

CERTIFICATE OF INCORPORATION

OF

ASSOCIATION OF HOSPITAL RISK MANAGEMENT OF NEW YORK, INC.

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, desiring to form a corporation under, and by virtue of, the provisions of the Not-For-Profit Corporation Law of the State of New York, does hereby make, subscribe and acknowledge this Certificate as follows:

1. The name of the Corporation is: ASSOCIATION OF HOSPITAL RISK MANAGEMENT OF NEW YORK, INC.

2. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or enures to the benefit of its members, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law.

3. The purposes for which the Corporation is formed are:

(a) To foster a spirit of cooperation and mutual helpfulness among the members of the Corporation;

(b) To aid in the progress of hospital risk management and to promote in every lawful manner the common interests of hospital risk managers in any state or

territory of the United States or in any foreign country in conformity with the laws of such state, territory or foreign country;

(c) To appear before, submit statements to and send communications to the committees or individual members of the Congress of the United States or of any legislative body of the State of New York or a political subdivision thereof with respect to risk management legislation, practice and procedures and statutes and regulations relating or pertaining thereto;

(d) To communicate information between the members of the Corporation, and to communicate with and educate the general public, or segments thereof, with respect to risk management practice and procedures;

(e) To receive, accept, hold, invest, reinvest and administer dues, gifts, legacies, bequests, devises, funds, grants and property of any sort or nature, and to use, apply, expend, disburse or donate the income or the principal thereof, and devote the same to any of the purposes of the Corporation;

(f) To provide a forum for the discussion and solution of problems or difficulties relating to the business of hospital risk management, and to advance the standards of those engaged in hospital risk management;

(g) To conduct meetings, seminars, lectures and symposia for the purpose of promoting the interest of and employment in, hospital risk management activities;

(h) To do any other act or thing incidental to, or connected with, the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law of the State of New York;

(i) Nothing contained in this Certificate of Incorporation shall authorize or empower the Corporation to perform, or engage in, any act or practice prohibited by the General Business Law, Section 340 or other anti-monopoly statute of the State of New York.

4. In addition to the foregoing corporate purposes, the corporation shall have all of the general powers set forth in Section 202 of the Not-for-Profit Corporation Law.

5. In the case of the dissolution of the Corporation, subject, as required by law, to the approval of the Supreme Court of the State of New York, no distribution of any of the property or assets of the Corporation shall be made to any member, director or officer of the Corporation, but all of such property and assets shall be applied to accomplish the purposes for which this Corporation is organized.

6. The Corporation is a Type (A) Corporation as defined in Section 201 of the Not-For-Profit Corporation Law.

7. The office of the Corporation is to be located in the City, County and State of New York.

8. The territory in which the Corporation's activities are principally to be conducted is United States.

9. The names and residences of the Directors until the first annual meeting are:

Michael A. Carlucci	451 Manor Road Staten Island, New York 10314
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Louise M. Egan	710 65th Place Glendale, New York 11385
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Patricia Lynton Betancourt	100 Bleecker Street Apt 21E New York, New York 10012
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10. The Secretary of State is hereby designated as agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against it is: Patricia Lynton, Hospital for Joint Diseases, 301 E. 17th Street, New York, N.Y., 10003.

11. The subscriber is of the age of eighteen years.

IN WITNESS WHEREOF, this certificate has been
signed by the incorporator this 18th day of July 1984.

Michael A. Carlucci

Michael A. Carlucci
451 Manor Road
Staten Island, New York 10314

State of New York)
) ss.:
County of New York)

On this 18th day of July, 1984, before me
personally came Michael A. Carlucci, to me known and known
to me to be the person described in and who executed the
foregoing Certificate of Incorporation and he duly
acknowledged to me that he executed the same.

Carolyn Bendure

Notary Public

CAROLYN BENDURE
Notary Public, State of New York
No. 0000000000
Qualified in Richmond County
Commission Expires 12/31/85

THOMAS J. HUGHES

I, Honorable
Justice of the Supreme Court of the State of New York,
First Judicial District, do hereby approve the foregoing
Certificate of Incorporation of the ASSOCIATION FOR HOSPITAL
RISK MANAGEMENT OF NEW YORK, INC., and consent that the
same be filed.

