

BYLAWS

Illinois Dermatological Society

Amended July 10, 2015
Amended February 7, 2017

ARTICLE I Name and Purpose

Section 1 - Name. The name of the society shall be the Illinois Dermatological Society ("IDS" or "the Society"), a not-for-profit corporation organized under the laws of the State of Illinois.

Section 1.01 - Office and Registered Agent. The principal office of the Society shall be a location as determined by the Board of Directors. The registered office shall be maintained within the State of Illinois. The registered agent shall be an individual or firm appointed by the Board of Directors.

Section 2 - Purpose. The purpose of the Society shall be as stated in the Articles of Incorporation.

Section 2.01 - Compliance. Notwithstanding any other provisions of these bylaws, IDS shall not carry on any activities which are not permitted to be undertaken by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code or by a not-for-profit corporation organized under the laws of the State of Illinois.

Section 2.02 - Financial Benefit. No part of the net earnings of IDS shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons except that IDS may be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws.

ARTICLE II Membership

Section 1 - Eligibility. Membership in IDS shall be open to the following:

Section 1.01 - Doctors of medicine or doctors of osteopathy who hold a valid license to practice medicine in all its branches in the State of Illinois or another state and who either are certified or eligible to be certified in dermatology by the American Board of Dermatology or have graduated from an accredited dermatology residency program.

Section 1.02 - Doctors of medicine or doctors of osteopathy who are enrolled in accredited dermatology training program within the State of Illinois.

Section 1.03 - Doctors of medicine or doctors of osteopathy who are retired from active practice in the specialty of dermatology, and who hold or previously held a valid license to practice medicine in all its branches in the State of Illinois.

Section 1.04 - The Board of Directors also may designate other groups of physicians (including physicians licensed to practice medicine in another state or country) for non-voting categories of membership who, in its opinion, contribute to the profession of dermatology in Illinois.

Section 2 - Election to Membership. A physician who meets the qualifications described in Section 1 of this Article shall, upon application and payment of the application fee prescribed in Section 4.03 of this Article, be considered for membership. Such application shall be made to the Secretary on the form and in a manner determined by the Board of Directors. The Secretary shall then confirm the qualifications of applicants as described in Section 1. The Board of Directors may consider all applications at any regular or special meeting of the Board at which a quorum is present and may grant or deny such application. In the event that an application is denied, any fees collected with the application shall be refunded to the applicant in a timely manner.

