

SOCIETY OF WOMEN IN UROLOGY, INC.
BYLAWS
(Revised May 17, 2020)

This document shall constitute the Bylaws for the entity incorporated as Society of Women in Urology.

PREAMBLE

The Society of Women in Urology, Inc., hereinafter called SWIU, shall consist of urologic surgeons and other outstanding contributors to the progress of SWIU who reside and practice their profession in the United States and Internationally. The purpose of SWIU is to support the professional development and career advancement of women urologists and urologic researchers through education, advocacy, and mentorship.

ARTICLE I - DEFINITIONS

SOCIETY OF WOMEN IN UROLOGY means the not-for-profit, tax-exempt corporation formed and operated for the purposes stated herein.

PRESIDENT means the individual appointed by the Members to act on their behalf in the overall management of SWIU. The President shall hold the formal title of Chief Executive Officer and Chair of the Board of the Directors.

PRESIDENT-ELECT means the Member of the Board of Directors who shall assume the appointed position of President of SWIU and perform in accord with these Bylaws.

SECRETARY means the Member of the Board of Directors elected by the Members to serve as the keeper of the records of SWIU.

TREASURER means the Member of the Board of Directors elected by the Members who shall maintain ledgers and records of financial transactions and otherwise perform in accord with these Bylaws.

MEMBER means the person who has submitted an application, satisfied the membership criteria and has been admitted to participate in SWIU.

SHE and **HER** are feminine pronouns used to refer to both feminine and masculine and are used for purposes of convenience.

COMPLETED APPLICATION means a fully completed and signed application form submitted with the required application fee and all requested references and information required by SWIU to permit the evaluation of an applicant's qualifications.

PRACTITIONER or **PHYSICIAN** means a person licensed to practice medicine.

UROLOGIST means a physician who has completed or is in an accredited urological training program or its equivalent in a foreign country.

ARTICLE II – MEMBERSHIP

SECTION 1 – CATEGORIES

The categories of Membership in SWIU shall consist of the following:

- (a) Active Members;
- (b) Affiliate Members;
- (c) Candidate Members;
- (d) Inactive Members;
- (e) Honorary Members;
- (f) Senior Members;
- (g) Corporate Members.

SECTION 2 – ACTIVE MEMBERS

- (a) Requirements:
 - (1) An unrestricted license to practice medicine in her state or country of residence or practice;
 - (2) MD or DO membership: Acceptable completion of an accredited urologic training program or its equivalent in a foreign country;
 - (3) PhD membership: Acceptable completion of an accredited PhD in an allied basic science field currently active in urologic research;
 - (4) Completed Application for Membership;
 - (5) A willingness to participate in and properly discharge those responsibilities assigned by SWIU.
- (b) Waiver: The Board of Directors may waive any specific qualification or requirement which it considers justified.

SECTION 3 – AFFILIATE MEMBERS

- (a) Requirements
 - (1) Physicians in related fields of medicine and science who cannot qualify for Active Membership;
 - (2) Non-physicians who, by their professional or personal accomplishments have contributed significantly to medicine in general or the specialty of urology in particular, but do not qualify for active membership;
 - (3) Completed Application for Membership;
 - (4) Good reputation and judgment;
 - (5) A willingness to participate in and properly discharge those responsibilities assigned by SWIU.
- (b) Affiliate Members shall have no right to vote or hold office.

SECTION 4 - CANDIDATE MEMBERS

- (a) Requirements:
 - (1) Completed Application for Membership;
 - (2) Graduation from an accredited medical school with receipt of a Doctor of Medicine degree or an equivalent degree
 - (3) Enrollment in a resident or fellowship program credentialed by the Accreditation Council for Graduate Medical Education (ACGME) or such similar body in a foreign country; or post-doctoral fellows having completed an accredited PhD in an allied basic science field and active in urologic research.;
 - (4) Good reputation and judgment; and
 - (5) A willingness to participate in and properly discharge those responsibilities assigned by SWIU.
- (b) Candidate Members shall have no right to vote or hold office, with the exception of the Candidate Member Representatives elected to the SWIU Board of Directors as set forth in the Bylaws.
- (c) Candidate Members shall automatically be elevated to Active Membership upon satisfactory completion of urology residency or fellowship training.