Dated: New York, New York

DEC 31 1964

SUPREME COURT, NEW YORK
SPECIAL TERM, PART II
NEW YORK, NEW YORK

Thomas J. Hughes

Justice of the Supreme Court
of the State of New York
First Judicial District

THOMAS J. HUGHES

NO OBJECTION. NOTICE WAIVED.

Dated: New York, New York
1984

ROBERT ABRAMS,
Attorney General of the State
of New York

Richard M. Decker

Assistant Attorney General



THE BICENTENNIAL OF THE BOARD OF REGENTS AND THE UNIVERSITY OF THE STATE OF NEW YORK

COUNSEL AND DEPUTY COMMISSIONER FOR LEGAL AFFAIRS
THE NEW YORK STATE EDUCATION DEPARTMENT
ALBANY, NEW YORK 12234

November 27, 1984

Re: ASSOCIATION OF HOSPITAL RISK
MANAGEMENT OF NEW YORK, INC.

Dear Mr. Carlucci:

The proposed certificate of incorporation of the above-named corporation which you forwarded to this Office for consent to filing pursuant to the Not-for-Profit Corporation Law, is herewith returned.

A copy of a memorandum to the Secretary of State, indicating that the consent of the Commissioner of Education to the filing of the certificate is not required, is enclosed.

Sincerely,

The Staten Island Hospital
475 Seaview Avenue
Staten Island, New York 10305

Robert D. Stone

Att'n: Michael A. Carlucci
Administrator Risk Management

/fw
Enclosures

THE UNIVERSITY OF THE STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
ALBANY, NEW YORK 12214

OFFICE OF THE COUNSEL

November 27, 1984

TO: Department of State
Division of Corporations

FROM: Office of Counsel and
Deputy Commissioner for Legal Affairs

By: Mary L. Gammon
Legal Assistant

Mary L. Gammon
- Jh -

SUBJECT: ASSOCIATION OF HOSPITAL RISK MANAGEMENT
OF NEW YORK, INC.

REFERENCE: Proposed Certificate of Incorporation

The attached document was submitted to this Office for review to determine whether the provisions of section 216 of the Education Law require the consent of the Commissioner of Education to its filing with the Department of State, or whether the Education Department would have any objections to its filing.

After review it is the opinion of this Office that there is no necessity for the Commissioner to consent to filing, and that we have no objection to such filing.

This waiver of consent to filing is granted with the understanding and upon the conditions set forth on the reverse side of this memorandum.

Attachment

This waiver of consent to filing is granted with the understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law: or to use any title restricted by such law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This waiver of consent to filing is granted with the further understanding that nothing contained in the annexed document shall be construed as authorizing the corporation to operate a nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This waiver of consent to filing shall not be deemed to be or to take the place of registration for the operation of a private business school in accordance with the provisions of section 5002 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

ASSOCIATION FOR HOSPITAL RISK MANAGEMENT OF NEW YORK, INC.

ARTICLE I - NAME

The name of the organization shall be the Association for Hospital Risk Management of New York, Inc. (hereafter called "Association").

ARTICLE II - PURPOSE

The purpose of the Association shall be to enhance the safety and quality of the delivery of health services and advance the development and role of the professional practice of hospital risk management by:

- A. Conducting educational programs and activities to strengthen and develop hospital quality and risk management programs and promote professional development of related staff.
- B. Providing a medium for the interchanging of ideas and methodologies among members and other health professionals.
- C. Assist in the development of professional relationships among Association members and other health care professionals in order to facilitate free exchange of information and solution of mutual problems.
- D. To provide a forum on hospital risk management issues and explain the impact of these issues to other appropriate parties including hospital associations, medical societies, civic groups, etc.
- E. To act as a central source of information in New York State on the new developments and trends in hospital risk management.