52 **Section 3 - Classes of Membership.** Classes of Membership in IDS shall be as follows:
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54 Section 3.01 - Active Members. Active members shall be those who are engaged in the practice of dermatology as
55 a practitioner, academic faculty, or researcher and who meet the qualifications for membership described in
56 Subsection 1.01 of this Article. The Board of Directors may establish different categories of Active members with
57 a rates of dues for each such category. Each Active Member in good standing shall have one vote on matters
58 coming before the general membership and shall be eligible to hold elected office and to serve as a Director.
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60 Section 3.02 - Member in Training. Members in training are those who are enrolled in an accredited dermatology
61 residency training program or clinical fellowship program in the State of Illinois and who meet the qualifications
62 for membership described in Subsection 1.02 of this Article. Member in Training shall not be entitled to vote nor
63 shall they be eligible to hold elected office or to serve as a Director.
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65 Section 3.03 - Retired Members. Retired members are Active members who have ceased the active practice of
66 dermatology due to retirement and who meet the qualifications for membership described in Subsection 1.03 of
67 this Article. Each Retired Member in good standing shall have one vote on matters submitted to a vote of the
68 membership, but shall not be eligible to hold elected office or serve as a Director.
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70 Section 3.04 - Affiliate Members. Affiliate members are physicians who do not qualify to be an Active member,
71 Member-in-training or Retired Member but who devote a substantial portion of their time to dermatologic
72 research or education in academic medical centers, teaching hospitals or industry, who practice or have practiced
73 dermatology in a foreign country, and who meet the qualifications for membership described in Subsection 1.04
74 of this Article. Affiliate members are not entitled to vote nor shall they be eligible to hold elected office or to
75 serve as a Director.
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77 **Section 4 - Dues and Assessments.** Annual membership dues shall be established by the Board of Directors. The Board
78 of Directors may establish different rates of dues for different classes, categories or groups of members. The Board may
79 waive the payment of dues and/or assessments, without penalty, by a member if, in its opinion, special circumstances
80 warrant such waiver.
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82 Section 4.01 - Assessments. Special assessments may be levied upon members by the Board of Directors. Such
83 assessments may be either mandatory or voluntary. If a mandatory assessment is levied, then the provisions of
84 Section 4.02 of this Article shall apply in the event of a member's non-payment.
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86 Section 4.02 - Non-payment of Dues. In the event that a member fails to pay dues or a special assessment within
87 sixty (60) days after such amount is due and payable, the Treasurer shall notify the member of the delinquency
88 and request payment. If the delinquent member fails to make payment within thirty (30) days of such notice,
89 his/her membership privileges may be suspended by the President until the Society receives payment of all
90 delinquent dues and assessments. Upon the Society's receipt of such payment, the member's suspension shall
91 terminate.
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93 Section 4.03 - Application Fee. Applicants for membership shall be required to submit a fee with their application
94 equal to the first year dues for the class and category of membership sought. The application fee shall be applied
95 to payment of any dues payable upon approval of membership for the current fiscal year and the balance of the
96 application fee shall be retained by the Society to be used for its general purposes.
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98 Section 4.04 - Resignation, Suspension or Expulsion of Members. There shall be no refund of dues and
99 assessments paid by members who resign, are suspended, or are expelled from the Society.
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101 **Section 5 - Termination of Membership.** Subject to payment of all dues and mandatory special assessments,
102 membership in the Society shall be continuous, except under the following circumstances:
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104 Section 5.01 - Resignation. A member may resign at any time by delivering a notice of resignation to the
105 Secretary or the Executive Director. Such resignation shall be effective upon receipt, but shall not relieve the
106 member of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.
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108 Section 5.02 - Suspension. Membership privileges shall be suspended automatically in the event that a member's
109 license to practice medicine in any state or jurisdiction is restricted, revoked or otherwise limited. A member's
110 suspension shall end upon receipt by the Secretary or the Executive Director of satisfactory evidence that the
111 restriction, revocation or limitation of the suspended member's license to practice medicine has terminated.

112 During a period a member is suspended, the suspended member shall not be liable for payment of dues or
113 assessments for such period and may not vote, may not serve as an officer or a director and may not attend
114 meetings of the Society. Membership privileges also may be suspended for non-payment of dues or mandatory
115 special assessments in accordance with Section 4 of this Article.

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117 Section 5.03 - Expulsion. A member may be expelled from the Society for good cause upon a vote of two-thirds
118 (2/3) of the directors present and entitled to vote at a duly called meeting of the Board of Directors. Good cause
119 shall include but shall not be limited to: (a) conduct on the part of a member that seriously impairs the ability of
120 the Society to function effectively in furtherance of the purpose for which it is organized or which brings discredit
121 to the Society; or (b) conviction of a violation of any state or federal law or regulation relating to the practice of
122 medicine or a crime of moral turpitude. Before taking action to expel a member, the Board of Directors shall
123 establish the specific procedure to be followed in expelling a member which shall include due process and fair
124 hearing.

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126 **Section 6 - Voting Rights.** Active members and Retired members shall be entitled to one vote on each matter on which
127 the members are entitled to vote.

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129 **ARTICLE III**
130 **Board of Directors and Officers**

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133 **Section 1 - General Powers and Responsibilities.** The affairs of the Society shall be managed by or under the direction
134 of the Board of Directors.

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136 Section 1.01 - Responsibilities of Directors and Officers. All members of the Board of Directors and officers of
137 the Society shall act in good faith and in the best interests of the Society.

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139 Section 1.02 - Acting as a Spokesperson. When asked to speak on behalf of the Society in any public or private
140 forum, directors and officers shall not use their position for personal benefit or financial gain. Directors and
141 officers shall not present personal views or opinions as those of the Society, nor shall they give the appearance of
142 acting as a representative of the Society without the approval of the Board of Directors, the Executive Committee
143 or authorized officers. The President is authorized to speak on behalf of the Society on all matters except as may
144 otherwise be directed by the Board of Directors.