SECTION 5 – INACTIVE MEMBERS

- (a) Inactive Members are those active, affiliate or candidate members who have not paid their annual dues over a consecutive period of three years and who have not been removed from membership due to disciplinary procedures
- (b) Rights: Inactive Members shall not have the right to vote or hold office, nor shall they share any other privileges of membership.

SECTION 6 – HONORARY MEMBERS

- (a) Honorary Member is that category of Membership consisting of Practitioners who are not active in SWIU and who are honored by the emeritus position. These may be Practitioners who are retired from the practice of medicine, who are of commendable position, or who have contributed significantly to the purposes and objectives of SWIU.
- (b) Requirements:
 - (1) Nominees shall be recommended by at least three (3) Active Members; and
 - (2) Approval of the Board of Directors shall be necessary before presenting these nominees to the Members.
- (c) Rights:
 - (1) Honorary Members shall be exempt from the payment the payment of dues and assessments; and
 - (2) Honorary Members shall have no right to vote or hold office.

SECTION 7 – SENIOR MEMBERS

- (a) Senior Member is a category of Membership for SWIU members who have retired from practice.
- (b) Senior Members shall have no right to vote or hold office.

SECTION 8 – CORPORATE MEMBERS

- (a) Corporate Member is a category of Membership for industry-related individuals with an interest in the field of urology who do not satisfy the criteria for Active Member or Affiliate Member. Letters of recommendation are not needed. The admission period is rolling.
- (b) Corporate Member applications will be reviewed by the Board of Directors on a case-by-case basis.
- (c) Corporate Members shall have no right to vote or hold office.

SECTION 9 – MEMBERSHIP PROCEDURE

- (a) An Applicant shall be elected if she fulfills the qualifications and requirements of the Membership category for which she has applied or has been nominated, and is approved by the Board of Directors of SWIU.

SECTION 10 – RIGHTS AND DUTIES OF MEMBERSHIP

Upon notification of election to Membership, the Member:

- (a) is entitled to receive the latest available copy of Bylaws and the Directory of Membership;
- (b) is responsible for the dues and assessments commensurate with her category of Membership as described in these Bylaws;
- (c) shall receive an appropriately inscribed certificate of Membership; and
- (d) is entitled to one vote except as limited by these Bylaws.

SECTION 11 – VOTING

All Active Members are entitled to a single vote for all matters upon which Membership voting is permitted but no other category of Member shall be entitled to any voting rights except as permitted by these Bylaws. All votes must be cast in person and may not be voted by proxy.

SECTION 12 – RESIGNATION

Any Member in good standing may resign by filing a written resignation with the Board of Directors not less than thirty (30) days prior to the projected date of her resignation.

SECTION 13 – REINSTATEMENT

Any request for reinstatement shall be considered by the Board of Directors. Reinstatement shall require an affirmative vote of the Board of Directors.

ARTICLE III – MEETINGS

SECTION 1 – ANNUAL BUSINESS MEETING

The Annual Business Meeting of Members for the transaction of such business as may be properly brought before the Membership shall be held in relation to the American Urological Association Annual Meeting and at such time as specified in the Notice of Meetings.

SECTION 2 – SPECIAL MEETINGS

Special Meetings of the Members may be called by either the President, a majority of the Board of Directors, or by a group of Members constituting not less than thirty percent (30%) of the votes entitled to be cast at such meeting.

SECTION 3 – PLACE OF MEETINGS

All the meetings shall be held (except or otherwise required by law) at any place designated in the Notice of the meeting.

SECTION 4 – NOTICE OF MEETINGS

Written or printed Notice in accordance with Article III hereof, stating the place, date and hour of any meetings; not less than thirty (30) days before the date of such meeting. In the case of a Special Meeting, the purposes for which the meeting is called shall be delivered not less than fifteen (15) days before the date of such meeting. Notice shall be served either personally or by mail, at the direction of the President or the Secretary, or the Officers or persons calling the meeting.

SECTION 5 – WRITTEN CONSENT

Any action required by law to be taken at a meeting of the Members, or any other which may be taken at a meeting of Members, may be taken without a meeting if they consent in writing, setting forth the action so taken and shall be signed by all of the Members entitled to vote in respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any article or document filed with the Secretary of State under the General Not-For-Profit Corporation Act of Illinois.