The Association is organized exclusively for charitable, educational and scientific purposes as will qualify it for, and within the meaning of, Section 501 (c) (3) of the Internal Revenue Code of 1954 and Sections 509 (a) (1) and/or 509 (a) (2) of said Code. The Association shall conduct its activities so that no part of its income, net earnings, properties or assets, on dissolution or otherwise, shall inure for the benefit of, or be distributable to any member, trustee, officer or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the Bylaws. The Association shall not, as a substantial part of its activities, attempt to influence legislation, carry on propaganda, participate in, or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision in said Bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

The Association may engage in any activities or exercise any powers that are in furtherance of the stated purposes of the Association. Furthermore, the Association shall have and exercise all rights and powers conferred on corporations under the laws of New York State and specifically under Section 402 of the Not-For-Profit Law.

The Association may review and comment on policies related to its area of interest in furtherance of its educational purposes. Members of the Association may make related recommendations by forwarding same to the Board of Directors of the Association, or by two-thirds vote of the members present and voting at an authorized meeting. The Association shall issue any comment or statement through its Board of Directors, and only if such statements are in furtherance of the purposes of the Association as will continue to qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV - MEMBERSHIP

Section 1. Type of Membership

The Association's membership shall consist of individual members. Membership categories shall include active members and associate members. The qualifications for each category of membership are as stated below:

A. Active Member (voting member)

1. Employee of a hospital or other health care provider who is actively involved in the risk management function of that organization.
2. Employee of, who is actively involved in the risk management function of, a multihospital system; a captive or risk management service company or program; or a state, regional, or metropolitan hospital association; provided that such system, company, program or association is under the control of hospitals or other health care providers, and who does not meet the criteria under B below.

B. Associate Member (nonvoting member)

1. Individual who does not qualify as an active member but is involved in or interested in the risk management function of a hospital or health care provider.
2. Commercial insurance agent, insurance broker, insurance company employee, risk management consultant, or employee of a company that offers services or products to hospitals or health care providers and that exists for the benefits of shareholders' and nonhealth-care providers' private interests.

Section 2. Establishment of Membership

Membership in the Association shall become effective upon (a) receipt of a properly completed application form, (b) receipt of appropriate dues, and (c)

approval of the application by the chairperson of the membership committee in accordance with the Association's Bylaws.

Section 3. Transfer and Change of Membership

Membership in the Association shall not be transferrable to another person. Members whose eligibility status changes so that reclassification of membership category is required shall have their membership changed to the appropriate class within 30 days of such change.

Section 4. Termination of Membership

- A. Resignation. Members may at any time file their resignation from the Association in writing with the Board of Directors.
- B. Loss of Eligibility. Membership of any person who is no longer eligible for membership in the Association and who fails to reestablish such eligibility within 30 days of such change shall have his or her membership terminated. Such persons may reapply for membership when regaining eligibility.
- C. Term of Membership. The term of membership shall be for one year commencing September 1st of each year.
- D. Membership Renewal. Members of the Association shall have their membership automatically renewed beginning September 1st of each year, provided:
 1. That a person continues to meet eligibility requirements as provided in the Bylaws;
 2. That all dues owed to the Association have been fully paid; and
 3. That the member has not violated any provision of the Bylaws, and is in compliance with same.

ARTICLE V - DUES

Annual dues of the Association shall be established by the Board of Directors. Applications for new membership received from September 1st through January 31st inclusive shall be billed for 100% of the annual assessed dues. Applications received after January 31st shall be billed 50% of the annual assessed dues. No portion of the dues paid by any member shall be refundable because their membership is terminated for any reason. Group membership dues shall be considered on an individual group basis by the Board of Directors.

ARTICLE VI - MEETINGS

Section 1. Annual Meeting

The Association shall meet at least annually for the transaction of the affairs of the Association. Such annual meetings shall be held at the principal office of the Association or at such other place as the Board of

Directors may, from time to time, determine during the month of June in each year and at such times as the Board of Directors shall designate. Members shall receive written notice of the place, date, and hour of the meeting not less than 10 days or more than 50 days prior to the stated date.