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146 **Section 2 - Qualifications.** All directors and officers shall be Active members in good standing of the Society, and they
147 shall adhere at all times to applicable federal and state laws and the policies of the Society.

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149 **Section 3 - Officers.** The officers of the Society shall be President, Vice President and Secretary-Treasurer. Their duties
150 and responsibilities shall be as follows:

151
152 Section 3.01 - President. The President shall be the principal executive officer of the Society and shall preside at
153 all meetings of the Board of Directors, Executive Committee and of the members. In addition, he/she shall
154 supervise and direct the affairs of the Society and may, unless otherwise limited by the Board of Directors or by
155 statute, execute contracts and sign documents on behalf of the Society. The President shall be an ex officio
156 member, unless otherwise specified by the Board of Directors, of all committees and temporary work groups that
157 may be established.

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159 Section 3.02 - Vice President. The Vice President shall assist the President in the management of the Society. In
160 the event of the death, absence, resignation, removal or incapacity of the President, the Vice President shall act for
161 and assume the duties of the office of President. The Vice President shall carry out any other duties as may be
162 designated by the Board of Directors.

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164 Section 3.03 - Secretary-Treasurer. The Secretary-Treasurer shall be the chief financial officer of the Society and
165 is the custodian of all official records of the Society, including but not limited to: (a) minutes of meetings of the
166 membership and the Board of Directors; (b) corporate records, Articles of Incorporation, bylaws, regulations, and
167 the seal of the corporation; and (c) the official membership roster. The Secretary-Treasurer also shall assure that
168 all notices are given in accordance with these bylaws or as required by law; attest to the execution of all duly
169 authorized documents; and perform all duties incident to the office of Secretary-Treasurer. The
170 Secretary-Treasurer shall be responsible for all funds and securities of the Society; receive and give receipts for
171 all monies due and payable to the Society from any source whatsoever; deposit all such monies in the name of

172 IDS, and account for all receipts and expenditures. The Secretary-Treasurer also is responsible for preparation of a
173 proposed annual operating budget to be considered by the Board of Directors and to assure that dues notices are
174 sent according to the schedule adopted by the Board of Directors. The Secretary-Treasurer shall have other such
175 duties as the Board of Directors may prescribe.
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177 Section 3.04 - Executive Director. The Board of Directors may designate an individual to serve as Executive
178 Director, acting as the chief operating officer of the Society, to assist in carrying out the affairs of the Society with
179 such authority as may be designated by the Board of Directors. An officer of the Society is empowered to delegate
180 to the Executive Director one or more of the officer's' duties under the officer's supervision and subject to review
181 by the Board of Directors. However, such delegation shall not relieve the officer of responsibility for the proper
182 performance of any duty delegated pursuant to this Section. The Executive Director need not be a member of the
183 Society and may be an employee or an independent contractor with compensation as determined by the Board of
184 Directors. The President shall supervise the activities of the Executive Director.
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186 **Section 4 - Composition and Duties.** The Board of Directors shall be composed of the following voting members:
187 President; Vice President; Secretary-Treasurer; Immediate Past-president; and three at-large directors. The Executive
188 Director shall serve as a non-voting member of the Board of Directors.
189

190 Section 4.01 - Additional Board Members. In addition to the foregoing voting members of the Board of Directors,
191 chairs of committees and workgroups and other delegates appointed by the Board shall be non-voting Board
192 members. They may attend and participate in all properly constituted meetings of the Board of Directors, but shall
193 not be entitled to vote on any matter presented to the Board of Directors
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195 Section 4.02 - Number of Offices Held. No person shall hold more than one office of the Society listed in Section
196 3 of this Article at the same time.
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198 Section 4.03 - Illinois Dermatology PAC Chair. Except when serving as an officer or a director of the Society, the
199 individual serving as chair of the Illinois Dermatology PAC shall serve as a non-voting member of the Board.
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201 **Section 5 - Terms of Office.** The term of office for all officers and directors shall begin on the first day of the calendar
202 year after he/she is elected or appointed, as the case may be. Each officer shall be elected for a two-year term, and may
203 be re-elected to the same office. At-large directors shall serve a term of three years and may be re-elected as a director.
204 The commencement of the terms of at-large directors shall be staggered so that the term of one at-large director expires
205 at the end of each calendar year. If a resident delegate is appointed to the Board, that individual shall have a term of one
206 year which may be renewed for an additional term; provided that a resident delegate's appointment shall terminate
207 concurrently with the termination of his enrollment in an accredited dermatology residency program in Illinois and a
208 resident-delegate shall not be entitled to vote on any matter presented to the Board of Directors.. Officers and directors
209 shall serve until their respective successor is chosen or elected and qualified, or until death, resignation or removal.
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211 Section 5.01 - Attendance. Officers and directors, including additional board members as described in Section
212 4.01 of this Article, shall be deemed to have vacated their office if they are absent from three consecutive
213 meetings of the Board of Directors. The Executive Committee may waive this requirement for good cause.
214