SECTION 6 – QUORUM

Majority of active members present shall constitute a quorum of any meeting of the Members. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Membership, except as otherwise provided by law, the Articles of Incorporation or these Bylaws. If the absence of a quorum is determined, the meeting is adjourned. At each such meeting of the Members, the President or, in her absence, the President-Elect, shall act as Chairman of the meeting. The Secretary of the Board of Directors shall serve as secretary of the meeting. In her absence, the Chairman of the meeting shall appoint a secretary of the meeting.

ARTICLE IV – OFFICERS

SECTION 1 – NUMBER

The officers of the Board of SWIU shall be the President, the President-Elect, the Immediate Past-President, the Secretary and the Treasurer and such other officers and assistant officers as may be elected or appointed by the Board.

SECTION 2 – QUALIFICATIONS

Officers must be Active Members at the time of the nomination and election and must retain such status in good standing during their term of office. Failure to maintain such status shall immediately create a vacancy in the office involved.

SECTION 3 – ELECTION OF OFFICERS AND TERM OF OFFICE

One or more names must be submitted in nomination for each office subject to the election prior to the Annual Business Meeting. All voting will occur at the Annual Business Meeting and votes must be placed in person by those persons entitled to vote. A simple plurality will elect a person to an officer position. Each officer shall hold office until her successor has been duly elected and/or appointed unless she resigns or has been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not of itself create contract rights. The President, President-Elect, Secretary and Treasurer serve one year terms running through the period beginning with the Annual Business Meeting electing said officer to the next Annual Business Meeting or until a successor has been chosen. The President-Elect shall assume the presidency position without standing election as provided herein.

SECTION 4 – NOMINATIONS

The nominations will be made by the Nominating Committee appointed and chaired by the Immediate Past President. Additional nominations may be submitted to the Nominating Committee at least three months before the Annual Business Meeting.

SECTION 5 – REMOVAL OF OFFICERS

Any officer may be removed temporarily by the Board, subject to final action by a simple majority vote of the Membership at a Special Meeting to be promptly held, whenever in the best judgment of the Board that SWIU shall be served thereby.

SECTION 6 – PRESIDENT

The President shall be the principal executive officer of SWIU and shall in general, supervise and control all business and affairs of SWIU, subject to any directions of the Board. The President shall preside at all Meetings of Members and of the Board of Directors, except as otherwise specified. The President shall serve as Chair of the Board of Directors, the liaison to the American Urological Association, and shall be an ex-officio member of each committee.

SECTION 7 – PRESIDENT-ELECT

The President-Elect shall, in the absence of the President, perform the President's duties and shall perform such other duties as may from time to time be assigned to the President-Elect by the President or by the Board. The President-Elect, after serving one year in this office, shall be elevated to the office of President automatically without again standing for election. She shall serve as Chair of the Professional Development/Networking Committee.

SECTION 8 – SECRETARY

The secretary shall:

- (a) keep the minutes of all meetings of members and of the Board with or without professional assistance as needed;
- (b) see that all notices are duly given in accordance with the provision of these Bylaws or as required by law;
- (c) review and present appropriate data pertaining to any application, election or rejection of applicant, transfer or change in classification and dates thereof;
- (d) in general, perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to her by the President or the Board.
- (e) serve as Chair of the Membership Committee.

SECTION 9 – TREASURER

The Treasurer shall:

- (a) review the biannual report on the financial status of SWIU showing accounts receivable, accounts payable, and balances on hand as prepared by the Executive Director and provide these reports for the Board of Directors meetings (she may use appropriate professional accounting assistance in preparing the report as deemed appropriate and necessary);

- (b) in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to her by the President or Board;
- (c) keep a ledger and an alphabetical listing of all Members, indicating the state of their accounts with SWIU and provide same to the Board for inspection at Board Meetings; and
- (d) serve as Chair of the Finance/Development Committee.

SECTION 10 – IMMEDIATE PAST PRESIDENT

The Immediate Past President shall:

- (a) be an observer and advisor to the President;
- (b) be an ex-officio Member of all Committees;
- (c) serve as Chair of the Bylaws Committee;
- (d) serve as Chair of the Nominating Committee.