Section 2. Special Meetings

Special meetings may be called by the Board of Directors. These meetings shall be limited to consideration of subjects listed in the official call for such meetings, unless it is otherwise ordered by the unanimous consent of the members present and voting. The secretary of the Association shall notify the membership by mail of the special meetings no less than 15 days prior to the date of the meeting.

Special meetings may also be called by 10% of the members entitled to vote at such meetings. Demand by the requisite number of members shall be made in writing and shall specify the subject date and month thereof, which shall in no case be less than two months or greater than three months from the date of receipt of such demand. The secretary upon receipt shall promptly give notice, or if not, within five business days any member signing may give such notice.

Section 3. Order of Meetings

The Association shall adopt regulations for conducting meetings of the Association and may amend them from time to time by a majority of those present and voting at the annual meeting. These regulations shall be in accord with Robert's Rules of Order Revised, when the latter are not in conflict with the Bylaws of the Association.

Section 4. Voting

- A. Eligibility to Vote. Only active members in good standing shall have the right to vote. Proxy voting shall not be permitted.
- B. Mail Votes. The secretary of the Association shall use first class mail for all mail voting.
- C. Majority. Except as otherwise specified herein, all matters shall be settled by a simple majority vote, that is, a majority of mail votes returned or a majority of members voting in assembly as the case may be.

Section 5. Quorum

The quorum shall consist of 10% of the active members present at a duly called meeting.

Section 6. Organization

The president of the Association shall preside at all meetings of the members or, in the absence of a president, the president-elect shall preside. In the absence of the president or the president-elect, a chairperson will be chosen by the members present. The secretary of the Association shall act as secretary at all meetings of the members, but, in the absence of the

secretary, the presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. Eligibility

Only active members of the Association over 18 years of age, in good standing and in compliance with all provisions of the Bylaws shall be eligible to serve on the Board of Directors of the Association.

Section 2. Composition

The Board of Directors shall be composed of not less than 9 or more than 21 members, including the president, president-elect, secretary and treasurer. The president shall act as chairperson of the Board of Directors. The immediate past-president, if an active member, shall be a non-voting member of the board for the year immediately following his or her term as president.

Section 3. Election and Term

Elected directors shall serve for a term of one year, pursuant to Article VIII of the Bylaws. All terms shall expire on the date of the annual meeting as established pursuant to Article VI, Section 1. A director shall be eligible for reelection for another term of office.

The election of directors shall be conducted by mail. A ballot listing candidates proposed by the nominating committee shall be mailed to each eligible voting member of the Association by the secretary not less than 30 days prior to the annual meeting. The votes shall be tabulated by the secretary and reported to the Board of Directors. The results of the election shall be communicated to the membership at the annual meeting whereupon the newly elected directors and officers shall be installed.

Only by a vote of the Board of Directors may a member of the Board of Directors absent from two successive meetings of the board without good cause have their appointment terminated and their seat declared vacant and filled in accordance with the provisions of these Bylaws.

Section 4. Powers

The Board of Directors shall have the responsibility to develop plans, objectives, and purposes for the Association; establish standing and ad hoc committees in line with the purposes and objectives of the Association and to review recommendations of these committees; establish and/or approve the dates, locations, formats and programs of Association meetings and other educational endeavors.

The Board of Directors shall have all implied powers to carry out the purposes and objectives of the Association, and their actions shall at all times be in conformity with the Bylaws and Articles of Organization of the Association.

Section 5. Vacancies

The Board of Directors shall have authority to fill any vacancy that may occur on the board, other than a vacancy in the office of president or of president-elect by appointment of an eligible member of the Association for the unexpired term.

Section 6. Meetings

The Board of Directors shall meet not less than twice a year. Additional meetings may be called by the president with the approval of a majority of the Board of Directors. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting. Otherwise, written notice at least 72 hours in advance of the meeting shall be reasonable and sufficient. A quorum shall consist of a majority of the directors and officers then in office.

