary shall keep minutes of all meetings, will be the custodian of the corporate records, will give notices as required by law and these bylaws, and generally will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or

by these bylaws.

Treasurer

7. The Treasurer shall have charge and custody of all funds of this organization and will oversee and supervise the financial business of the organization, will render reports and accountings to the Directors as required by the board and will perform, in general, all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws or which may be assigned from time to time by the Board of Directors.

Removal of Officers

8. The Board of Directors may remove any officer elected or appointed to office whenever in their judgment the best interests of the organization will be served. Such removal, however, will be without prejudice to any contract rights of the officer.

Article Four

Informal Action

Action by Consent

1. Any action required by Pennsylvania law or under the Articles of Incorporation or these bylaws, or any action that may otherwise be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed in individual counterparts or collectively by all of the directors in office, and filed with the minutes of the proceedings of the board.

Article Five

Committees

Appointment of Committees

1. The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. No committee shall bind the organization in a contract or agreement, or expend corporate funds unless specifically authorized to do so by the Board of Directors.

Executive Committee

2. The officers of the *organization*, shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the organization in between regular meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive committee at its next regular or special meeting. Any such action not so validated will not be legally binding on the organization. The Director shall act as chairperson of the Executive Committee.

Article Six

Operations

Fiscal Year

1. The fiscal year for this *organization* will be July through June.

Execution of Documents

2. Checks, drafts, and orders for payment of funds of this organization greater than US\$100 shall be approved by the Board of Directors and signed by the Treasurer except as otherwise provided by law, by these bylaws, or by the Articles of Incorporation.
3. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the organization shall be signed by the Director and countersigned by the Secretary (or such other persons who may be so designated from time to time by the Board of Directors)
4. No contract shall be valid unless it is authorized in advance or ratified after the fact by a properly adopted resolution of the Board of Directors.

Books and Records

5. This organization will keep correct and complete books and records of account, and will also keep minutes of the proceedings of the meetings of the Board of Directors and any other committees. The organization will keep at its principal place of business a register giving the names and addresses of the Board of Directors, and officers of the organization, together with the original certified copy of the Articles of Incorporation and a copy of its bylaws, including all amendments to either document certified by the secretary of the organization.

Inspection of Books and Records

6. Any board member may inspect all books and records of this organization by his agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

Loans to Management

7. This organization will make no loans to any of its directors or volunteers.

Amendments

8. The Board of Directors may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Pennsylvania law. The bylaws may be amended at any time by a vote of a majority of the directors at a meeting where a quorum is present.

Article Seven

Code of Ethics

9. It is imperative to the success of the organization that there will be a fully informed, responsive, and reasonable Board of Directors. To accomplish this end each board member shall conduct themselves

at all times in the best interests of the organization. In this regard each board member shall abide by the following “Code of Ethics”. No code or set of rules can be framed which will particularize all the duties of a board member. The following “Code of Ethics” is adopted as a general guide, yet the enumeration of particular duties should not be construed as a denial of the existence of others equally imperative, though not specifically mentioned:

10. Board members and officers should put forth their best effort to attend all meetings and constructively participate in the same.
11. Board members and officers shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
12. Board members and officers shall neither by commission or omission foster rumors within the community.
13. Board members and officers shall exercise good judgment in the control and use of confidential information, which may from time to time come into their possession.
14. Each board member and officer shall serve as a public relations agent for the *organization* and therefore shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.
15. Board members shall fully disclose at a meeting of the entire board any and all family and/or financial relationships in regard to any matter which is recommended to the board upon which the board must vote.

“Any matter” includes but is not limited to:

- (i) The purchase or rental of goods or property shall be fully disclosed.
- (ii) The provision of direct or indirect financial assistance through investments, grants, contracts, loans or loan guarantees shall be fully disclosed.

“Family relationship” and “immediate family” includes:

Husband	Wife	Son	Daughter
Son-in-Law	Daughter-in-Law	Father	Father-in-Law
Mother	Mother-in-Law	Brother	Brother-in-Law
Sister	Sister-in-Law		

16. It shall also be the policy of this organization that members of an immediate family of a member of the Board of Directors shall not be employed as staff concurrently. “Financial Relationship” includes but is not limited to: any direct or indirect financial interest in the specific sale, lease or transaction, including a commission or fee, or share of the proceeds, the prospect of promotion, a profit, repayment of funds owed the individual by an assisted business, or any other form of financial reward.

Approval

17. The Board of Directors may approve such a “self dealing” transaction if the board determines that the transaction is in the best interests of, and is fair and reasonable to, this organization and, after reasonable investigation under the circumstances, determines that this organization could not have attained a more advantageous arrangement with reasonable effort. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and

the director's interest in the transaction, and by a vote of the majority of the directors then in office, without counting the vote of the interested director or directors.

18. The Executive Committee shall be charged with the responsibility of reviewing any allegations of board members violating this code or acting in any way, which is detrimental to the success of the *organization* and make recommendations to the full board for final action.

Article Eight

Public Statements

Authority to make statements

1. No person, except for the Director, Assistant Director, or Directors of Medicine, Communications, Clinical Engineering or Finance shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this *organization*, without first having obtained the approval of the Board of Directors.

Limitation on Statements

2. Any person, who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the organization, shall first make it clear that he/she is representing the organization. Thereafter, throughout the entire presentation, he/she shall confirm his/her presentation only to those matters, which have been properly approved by the organization. He/she shall not, at the same time, present any statement purporting to represent any other firm, group or organization or purporting to represent his/her personal views.

Article Nine

Members

1. The organization shall have no members as specified under the Articles of Incorporation.

Article Ten

Indemnification

1. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the organization shall be indemnified by the *organization* against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by them (or by their heirs, executors or administrators) or in connection with the defense or settlement of such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of their duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.

CERTIFICATION

I hereby certify that the Board of Directors adopted these bylaws at their meeting held on July 30, 2008



Secretary

Approved July 30, 2008