

**BYLAWS
OF
THE SOCIETY FOR EDUCATION AND THE ADVANCEMENT OF RESEARCH IN
CONNECTED HEALTH
("SEARCH")**

ARTICLE I - MEMBERSHIP

Section 1. Classifications. SEARCH will be organized on a membership basis and will be comprised of three classes of membership: active, trainee, and commercial. SEARCH shall not discriminate, on the basis of race, gender, sexual orientation, creed, religion or national origin.

Section 2. Qualifications.

(a) Candidates for active membership shall be individuals who hold a university appointment or are actively involved in connected health teaching or research, health professionals; educators; government officials; members of lay or civic groups; or members of the public at large who have an interest or desire in participating in the activities or objectives of SEARCH.

(b) Candidates for trainee membership shall be residents or fellows in good standing; students who have an interest in connected health; or post-graduate students with an interest in connected health

(c) Candidates for commercial membership shall be those in businesses, trade groups, or other commercial enterprises that have an interest or stake in connected health.

Section 3. Member Rights and Privileges. All members have the privilege of the floor and of serving on the standing and ad hoc committees, task forces and interest groups of SEARCH. Only active members shall have full voting rights and may serve as officers, on the Board of Directors (the "Board" or "Board of Directors"), or as committee, task force, or interest group chairs.

Section 4. Application Process. Applications for membership may be obtained from SEARCH's headquarters or website.

Section 5. Dues. The annual membership dues for all members shall be determined by the Board and subject to any inflationary adjustment determined by the Board when establishing the annual membership dues. The annual membership dues will be due and payable within 30 calendar days of request by receipt of an invoice from the administrative staff of SEARCH. The Board may establish procedures and policies regarding nonpayment of dues and assessments. Membership in SEARCH may be terminated for nonpayment of dues.

Section 6. Election to Membership

(a) Any qualified individual may apply for membership. Applicants must attest that they meet the requirements for their level of membership as described above, for each category of membership.

(b) All nominations for membership shall be vetted by Society staff to ensure that each candidate is applying for the correct membership level.

(c) An affirmative vote of two-thirds of the Board of Directors shall constitute approval for membership.

(d) Notification of approval of membership shall be made by the Secretary- Treasurer, or such officer authorized by the Board.

Section 7. Annual Renewal of Membership

- (a) All categories of membership, are subject to annual renewal.
- (b) Annual membership renewal is contingent upon continued eligibility for membership in that category.
- (c) At the time of application for annual renewal of membership, each member will attest that they continue to meet the criteria for their membership category.

Section 8. Termination or Removal

- (a) The membership of any member involved in conduct detrimental to SEARCH or the member's profession (e.g., sanctions, finding of scientific misconduct, license restriction) may be revoked. Notice of such revocation shall be given to the member by registered mail to the last known address shown on the records of the organization.
- (b) The membership of any member who fails to pay prescribed dues within 90 days of receipt of notice shall be revoked. A second notice will be sent stating the termination policy if dues are delinquent 60 days.
- (c) Any member removed under Section 8(a) may be reconsidered for membership upon withdrawal of sanctions, the finding of scientific misconduct, or license restriction by submission of a letter of confirmation by the governing institution or body. Such request will be presented to the Board of Directors for approval of their reinstatement of membership.

ARTICLE II - BOARD OF DIRECTORS

Section 1.

The affairs, activities and operations of the organization shall be managed by its Board of Directors.

Section 2.

The number of directors, excluding officers and ex-officio members, shall be no more than seven (7). The President, past President, President Elect, Secretary, and Treasurer of SEARCH shall each serve as a voting member of the Board of Directors in addition to the seven (7) non-officer directors. The Board shall follow these Bylaws. Actions of the Board shall be determined in accordance with this Article. The Board has oversight responsibility for all publications of SEARCH.

Section 3. Tenure

Directors shall be elected for a term of three (3) years. The term of office of any Board member will commence upon his or her election announcement at the annual meeting of the members and will continue until as set forth below and until their respective successors are announced or until their resignation or removal. If a Board member is also an officer, the term will coincide with his or her term of office. Members-at-Large shall be elected to three-year terms, the terms being staggered so that four at-large positions are open each year (three positions every third year). Members may not serve more than two terms consecutively. Tenure of office shall coincide with the organization's Annual Meeting; tenure of Board members and officers begins on the Friday of the Annual Meeting at 5 pm local time.

Section 4. Nomination and Election

The Board of Directors shall be elected from the voting members of the organization at the annual meeting of the membership. Each active member shall be eligible for election to the Board of

Directors.