Section 7. Action of Board of Directors by Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all the members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Compensation

No director or officer of this Association shall receive, directly or indirectly, any salary, compensation or emolument therefrom either as an officer or director or in any other capacity, unless authorized by the concurring vote of two-thirds of all the directors or (notwithstanding any quorum requirements of these By-Laws) by the concurring vote of all the disinterested directors.

ARTICLE VIII - OFFICERS

Section 1. Eligibility

Only active members of the Association in good standing shall be eligible for elective office in the Association.

Section 2. Officers

The officers of the Corporation shall be a president, a president-elect, a secretary, a treasurer and such other officers, if any, including one or more vice-presidents, as the board of directors may, from time to time, appoint.

Section 3. Election and Term of Officers

All officers shall serve for a term of one year. The officers' term shall be limited to one consecutive term for any same office with the exception of a candidate for treasurer who may be annually reelected but shall be limited to serving no more than three consecutive terms for said office. The president-

elect shall take office as president at the end of his/her term. The election of officers and directors shall be conducted by mail. A ballot listing candidates proposed by the nominating committee shall be mailed to each eligible voting member of the Association by the secretary not less than 30 days prior to the annual meeting. The votes shall be tabulated by the secretary and reported to the Board of Directors. The results of the election shall be communicated to the membership at the annual meeting whereupon the new officers and board members shall be installed.

Section 4. Removal

Any officer of the Association elected or appointed by the Board of Directors may be removed, with or without cause, by a vote of a majority of Board members. An officer duly elected by the members may be removed, with or without cause, only by a vote of the members, but his (her) authority to act as an officer may be suspended by the Board for cause.

Section 5. Duties of the President

The president of the Association shall act as chairman of the Board of Directors and shall preside at all meetings of the board, and at all annual and special meetings of the Association. The president-elect shall perform the duties of the office of the president whenever the president shall be unable to do so.

Section 6. Reports

No less than annually, the president shall submit a report, in writing, to the Board of Directors and membership of the Association. The report shall include a summary of reports from the treasurer and chairpersons of all standing and ad hoc committees.

Section 7. Vacancies

If the office of president becomes vacant, the president-elect shall immediately accede to the presidency for the duration of the unexpired term and shall continue to serve as president for the subsequent term. If both the offices of president and president-elect become vacant at the same time, the Board of Directors shall appoint the secretary as president pro-tempore to serve for the remaining portion of the unexpired term. At the next regular election of the Association, a president and president-elect shall be elected in accordance with the provisions of the Bylaws.

Section 8. Duties of the Secretary

The secretary shall attend all meetings of the Association and of the Board of Directors, and maintain the official minutes and records of the Association.

Section 9. Duties of the Treasurer

The treasurer shall attend all meetings of the Association and of the Board of Directors, be responsible for maintaining the financial records of the organization including banking and investment accounts, and provide an annual report to the Board of Directors and membership of the Association.

Section 1. Nominating Committee

The nominating committee shall be composed of four active members appointed by the president.

There shall be addressed to the membership in writing a general call for suggested nominees by the nominating committee for the positions of president-elect, secretary and treasurer, and for other members of the Board of Directors. The committee may elect to offer more than one name for nomination to any elected office. The ballot shall also provide for write-in candidates. The nominating committee shall be considered a standing committee of the Association.

Section 2. Standing and Special Committees

There shall also be standing committees appointed annually by the president for (1) Membership, (2) Education, (3) Bylaws, (4) Finance and (5) Public Relations.