215 Section 5.02 - Removal. A director or officer who has been elected by the membership (or who has been elected
216 to fill a vacancy) may be removed from office, with or without cause, only by the affirmative vote of two-thirds
217 (2/3) of the voting members of the Society present at a duly called meeting of the members. Written notice of
218 such meeting shall be given to the members not less than twenty (20) days prior to the date of the meeting and
219 such notice shall state that the purpose of the meeting is to vote upon the removal of the officers and/or directors
220 named in the notice. All other directors, may be removed, with or without cause, upon the affirmative vote of
221 two-thirds (2/3) of the Board of Directors present and entitled to vote at a duly called meeting of the Board.
222 Written notice of such meeting shall be given to the directors not less than twenty (20) days prior to the date of the
223 meeting and shall state that the purpose of the meeting is to vote upon the removal of one or more directors named
224 in the notice. Such removal shall not bar the director or officer from thereafter serving as an officer or director of
225 the Society provided he/she is otherwise qualified to serve.
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228 Section 5.03 - Resignation from the Board. A member of the Board of Directors may resign from the board by
229 delivering notice to the President, the Secretary or the Executive Director. Such resignation shall be effective
230 upon the later of its receipt or the date stated in the notice.
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232 **Section 6 - Election.** All officers and directors of the Society, except those described in Section 4.01 of this Article,
233 shall be elected by a plurality vote of the members entitled to vote at an annual meeting of the membership. Such
234 election shall be held prior to the start of the calendar year during which the term of such officers and directors
235 commences. Voting for the election of officers and directors may be conducted in person at a duly called meeting of the
236 members of the Society, by mail or by electronic means, provided that such electronic voting shall employ methods
237 which restrict access to the ballot solely to voting members of the Society. Delegates or representatives, if any, to other
238 organizations shall be selected in accordance with the rules and bylaws of those organizations.
239

240 Section 6.01 - Nominations. The Nominating Committee shall, no later than three months before the beginning of
241 each calendar year, nominate one or more candidates for each vacancy in elected office and in the at-large
242 directors resulting from expiring terms or for other reasons. A nomination also may be submitted from the
243 membership, provided that such nominations are received by the Secretary no later than three (3) months before
244 the beginning of the term of office for which the nomination is made and is signed by at least five (5) voting
245 members of the Society. No later than two (2) months before the start of the calendar year, the Board of Directors
246 shall confirm the slate of nominees which shall consist of those proposed by the Nominating Committee and any
247 candidates properly submitted by the general membership.
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249 Section 6.02 - Vacancies. In the event that a vacancy occurs in any office of the Society by reason of death,
250 disability, resignation, disqualification, expulsion, or otherwise, the voting Directors shall elect a successor to
251 compete the unexpired term from nominees who are eligible to serve in such capacity and who are nominated by a
252 member of the Board.
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254 **Section 7 - Meetings and Rules of Order.** The Board of Directors shall meet at least annually. Directors may
255 participate in and act at any meeting of the Board by personal attendance or through the use of a conference telephone or
256 other communications equipment by means of which all persons participating in the meeting can communicate with each
257 other. Participation in such meeting by a Director shall constitute attendance and presence in person at the meeting of
258 the person or persons so participating.
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260 Section 7.01 - Quorum. A quorum for the transaction of business by the Board of Directors shall be a majority of
261 the voting members of the Board of Directors.
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263 Section 7.02 - Notice. Subject to the provisions of Sections 5.02 and 7.03 of this Article, notice of any meeting of
264 the Board of Directors shall be given not less than five (5) days in advance by written notice sent by U.S. mail,
265 messenger, facsimile transmission or electronic communication to the director's address as reflected in the records
266 of the Society. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the
267 board need be specified in the notice, unless specifically required by law or by these bylaws.
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269 Section 7.03 - Special Meetings. Except as otherwise provided herein, a special meeting of the Board of Directors
270 may be called by or at the request of the President or any four (4) directors upon not less than twenty-four (24)
271 hours notice.
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273 Section 7.04 - Votes. Except when otherwise required by these bylaws or by applicable law, all votes of the Board
274 of Directors shall be determined by a majority of those present and entitled to vote. Voting by the Board of
275 Directors may be done by electronic means provided that access to the electronic ballot is restricted to voting
276 members of the Board and the electronic means utilized permits the verification of the identity of the person
277 casting such vote.
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279 **Section 8 - Compensation.** Officers and members of the Board of Directors shall serve without compensation but may
280 be reimbursed for their reasonable and actual expenses necessarily incurred in the performance of their duties, except
281 that such reimbursement shall not include lost income resulting from discharging the duties of office. The Board of
282 Directors may establish rules relating to the reimbursement of officers and directors. The Executive Director may be
283 compensated for performance of duties as determined by the Board of Directors.
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ARTICLE IV
Standing Committees and Ad Hoc Committees