- (a) A call for Board member nominations will be issued by the Board on an annual basis. The call for nominations will be announced by e-mail and web-posting before each annual meeting and at each annual business meeting of SEARCH.
- (b) Nominations for election to the Board shall be made in writing by any member of the organization. The nomination process will be open until the date designated in the call for nominations which shall be at least thirty (30) days following the initial posting of the call for nominations. No additional nominees will be accepted after this time, unless no nominees were received.
- (c) Nominees will be asked by staff members of SEARCH if they will be willing to serve and be willing to sign the Conflict of Interest Statement of SEARCH.
- (d) A biosketch will be provided for each nominee, including relevant information and a personal statement for Nomination Committee to review to select a nominee slate.
- (e) A final list of nominees and their qualifications will be distributed to the Board members prior to the interim meeting of the Board of Directors.

Section 5. Resignation, Removal, Vacancies.

- (a) Resignation and Removal: A Board member may resign by written notice to the President. The resignation will be effective upon its receipt by the President or a subsequent time as set forth in the notice of resignation. A Board member may be removed for cause by the affirmative vote of two-thirds (2/3) of the Board.
- (b) Expected Vacancy: An "Expected Vacancy" shall occur when a current Board member is elected to an officer position, thereby leaving his or her seat vacant for the remainder of the term. Such vacant position will be filled by election of a candidate submitted by current sitting Board members. Each member of the Board may submit one nomination. Candidate will be elected by majority vote. Such individual will serve a one year term.
- (c) Unexpected Vacancy: When there is an unexpected vacancy on the Board, the position will be filled by election of a candidate submitted by current sitting Board members. Each member of the Board may submit one nomination. Candidate will be elected by majority vote. Such individual will serve until the next annual meeting of the members, with such open Board seat to be voted upon by the members.
- (d) Absences: Absences can be approved or excused only by the Board. Two unexcused absences from scheduled Board meetings, annual business meeting, or special meetings of the Board during any term as a member of the Board shall constitute a de facto resignation. Such resignation shall be effective two weeks after the Board gives notice to the Board member of such de facto resignation.

Section 6. General Powers as to Negotiable Paper. The Board may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of SEARCH.

Section 7. Powers as to Other Documents. All material contracts, conveyances and other instruments may be executed on behalf of SEARCH by or at the direction of the Chief Executive Officer, President or President-Elect and, if necessary, attested by the Secretary or Treasurer.

Section 8. Regular Meetings. Regular meetings of the Board may be held without notice if the time and place of the meeting has been determined by resolution of the Board. A regular meeting of the Board will be held immediately after the annual business meeting. Agenda items for Board meetings may originate from any member and are submitted for review to the President no fewer than 30 calendar days before the meeting date. Agenda items received within 30 calendar days of the meeting date may not be reviewed until the next regularly scheduled Board meeting. The final meeting agenda is set by the President. Regularly scheduled meetings of the Board may be open to all members and to the public. However, closed meetings of the Board and/or Executive Committee may be convened by order of the Board.

Section 9. Special Meetings. Special Board meetings (i) may be called by the Chief Executive Officer or President, (ii) shall be called by petition of six members of the Board, or (iii) shall be called as may otherwise be provided by law. Any request for a meeting by a Board member must state the purpose or purposes of the proposed meeting.

Section 10. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all meetings of the Board will be given either personally, by electronic transmission or by mail to each Director not less than seven calendar days before a regular meeting and not less than two calendar days before a special meeting. Notice of a regular meeting need not state the purpose or purposes of the meeting nor the business to be transacted at the meeting. Notice of a special meeting must state the purpose or purposes of the meeting. Attendance at a Board meeting constitutes a waiver of notice of the meeting, except where the Board member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened

Section 11. Quorum and Voting. A majority (meaning one more than half of the duly elected members of the Board) of all Board members will constitute a quorum at any meeting. The vote of a majority of the Board members present at a meeting, at which a quorum is present, constitutes the action of the Board, unless the vote of a larger number is required by law or by other sections of these Bylaws or the Articles of Incorporation.

Section 12. Conduct of Meetings. Meetings of the Board will be presided over by the President. In the President's absence, the meeting will be presided over by the President Elect. In the absence of both the President and President Elect, a person chosen at the meeting, shall run the meeting. The Secretary shall record the minutes of the meeting.

Section 13. Action by Written Consent. Any action required or permitted to be taken at a regular or special meeting of Board members may be taken without a meeting, without prior notice and without a vote, if all of the Board members consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board.

Section 14. Remote Conferences. A Board member may participate in a meeting of the Board by conference telephone or by other means of remote communications by which all persons participating in the meeting may communicate with each other if all participants are advised of the

communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 15. Compensation. Board members will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred in his or her capacity as a Board member.

Section 16. Annual Evaluation of the Chief Executive Officer. The Board shall oversee and take ultimate responsibility for an annual evaluation of the Chief Executive Officer.