- A. Membership Committee. The membership committee shall be composed of active members, one of whom shall be an officer or director appointed by the president, and serving as chairperson. The committee shall review applications for membership for the purposes of determining eligibility and member classification. The committee shall carry out all other membership responsibilities as provided in the Bylaws.
- B. Education Committee. The education committee shall be composed of at least five members, the majority of which shall be active members, and one of whom shall be an officer or director who is appointed by the president and serves as chairperson of the committee. The committee will coordinate the planning and implementation of Association programs and meetings.
- C. Bylaws Committee. The bylaws committee shall be composed of three active members, one of whom shall be an officer or director appointed by the president and serving as the chairperson of the committee. The committee shall annually review bylaws of the Association, taking into consideration comments and recommendations solicited from the membership.
- D. Finance Committee. The finance committee shall be composed of the treasurer who shall be chairperson and at least two active members of the Board of Directors. This committee shall prepare an annual budget and transmit it to the Board of Directors for approval. It also shall assist in the preparation and review of the annual budget report to the Board of Directors and members.
- E. Public Relations. The public relations committee shall be composed primarily of active members, one of whom shall be an officer or director appointed by the president, and serving as chairperson. The committee shall serve in all public relations matters relating to the Association and shall coordinate publicity and prepare a periodic newsletter to be distributed to the members.

The president of the Association may appoint, from time to time, special committees as authorized by the Board of Directors for purposes compatible with the objectives of the Association. The term of members serving on all standing committees shall be for one year. Committee members shall be eligible for reappointment by the president.

ARTICLE X - CONFLICT OF INTEREST OF DIRECTORS AND OFFICERS

The directors and officers of the Association shall administer its affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the Association.

The directors and officers shall exercise the utmost good faith in all transactions relating to their duties in the Association. In their dealings with, and on behalf of the Association they are held to a strict rule of honest and fair dealing with the Association. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Association's interest and that of the individual.

All acts of directors and officers shall be for the benefit of the Association in any dealing that may affect the Association adversely. The directors and officers shall not accept any favor that might influence their actions affecting the Association or its members.

During their terms of office, directors and officers shall promptly make full disclosure to the Board of Directors of any existing or new employment, activity, investment, or other interest that might involve obligations that may adversely compete with or be in conflict with, the interest of the Association.

ARTICLE XI - AMENDMENTS

These Bylaws may be amended, upon recommendation by the Board of Directors, by a two-thirds vote of active members present and voting at any annual meeting of the Association. Notice of proposed amendments shall be sent to all active members not less than 30 days in advance of the meeting.

Amendments to the Bylaws may be proposed by petition of at least 25 active members of the Association in good standing. Amendments so proposed (by petition of at least 25 active members) shall be filed with the secretary on or before March 1st.

Amendments to the Bylaws shall become effective upon approval by the membership pursuant to this Article.

ARTICLE XII - BANK ACCOUNT

Banking and other investment accounts of the Association shall be maintained by the treasurer. Transactions on these accounts shall be authorized by the treasurer. Transactions which exceed \$250 must be authorized by a minimum of two officers of the Association, one of which may be the treasurer.

The fiscal year of the Association shall be the same as the membership year - September 1st to August 31st of the following year.

ARTICLE XIV - AFFILIATIONS WITH OTHER ASSOCIATIONS

To facilitate communications and liason with related professional associations, the Board of Directors shall seek to establish formal affiliations with appropriate organizations. Such organizations include, but are not limited to, the American Society for Hospital Risk Management. The Board of Directors shall have the power to authorize the signing of formal written agreements establishing such relationships, but only when such affiliations are in furtherance of the purposes of the New York State Society for Hospital Risk Management. Such affiliations shall not interfere with the separate corporate status of the Association or its qualifications as an exempt organization under the Internal Revenue Code of 1954, Section 501 (c) (3).

ARTICLE XV - DISTRIBUTION OF ASSETS ON DISSOLUTION

The Association is one which does not contemplate pecuniary gain or profit to the members, directors or officers thereof and it is organized solely for nonprofit purposes. On the winding up and dissolution of the Association, after payment of or adequate provision for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954. If the Association holds any assets in trust, such assets shall be disposed of in such manner as may be directed by a decree of the appropriate court within New York State in which this organization's principal office is located.

Approved by the General Membership
at the June 16, 1986 Annual Meeting
at the Garden City Hotel