SECTION 11 – DELEGATION

Officers, from time to time and at their discretion, following approval by the Board, may delegate to appropriate staff Members the performance of any of their duties.

SECTION 12 – EXECUTIVE DIRECTOR

The Executive Director shall be the Chief Administrative Officer of the Society and shall report directly to the Board of Directors of which he or she shall be an ex officio, non-voting member. The Executive Director need not be a physician nor a member of the Society. The Executive Director shall have the authority and ultimate responsibility to carry out all policies and programs of the society within the framework of the budget and subject to the direction of the officers and the Board of Directors. The Contract with the Executive Director will be reviewed and executed annually, and is approved subject to a simple majority vote of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

SECTION 1 – QUALIFICATIONS

The affairs of the SWIU shall be managed by the Board of Directors. The Board of Directors shall be composed by twelve (12) Directors who shall be selected by election by and from the Members and representing areas of Membership of the SWIU as set forth hereafter. The Board shall be comprised of five (5) officers:

- (a) President;
- (b) President-Elect;
- (c) Immediate Past-President;
- (d) Secretary; and
- (e) Treasurer.

The remaining seven (7) Members of the Board of Directors (Non-Officer Directors) shall consist of two (2) Candidate Members and five (5) Active Members elected at-large from the Membership.

SECTION 2 – ELECTION AND TERM OF OFFICE OF DIRECTORS

- (a) Treasurer. The Treasurer shall hold office for a term of one year for which elected and may be re-elected for a maximum of one successive term only.
- (b) Secretary. The Secretary shall hold office for a term of one year for which elected and may be re-elected for a maximum of one successive term only.

- (c) President-Elect. The President-Elect shall hold office for a term of one year and at the expiration of that one-year term, the President shall assume the office President.
- (d) President. The president shall hold office for a term of one year and at the expiration of that one-year term, the President shall assume the office of Immediate Past-President.
- (e) Non-Officer Directors. The seven (7) Non-Officer Directors shall hold office for a term of two (2) years. Each shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. The five (5) Active Members elected at large from the membership may be re-elected by one successive term only. The two (2) Candidate Members may not be re-elected.

SECTION 3 – NOMINATION

The Nominating Committee shall, tender a slate of nominees to the Membership at the Annual Business Meeting for each vacancy to be filled and submitted to the membership. In addition, Active Members shall be permitted to submit additional nominees prior to election. In the event more than one person is nominated, voting shall occur by written ballot.

SECTION 4 – RESIGNATIONS AND REMOVAL OF DIRECTORS

- (a) Resignation. Any Officer may resign at any time either by oral tender of resignation at any meeting of the Board of Directors or by oral tender to the President or by giving written notice to the Society. Any such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.
- (b) Removal from Office. Any or all of the Officers may be removed at any time for cause by vote of two-thirds of the Directors present and entitled to vote at a duly called meeting of the Board of Directors. All members of the Board of Directors have a duty of regular attendance at Board Meetings. Two absences from such meetings, except under extraordinary circumstances of such a nature as to satisfy a majority of other members of the Board of Directors, shall operate as an automatic resignation from the Board for the remainder of that Directors term of office.

SECTION 5 – VACANCIES

Vacancies may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director within specified guidelines. The term of the replacement Director is to run until the next Annual Business Meeting.

SECTION 6 – BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet at least once annually as directed by the President.

SECTION 7 – SPECIAL MEETING

A Special Meeting of the Board may be called by or at the request of the President or any two (2) Board Members.

SECTION 8 – NOTICE OF SPECIAL MEETING

Notice of a Special Meeting shall be given at least five (5) days previously thereto. Any Board Member may waive her notice of any meeting. Attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because a meeting is unlawfully called or convened. The business to be transacted act or the purpose of any meeting of the Board need not be specified in the notice of such meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws.

SECTION 9 – ACTION WITHOUT A MEETING

Any action required by law to be taken at a meeting of the Board or any other action which may be taken at a meeting of the Board, may be taken without a meeting, if they can send in writing, setting forth the action so taken, shall be signed by all of the Board Members entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated

as such in any Articles or document filed with the Secretary of State under the General Not-For-Profit Act of Illinois.