Section 17 Conflict of Interest.

(a) Each member of the Board of Directors will sign, annually, a statement delineating potential financial conflicts of interest to the functions of SEARCH. Any such disclosure shall be documented.

(b) A Board member with a direct financial interest will refrain from voting upon matters in which he/she has such interest. Upon becoming aware of a potential conflict of interest, the Board member shall disclose the existence of the potential conflict. The Board Member will withdraw from further discussions regarding the issue, and will refrain from voting on the matter. Any such disclosure/withdrawal shall be documented in the minutes of the meeting.

ARTICLE III - OFFICERS AND COMMITTEES

Section 1 Chief Executive Officer (CEO).

The CEO is chosen by the Board of Directors and shall be a paid employee of SEARCH. The Chief Executive Officer will work directly with the Board of Directors to implement and carry forth policies and programs set by the Board of Directors.

(a) The CEO shall be chosen by the Board of Directors in response to vacancy of this position. Applications from the active membership will be entertained and reviewed by the Board at the occurrence of a vacancy for this position. The Board of Directors may nominate other eligible candidates. The Board of Directors will vote by secret ballot. The CEO may be removed from such position with or without cause by the vote of at least two-thirds of the Directors.

(b) There is no limitation on the term of office of the CEO. Tenure of the CEO will be reviewed at least annually by the Board of Directors.

(c) The CEO will receive compensation for his/her activities on behalf of SEARCH. The salary will be determined and approved by the Board of Directors and will be commensurate with the services performed on behalf of SEARCH.

(d) The duties of the CEO are anticipated to change with the evolving needs of SEARCH. The CEO will work with the Board of Directors to define priorities for SEARCH, and to identify a set of primary responsibilities that require specific focus by the CEO in response to these evolving needs. These priorities and responsibilities will be reviewed at least annually by the Board of Directors, and will be revised as needed.

(e) The CEO shall:

- i) Promote the growth and visibility of SEARCH through the development of innovative concepts and implementation of programs that will enhance the ability of SEARCH to secure its position as the premier academic, scientific and educational organization for

Connected Health.

- ii) Coordinate financial activities of SEARCH, including fundraising through development of the operations budget.
- iii) Serve as the professional liaison between the SEARCH and public agencies, as directed by the Board of Directors.
- iv) Facilitate the various committees of SEARCH, and direct their functions, as needed.
- v) Assure that the academic, scientific and educational integrity of SEARCH is maintained.
- vi) Assure that annual meetings are conducted in accordance with the mission of SEARCH

Section 2 Committees.

(a) Establishment. The Board of Directors from time to time may establish, instruct, and discharge one or more committees of the Board. A committee may be established either as a standing committee or as an ad hoc committee for a special purpose. Each committee established by the Board of Directors shall consist of two or more Directors each of whom shall serve at the pleasure of the Board of Directors. The creation of each committee and the appointment of members shall be approved by the Board of Directors acting in any manner permitted under these Bylaws.

(b) Powers. The Board of Directors may delegate such of its powers as it deems necessary to such committees as it may from time to time establish; provided, however, that a committee of the Board may not (i) authorize distributions; (ii) approve the dissolution, merger or the sale, pledge or transfer of all or substantially all of SEARCH's assets; (iii) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees; or (iv) adopt, amend or repeal the Articles or Bylaws. Any committee may exercise such of the Board's authority as the committee is granted by the Board of Directors, subject to the restrictions contained in the Articles of Incorporation or these Bylaws.

(c) Meetings and Action. The provisions of Article III of these Bylaws shall apply to govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of each committee and its members. Pursuant to those provisions, the chair of each committee shall fix the time and place of its meetings, shall provide for the recording of minutes of committee meetings, and shall promptly report the committee's actions and recommendations to the Board of Directors. If the committee chair is unable or otherwise fails to perform those duties, the President of the Board of Directors may take such actions as are necessary to ensure that the committee's responsibilities are fulfilled, including without limitation the replacement of the committee chair.

Section 4. Executive Committee. There shall be a standing committee to be known as the Executive

Committee. The members of the committee shall consist of the President, President Elect, past President, Secretary, Treasurer and other members appointed by the Board of Directors. The Executive Committee may exercise the powers of the Board of Directors in the management of the business and affairs of SEARCH as allowed under the Arkansas Nonprofit Corporation Act of 1993. The Executive Committee shall maintain regular minutes of its proceedings and report the same to the Board of Directors at each regular meeting of the Board.