Section 1 - Committee Membership. Except as otherwise provided for in this Article, the number and composition of committees shall be determined by the Board of Directors. The President shall appoint committee members who shall serve until their successor is appointed. Committee members may be removed by the Board of Directors at any duly called meeting of the Board.

Section 2 - Manner of Operating. Unless otherwise provided in these bylaws or the resolution creating a committee, a majority of committee members shall constitute a quorum. Committees may fix their own time and place of meetings, within the budget assigned to the committee, and create their own agenda, provided that the agenda shall only include matters which are within the jurisdiction of the committee.

Section 3 - Committees of the Board. The following committees of the Board are established:

Section 3.01 - Executive Committee. The Executive Committee shall consist of the President, who serves as chair, the Vice President, the Secretary-Treasurer and the Immediate Past-president. The Executive Director shall serve as a non-voting member of the Executive Committee. The Executive Committee is responsible for overseeing the ongoing management of the Society and is vested with authority to transact business between meetings of the Board of Directors, unless otherwise prohibited by law or these bylaws. The Executive Committee shall meet at the call of the Chair or a majority of its members upon not less than six (6) hours notice. A quorum of the Executive Committee shall be three voting members.

Section 3.02 - Nominating Committee. The Nominating Committee shall consist of the Immediate Past-president, who shall serve as chair, the current President and one other voting member of the Society selected by the Board. The Nominating Committee is responsible for nominating one or more candidates for elective offices of the Society and for at-large Directors. The Committee shall carry out those duties as described in Section 6.01 of Article III.

Section 4 - Ad Hoc Committees and Workgroups. The Board of Directors may establish such ad hoc committees or workgroups as it deems necessary to carry out the business of the Society. The motion establishing such committees or workgroup shall specify the duties and responsibilities, number and composition of the committee, and the date when the committee or workgroup will terminate, unless its terms is extended or renewed. The President shall appoint a committee or workgroup chair, who need not be a voting member of the Board of Directors but may attend and otherwise participate in meetings of the Board.

Section 5 - Minutes and Reports. All committees of the Board as described in Section 3 of this Article shall keep minutes of meetings which record participants and actions taken. Such minutes shall be made a part of the agenda for the next scheduled meeting of the Board of Directors. Ad hoc committees or workgroups established by the Board of Directors shall make a report of their activities to the President or the Board as specified in the resolution creating the ad hoc committee or workgroup.

ARTICLE V
Meetings and Votes of the Members

Section 1 - Meetings. An annual business meeting of the membership shall be held at a time and place, and in a manner as determined by the Board of Directors. A special meeting of the membership may be called by the President, the Board of Directors or as otherwise permitted under state law.