SECTION 10 – QUORUM

The number of members of the Board constituting a quorum for the transaction of business at any meeting shall be five (5). If less than a quorum of the Board Members is present, a majority of the Board Members present may adjourn the meeting.

SECTION 11 – MANNER OF ACTING

The act of a majority of Board Members present at a meeting at which a quorum is present shall be the act of the Board, except for otherwise provided by law, the Articles of Incorporation or these Bylaws. If the committee is not filled, the vacancies on the committees will be filled as needed by the board members, at the discretion of the President.

ARTICLE VI – COMMITTEES

Committee Chairpersons shall be appointed by the President unless otherwise specified or approved by a majority of the Members of the Board of Directors or provided by these Bylaws.

SECTION 1 – STANDING COMMITTEES

All Standing Committees shall report all activities and make appropriate recommendations to the Board of Directors at least annually and shall present reports to the Membership at the Annual Business Meeting when requested to do so. A Member may not continuously serve on a particular committee for more than four (4) years. Only Active Members in good standing shall be eligible for nomination, election and for appointment to committees, unless otherwise set forth in the Bylaws. Standing Committee chairs may vote with the Directors on issues pertaining and addressed by their individual committees. The Chair of said committee may designate a representative if she is unable to attend Board of Directors meetings. The Standing Committees are as follows:

- a) Membership Committee. The Membership Committee shall consist of the Secretary, serving as Chair, past secretary, and one other SWIU Member, who will serve a 2-year term. It should have the responsibility of collecting information of potential applicants; recruitment of applicants; reviewing and approving the qualifications of applicants for membership; retention of members; and, as defined by the bylaws, for the removal of membership in SWIU. It should have the authority to address and recommend a final resolution of these matters and to interpret and enforce that application criteria identified herein.
- b) Newsletter/Website Committee. The Committee shall consist of the Newsletter Editor (board member), serving as Chair, the Website Editor (board member) and one other SWIU member, who will serve a 2-year term. Committee responsible for sharing information regarding speakers, participating in website updates, and assigning articles for the three (3) newsletters produced each year.
- c) Professional Development/Networking/Mentorship Committee. The Professional Development/Networking Committee shall consist of the President-Elect, serving as Chair and 2 to 3 SWIU members and one resident member, each serving a 2-year term. An assistant Clinical Mentoring Meeting Planner will be designated by the Chair each year. The Committee shall recommend to the Board what measures may be taken to increase participation in and development of general awareness of SWIU and urological services and shall establish internal mechanisms by which the Members of SWIU can accomplish this function. In establishing these mechanisms, the Committee may call upon such outside consultation or expert assistance as it deems appropriate and necessary within the bounds of budgetary constraints.
- d) Research and Science Committee. The Research and Science Committee shall be composed of three (3) members of SWIU—one Board member serving as chair and 2 other SWIU members, each serving 2-year terms.. The committee shall review applications for grants and SWIU’s research oriented awards and submit recommendations to the Board of Directors. The committee will also oversee the review of abstracts for the

trainee podium and poster portions of the Clinical and Mentoring Conference and coordinate the selection of moderators for these sessions.

- e) Bylaws Committee. The Bylaws Committee shall consist of the Immediate Past President of the Corporation, serving as Chair, and other members as she feels necessary.
- f) Nominating Committee. The Nominating Committee shall consist of the Immediate Past President of the Corporation, serving as Chair and other members as she feels necessary. The Nominating Committee should have the authority to gather nominations for election to the position of Officer or Board of Directors and appointment to a Standing or Special Committee.
- g) Finance/Development Committee. The Finance/Development Committee shall consist of the Treasurer of the Corporation, serving as Chair, and other members as she feels necessary. The Finance/Development Committee is responsible for overseeing the development program for SWIU and will act as an advocate for donor contributions and development strategies, and long-range planning efforts.
- h) Young SWIU Urologist Committee. –The Young SWIU Urologist Committee shall consist of both resident board members and 2 resident members serve 2-year terms. One of the resident board members will serve as chair of the committee and the other board representative will serve as the Social Media Chair. The Young SWIU Urologist Committee is responsible for identifying ways to engage and retain young SWIU members up to 5 years in practice and to develop the organization’s social media presence.
- i) Advocacy Committee. The Advocacy Committee shall consist of the past chair as advisor, new chair (who is also the SWIU representative on the AUA Public Policy Council), 1 SWIU member (who is also the next SWIU representative on the AUA Public Policy Council), and one SWIU board member. The Advocacy Committee is responsible for identifying and advocating for annual legislative priorities for SWIU and the AUA at the practice, local, state, and national levels and fostering and maintaining relationships with the AUA Advocacy Committee, the Health Policy Committee, and other local, state, and national committees as appropriate. The committee is expected to attend the AUA Advocacy Summit and provide regular reports to the Board of Directors.