Section 5. Nominating Committee. The Nominating Committee shall be a standing committee and consist of at least five (5) members of the Board of Directors, appointed by the members of the Board of Directors upon recommendation by the Chief Executive Officer. The CEO shall also recommend one committee member as the Nominating Committee chair who shall be approved to hold such position by the members of the Board of Directors. The Nominating Committee shall review nominations for directors to be elected by the Board of Directors. The Nominating Committee shall choose a slate of nominees together with the background and qualifications of each individual included on such slate of nominees. The Nominating Committee shall present such nominees at the meeting of the Board of Directors to be approved for submission to the members for election.

ARTICLE IV - FISCAL YEAR

Section 1

The fiscal year of the organization shall begin with the first day of January and end on the 31st day of December.

ARTICLE V - INDEMNIFICATION

Section 1. Mandatory Indemnification. In accordance with Ark. Code Ann. §§ 4-33-852 and 4-33-856, SEARCH shall indemnify any director or officer and his or her estate or personal representative who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer is a party by virtue of his or her status as a director or officer of SEARCH.

Section 2. Permissible Indemnification. Pursuant to Ark. Code Ann. § 4-33-851, and except as provided in Section 3 below, SEARCH may indemnify a director or officer made a party to a proceeding by virtue of his or her status as a director or officer, against liability incurred in the proceeding if the following conditions are met: (a) the director or officer conducted himself or herself in good faith; (b) with respect to conduct in his or her official capacity, the director or officer had reason to believe that his or her conduct was in the best interests of SEARCH; and (c) in cases of conduct not in his or her official capacity, the director or officer had reason to believe that his or her conduct was at least not opposed to the best interests of SEARCH.

Section 3. Prohibition of Indemnification in Certain Cases. SEARCH shall not indemnify a director or officer in connection with any proceeding by or in the right of SEARCH in which the director or officer was adjudged liable to SEARCH, or in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by the director or officer.

Section 4. Procedure for Authorizing Indemnification of Directors. Before SEARCH may indemnify any director pursuant to Section 2 above, a determination must be made that

indemnification of a director is permissible because the director has met the standards of conduct set forth in Section 2 of this Article V. The Board of Directors shall make that determination by a majority vote of a quorum consisting of directors who are not at the time parties to the proceeding; provided, however, that if such a quorum cannot be obtained, then the determination shall be made either by a committee designated by the Board of Directors or by special legal counsel in accordance with Ark. Code Ann. § 4-33-855(b)(2) and (3). Furthermore, SEARCH may not indemnify a director until twenty (20) days after the effective date of the written notice of the proposed indemnification to the Attorney General of the State of Arkansas. SEARCH may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding upon authorization made in accordance with Ark. Code Ann. § 4-33-855 and upon satisfaction of all the conditions prescribed in Ark. Code Ann. § 4-33-853.

Section 5. Insurance. SEARCH may purchase and maintain insurance on behalf of its directors and officers to insure against liabilities asserted against or incurred by SEARCH's directors and officers in that capacity or arising from their status as directors and officers, whether or not SEARCH would have the power to indemnify them against the same liability under the preceding sections of this Article V.

Section 6. Definitions. The following definitions apply to the indemnification provisions of this Article V:

(a) Proceeding. "Proceeding" means any threatened, pending or completed civil action, suit or proceeding, whether judicial, administrative, or investigative, and whether formal or informal.

(b) Liability. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.

(c) Expenses. Indemnification against expenses which is mandated or permitted under this Article V is limited to reasonable expenses, including attorneys' fees, incurred in connection with a proceeding.

(d) Ark. Code Ann. All citations in these Bylaws to "Ark. Code Ann." shall refer to the Arkansas Code of 1987 Annotated, as amended from time to time by the Arkansas Legislature.

ARTICLE VI – AMENDMENTS

Section 1

Proposed amendments to these Bylaws or the Articles of Incorporation must be presented in writing and distributed to the entire membership at least 60 days prior to the meeting at which they are to be considered. Proposed amendments shall be discussed at a regular or special meeting. The Bylaws and Articles of Incorporation may be amended by a majority affirmative vote of the active membership at a duly called meeting or by written consent of a majority of the active membership received by mail or electronic mail.

Section 2

Amendments may be proposed by 30% of the Board of Directors, by the Executive Committee, or by 30% of the members of SEARCH. Proposed amendments are to be submitted to the Executive Committee for distribution to the general membership.

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CERTIFICATE

I, the undersigned, hereby state and certify that the foregoing is a true, correct and conformed copy of the Bylaws of The Society for Education and the Advancement of Research in Connected Health duly adopted by the Board of Directors of said organization on the 28th day of September, 2017, and that the same have not been altered, modified, amended or repealed in any respect and remain in full force and effect on this date.

A handwritten signature in blue ink, appearing to read "Eric A. Smith", is written over a horizontal line.

_____, Secretary