

BYLAWS OF THE
ASSOCIATION OF PROFESSORS OF HUMAN AND MEDICAL GENETICS

ARTICLE 1

Name, Purposes, and Powers

Section 1.1 Name. The name of this organization shall be the Association of Professors of Human and Medical Genetics (the “Association”).

Section 1.2 Purposes. The Association is organized exclusively for charitable, scientific and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) and to carry on activities in furtherance of such purposes. More specifically, the Association is organized exclusively to stimulate and support education in the fields of human and medical genetics and to promote academic programs in human and medical genetics in North American medical schools and graduate schools.

Section 1.3. Inurement of Income. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Section 1.4. Impermissible Activities. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent that the Association makes a proper election under Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law). The Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of the Articles of Incorporation of CURE or any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 1.5 Powers. Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Association shall have all the powers of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 2

Office and Agent

The Association shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Council may from time to time determine.

ARTICLE 3

Membership

Section 3.1 Election and Enumeration. (a) Election to all classes of membership in the Association shall be made by the Council pursuant to the qualifications set forth in these Bylaws and according to rules, regulations, and procedures not inconsistent herewith as may be adopted and from time to time amended by the Council. Membership in the Association is a privilege, not a right.

(b) The Association shall have three classes of members:

- (1) Program Members,
- (2) Individual Members, and
- (3) Affiliate Members.

(c) Use of the term “members” herein generally shall refer to all members of the Association.

Section 3.2 Program Members. Program Membership in the Association shall be open to human or medical genetics programs at universities in the United States and Canada, as provided herein:

(a) A human or medical genetics program is defined as a university department, division, institute, or other academic unit that offers a graduate degree, postdoctoral fellowship or residency, or medical school curriculum in human or medical genetics.

(b) All activities related to human or medical genetics located on a single university campus shall be considered to be part of a single human or medical genetics program.

(c) A university campus shall include (1) all affiliated programs within a single city and its suburbs; and (2) programs in several hospitals associated with a single medical school.

Section 3.3 Voting Representatives of Program Members. (a) Each Program Member shall designate one voting representative and one alternate voting representative to the Association. Each voting representative and alternate voting representative must be an Individual Member of the Association.

(b) The voting representative or, in his or her absence, the alternate voting representative, shall exercise the Program Member's right to vote on matters submitted to a vote of the membership and, in general, shall represent the interests, and exercise the privileges, of the Program Member.

(c) The voting representative generally shall be the chairperson, chief, or equivalent head of the human or medical genetics program.

(d) In the event that a human or medical genetics program does not have an identified head, the dean of the appropriate medical or graduate school shall designate the program's representative to the Association.

(e) An individual shall remain as the voting representative of the regular member for such time as that individual continues to hold the position described in Section 3.3(c) or retains the designation described in Section 3.3(d).

Section 3.4 Individual Members. Individual Membership in the Association shall be open to individuals who (a) are employed by or otherwise affiliated with a Program Member and (b) are either (1) members of one or more Association Special Interest Groups, or (2) a chairperson, chief, or equivalent head of the human or medical genetics program of the Program Member

Section 3.5 Affiliate Members. Affiliate Membership in the Association shall be open to individuals who are interested in the purposes and activities of the Association and (a) are not affiliated with a human or medical genetics program that is a Program Member of the Association or (b) do not otherwise qualify for Individual Membership.

Section 3.6 Privileges. (a) Program Members of the Association shall be eligible to vote on matters submitted to a vote of the membership.

(b) Individual Members of the Association shall be eligible for election or appointment to office, to serve on committees, to attend meetings of members, and to receive information, notices, and other mailings from the Association.

(c) Affiliate Members of the Association shall be eligible to attend meetings of members, and to receive information, notices, and other mailings from the Association.

Section 3.6 Duties; Dues and Assessments. (a) It shall be the duty of each member to keep on file with the designated office of the Association a current official address to which all notices required by applicable law or by these Bylaws may be sent. The mailing of a notice to such address shall be the extent of the Association's responsibility for such notice.

(b) Members shall pay annual dues, as set forth in ARTICLE 8 of these Bylaws, in such amounts as may be determined by the Council, and shall pay special assessments as may be deemed necessary by the Council. Dues and assessments shall be nonrefundable.

(c) A member required to pay dues or assessments shall be considered delinquent for failure to pay such dues or assessments and may be dropped from the rolls of the Association and deprived of all rights and privileges of membership.

(d) If a Program Member is dropped from the membership roles, all Individual Members affiliated with such Program Member also shall be dropped from the membership roles. If any such Individual Member holds an office in the Association, such office shall automatically be vacated.

(e) The Council shall establish rules for delinquency and reinstatement of members.

Section 3.7 Meetings of Members. (a) An annual meeting of the members of the Association shall be held at such time and place as may be determined by resolution of the Council.

(b) Special meetings of members may be called by the President or the Council or by written petition of at least ten percent of the Program Members of the Association.

Section 3.8 Notice of Meetings. (a) Written notice stating the place, day, and hour of a meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 30 nor more than 60 days before the date of the meeting, by or at the direction of the President or Secretary-Treasurer or the members calling the meeting, to each Program Member of the Association at the address shown for such member on the records of the Association.

(b) Notice of any meeting of members may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where the member attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 3.9 Attendance at Meetings. (a) Attendance at meetings shall be limited to members and to guests invited with the prior approval of the Council.

(b) If the representative of a Program Member cannot attend a meeting of members, he or she may designate another member of the faculty of his or her program to attend the meeting as the regular member's representative.