Section 1.01 - Quorum. Ten percent (10%) of the members of the Society in good standing entitled to vote on a matter presented for a vote of the members shall constitute a quorum for the purpose of transacting business.

Section 1.02 - Notice. Except as provided in Section 5.02 of Article III or as otherwise required by law, notice of the time, place, and manner of all meetings of the members shall be given not less than five (5) days nor more than sixty (60) days before the date of the meeting to the address (either physical or electronic) of each member as listed in the records of the Society. Such notice need not state the purpose of the meeting or list any items of business to be considered unless specifically required by law or these bylaws. Notices of meetings of the members shall be given by U.S. Mail or by electronic means in a manner determined by the Executive Committee.

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347 Section 1.03 - Order of Business. The order of business at any duly constituted meeting of the membership shall
348 be set by the President. When there is a question of parliamentary procedure, the provisions of Robert's Rules of
349 Order shall apply unless otherwise provided under these bylaws.
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351 **Section 2 - Voting.** Each voting member in good standing shall be entitled to one vote on any matter submitted for a
352 vote of the members. Except as otherwise provided herein, members entitled to vote may participate in and act at any
353 meeting by personal attendance or by the use of a conference telephone or interactive technology, including but not
354 limited to electronic transmission, Internet or remote communication, by means of which all persons participating in the
355 meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in
356 person at the meeting of the person or persons so participating. Voting by proxy shall not be permitted on any matter on
357 which the members are entitled to vote.
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359 Section 2.01 - Eligibility to Vote. A member is considered to be in good standing and, therefore, eligible to vote
360 on matters coming before the membership at a duly called meeting, provided that he/she has paid all outstanding
361 dues, assessments and other obligations to the Society no later than the business day immediately preceding such
362 meeting.
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364 **ARTICLE VI**

365 **Finances**

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368 **Section 1 - Fiscal Year and Annual Budget.** The fiscal year of the Society shall be determined by a majority vote of
369 the Board of Directors. The annual budget for a fiscal year shall state anticipated revenues and expenditures of the
370 Society for such fiscal year. The annual budget for a fiscal year shall be submitted by the Secretary-Treasurer to the
371 Board of Directors no later than thirty (30) days before the beginning of the fiscal year and shall be approved by the
372 Board no later than thirty (30) days after the start of the fiscal year.
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374 **Section 2 - Books and Records.** The Society shall keep correct and complete books and records of its accounts. Audits
375 or reviews of the financial records of the Society may be conducted at times and in a manner as directed by the Board of
376 Directors, at the expense of the Society.
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378 **Section 3 - Contracts.** The Board of Directors may authorize any officer or agent, including the Executive Director of
379 the Society, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.
380 Such authority may be general or confined to specific instances.
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382 **Section 4 - Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of
383 indebtedness issued in the name of the Society shall be signed by such officer or officers, or their designees, as from
384 time to time may be determined by the Board of Directors.
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386 **Section 5 - Deposits.** All funds of the Society not otherwise employed shall be deposited in a timely fashion to the
387 credit of the Society in such banks, trust companies or other depositories as the Board of Directors or the Executive
388 Committee may authorize.
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390 **Section 6 - Loans.** No loan may be contracted on behalf of the Society nor any evidence of indebtedness issued in its
391 name except upon approval by two-thirds (2/3) of the entire Board of Directors. Short term charge accounts having an
392 aggregate balance at any time not in excess of \$10,000.00 may be established by the joint action of the President and the
393 Secretary-Treasurer, in the name of the Society, without prior approval of the Board, if the President determines that
394 such an account or accounts are necessary to efficiently manage the day-to-day business of the Society.
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396 **Section 7 - Contributions and Gifts.** The Board of Directors may accept, on behalf of the Society, any contribution,
397 gift, bequest or devise for general purposes or for any special purpose of the Society.
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399 **Section 8 - Bonding.** The Board of Directors may require, at the expense of the Society, a good and sufficient surety
400 bond from any officer, director, employee or agent which the Directors deem advisable for the faithful performance of
401 their duties.
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404 **Section 9 - Use of Funds and Dissolution.** The Society shall use its funds only to accomplish the objectives and
405 purposes specified in its Articles of Incorporation, and no part of the funds shall inure to or be distributed to the
406 members of the Society. Upon dissolution of the Society, any funds remaining shall be distributed to one or more
407 regularly organized and qualified organizations operated exclusively for charitable, educational or scientific purposes, to
408 be selected by the Board of Directors in accordance with state and federal law.
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411 **ARTICLE VII**
412 **Indemnification**
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414 **Section 1 - Indemnification in Actions Other than by or in the Right of the Society.** The Society may indemnify any
415 person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or
416 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society)
417 by reason of the fact that he or she is or was a director, officer, employee or agent of the Society, or is or was serving at
418 the request of the Society as a director, officer, employee or agent of another corporation, partnership, joint venture,
419 trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement
420 actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted
421 in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Society,
422 and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was
423 unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of
424 nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in
425 a manner which he or she reasonably believed to be in or not opposed to the best interests of the Society or, with respect
426 to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was
427 unlawful.
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429 **Section 2 - Indemnification in Actions by or in the Right of the Society.** The Society may indemnify any person who
430 was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the
431 right of the Society to procure a judgment in its favor by reason of the fact that such person is or was a director, officer,
432 employee or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee or
433 agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys'
434 fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit,
435 if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best
436 interests of the Society, provided that no indemnification shall be made in respect of any claim, issue or misconduct in
437 the performance of his or her duty to the Society, unless, and only to the extent that the court in which such action or
438 suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the
439 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall
440 deem proper.
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442 **Section 3 - Right to Payment of Expenses.** To the extent that a director, officer, employee or agent of the Society has
443 been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and
444 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses
445 (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
446