SECTION 2 – SPECIAL COMMITTEES

A Special Committee may be authorized by the Board of Directors to perform specific duties or carry out assigned functions. Any such Committee shall report periodically and upon the completion of their assignment to the Board of Directors.

ARTICLE VII – DUES AND ASSESSMENTS

SECTION 1 – FISCAL YEAR

The fiscal year of SWIU shall date from January 1st each year.

SECTION 2 – ANNUAL DUES

- (a) The Annual Dues shall be reviewed as part of the Treasurers’ report at the Fall Board meeting. Any changes will be approved by the Board of Directors.
- (b) The Annual Dues are payable in advance of the commencement of each fiscal year. A Member not having paid her dues by May 1st, shall be in arrears and may, at the discretion of the Board of Directors, be suspended from Membership if not paid current within one year.

SECTION 3 – SPECIAL ASSESSMENTS

- (a) Special Assessments for specific reasons may be voted by the Members upon recommendation of the Board of Directors.
- (b) A Special Assessment is payable within sixty (60) days following notification of the Members

of such assessment.

ARTICLE VIII – RESIGNATION AND REINSTATEMENT

SECTION 1 – RESIGNATION

A Member in good standing may resign from the Association by written notice. Such requests shall be approved by the Board of Directors, providing the Secretary and Treasurer attest to the Member's good standing.

SECTION 2 – REINSTATEMENT

A request for reinstatement following resignation by a Member shall be sent to the Secretary. Such requests shall be considered by the Board of Directors, and reinstatement shall require an affirmative vote of a majority of the Board of Directors.

ARTICLE IX – DISCIPLINE

SECTION 1

All matters of discipline concerning Members shall be prescribed by the Board of Directors.

SECTION 2

Complaints or charges against Members shall be presented in writing and may be initiated by any Member of the Association.

SECTION 3 – PROCEDURE

- (a) Upon request of the Board of Directors, the Secretary shall secure statements in writing from the Complainant and the Member pertaining to the matter in question;
- (b) The Secretary shall request the Member to appear before the Board of Directors during an official session to answer the charges brought against her. Such notification with the specific charges, shall be writing at least fifteen (15) days prior to the date of the meeting and shall be sent by registered mail requiring a return acknowledgment of receipt of the notice;
- (c) If the accused Member wishes, she may have the counsel of two other Members during the hearing; and
- (d) By a two-thirds (2/3) majority vote, the Board of Directors may reprimand, suspend or expel any Member of the Association for:
 - (1) Violation of the Articles of Organization and/or Bylaws,
 - (2) Unethical professional conduct; or
 - (3) The conviction in a court of law of a statutory crime or a crime evincing moral turpitude.

ARTICLE X – RULES OF ORDER

Robert Rules of Order, current edition, shall govern the proceedings of the Organization unless provided for in these Bylaws.

ARTICLE XI – AMENDMENTS

The Bylaws may be amended or repealed and new Bylaws adopted upon the recommendation by the Board of Directors and by the affirmative vote of a majority of the Members present at the Annual Business Meeting.

Bylaws will be formally reviewed every three years.

ARTICLE XII – DISSOLUTION

The Corporation may be directed to dissolve by a two-thirds (66%) vote of the Members of the Corporation in a Special Meeting called for such purpose. In the event of the dissolution of the Corporation, or if it permanently ceases to operate, all of its net assets, after payment of its debts and expenses, shall be used to further the purposes of the Corporation as stated in the Articles of Incorporation.

ARTICLE XIII – EFFECTIVE DATE

These Bylaws shall become effective on January 1, 1997.