447 **Section 4 - Determination of Conduct.** Any indemnification under Sections 1 and 2 of this Article (unless ordered by a
448 court) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of
449 the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard
450 of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by
451 a majority vote of a quorum consisting of voting directors who were not parties to such action, suit or proceeding, or (b)
452 if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent
453 legal counsel in a written opinion.
454

455 **Section 5 - Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit or
456 proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding, as
457 authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director,
458 officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be
459 indemnified by the Society as authorized in this Article.
460

461 **Section 6 - Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive
462 of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of

463 disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity
464 while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent,
465 and shall inure to the benefit of the heirs, executors and administrators of such a person.
466

467 **Section 7 - Insurance.** The Society may purchase and maintain insurance on behalf of any person who is or was a
468 director, officer, employee or agent of the Society, or who is or was serving at the request of the Society as a director,
469 officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any
470 liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status
471 as such, whether or not the Society would have the power to indemnify such person against such liability under the
472 provisions of this Article.
473

474 **Section 8 - References to Society.** For purposes of this Article, references to "the Society" shall include, in addition to
475 the surviving corporation, any merging corporation (including any corporation having merged with a merging
476 corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and
477 authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer,
478 employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director,
479 officer, employee or agent of another Society, partnership, joint venture, trust or other enterprise, shall stand in the same
480 position under the provisions of this Article with respect to the surviving corporation as such person would have with
481 respect to such merging corporation if its separate existence had continued.
482

483 **Section 9 - Other References.** For purposes of this Article, references to "other enterprises" shall include employee
484 benefit plans; reference to "fines" shall include any excise taxes assessed on a person with respect to an employee
485 benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer,
486 employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee,
487 or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and
488 in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee
489 benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred
490 to in this Article.
491

492
493 **ARTICLE VIII**
494 **Amendments, Policies, Procedures and Dissolution**
495

496 **Section 1 - Bylaws.** These bylaws may be altered, amended or repealed and new or amended bylaws may be adopted at
497 any meeting of the Board of Directors upon the affirmative vote of two-third (2/3) of the Directors entitled to vote or at
498 any meeting of the members upon the affirmative vote of two-thirds (2/3) of the members entitled to vote thereon.
499

500 **Section 2 - Policies and Rules of Procedure.** The Board of Directors may adopt policies and rules of procedure as it
501 deems necessary; however, procedures governing meetings of the Society shall be consistent with Robert's Rules of
502 Order.
503

504 **Section 3 - Dissolution.** Dissolution of the Society shall require the affirmative vote of two-thirds (2/3) of the members
505 of the Society entitled to vote thereon.
506

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