Section 3.10 Quorum. Twenty percent of the Program Members of the Association in good standing shall constitute a quorum for the consideration of matters at any meeting of members.

Section 3.11 Action at a Meeting. All Program Members of the Association may vote on matters submitted to a vote of members. Each Program Member shall be entitled to one vote on each matter. The affirmative vote of a majority of Program Members present and voting at a meeting at which a quorum is present shall be the act of the members, unless the vote of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 3.12 Proxy Prohibited; Attendance by Telephone Prohibited. (a) No Program Member may act by proxy on any matter.

(b) Program Members may not participate in or vote at any meeting of members through the use of a conference telephone or other communications equipment.

ARTICLE 4

Officers and Councillors

Section 4.1 Enumeration. The officers of the Association shall be a President, a President-Elect, and a Secretary-Treasurer. In addition, there shall be an Immediate Past President and three councillors of the Association.

Section 4.2 Qualifications. Officers and councillors shall be Individual Members in good standing.

Section 4.3 Term of Office. (a) The President of the Association shall succeed from the office of President-Elect. The President shall hold office for one term of two years; provided that, if the President-Elect fills a vacancy in the office of President, he or she shall hold office for the unexpired position of the President's term and for an additional full two-year term.

(b) The President-Elect of the Association shall be elected by the Program Members pursuant to the procedures set forth herein and shall hold office for one term of two years prior to succeeding to the office of President; provided that, if the President-Elect holds office by appointment due to a vacancy in the office, he or she shall hold office only for the unexpired portion of the term and shall not succeed to the office of President unless elected to do so by the Program Members.

(c) The Immediate Past President of the Association shall succeed from the office of President and shall hold office for one term of two years.

(d) The Secretary-Treasurer of the Association shall be elected by the Program Members pursuant to the procedures set forth herein and shall hold office for a term of three years.

(e) The councillors of the Association shall be elected by the Program Members pursuant to the procedures set forth herein and shall hold office for a term of three years. Councillors' terms shall be staggered such that one new councillor is elected each year.

(f) The term of office of each regularly elected officer and councillor shall begin on the July 1 following that person's election. Each officer and councillor shall hold office until June 30 of the final year of the officer's or councillor's term of office and until a successor has been elected and qualified, or until such officer's or councillor's earlier death, resignation, or removal in the manner hereinafter provided. Election of an officer or councillor shall not of itself create any contract rights.

Section 4.4 Election. (a) Officers and councillors shall be elected at the annual meeting of members. Election shall be accomplished by the affirmative vote of a majority of Program Members present and voting at a meeting at which a quorum is present. In the event that a quorum is not present, election shall be accomplished by means of mail ballot sent to Program Members of the Association pursuant to procedures established by the Council.

(b) Prior to the annual meeting, the President shall appoint a Nominating Committee consisting of three Program Members of the Association. The Nominating Committee shall propose a slate of candidates for the positions of President-Elect, Secretary-Treasurer (when necessary), and councillor.

(c) Candidates shall be selected from among the Individual Members in good standing of the Association. No candidate's name shall be included on the slate unless the candidate has indicated a willingness to serve if elected.

Section 4.5 Resignation. Any officer or councillor may resign at any time by giving notice to the Council, the President, or the Secretary-Treasurer. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation need not be accepted in order to be effective.

Section 4.6 Removal. (a) One or more officers or councillors of the Association may be removed for cause. Cause for removal may be found where the Council has determined that the officer or councillor has neglected his or her duty as an officer or councillor, has engaged in improper conduct prejudicial to the interests of the Association, has violated the law, the Articles of Incorporation, or these Bylaws, or has engaged in other activity deemed to be cause for removal by the Council.

(b) Officers and councillors may be removed by the affirmative vote of two-thirds of the Program Members of the Association present and voting at a meeting for which written notice stating that a purpose of the meeting is to vote upon the removal of one or more officers or councillors named in the notice is delivered to all Program Members. Only the named officer(s) or councillor(s) may be removed at such meeting. The removal of an officer or councillor shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.7 Vacancies. A vacancy in any office or in any councillorship shall be filled by appointment by the Council until the next regular election of the Association.

Section 4.8 Compensation. No officer or councillor shall receive any compensation for service as an officer or councillor, except that an officer or councillor may be reimbursed for reasonable expenses incurred in connection with his or her service to the Association.

Section 4.9 Duties of Officers. (a) The officers of the Association shall have such express authority and perform such duties as may be provided in these Bylaws or as may be determined by resolution of the Council, and such implied authority as is recognized by common law.

(b) The President shall be the principal executive officer of the Association and, when present, shall preside at all meetings of members and all meetings of the Council. The President shall present a report of the activities of the Council and the Association at the annual meeting of members.

(c) The Secretary-Treasurer shall have the authority to certify the Bylaws, resolutions of the members and the Council, and other documents of the Association as true and correct copies thereof. The accounts of the Secretary-Treasurer shall be audited by the Council.

ARTICLE 5

Council

Section 5.1 General Powers and Duties. (a) The affairs of the Association shall be managed by or under the direction of its Council, which shall serve as a Board of Directors.

(b) The Council of the Association shall have the powers and duties ordinarily delegated to the governing body of a corporation, including but not limited to the following:

1. To exercise its legal authority and responsibility in the general direction and conduct of the affairs of the Association in order to promote the purposes of the Association;
2. To transact the general business of the Association;
3. To elect members to the Association;
4. To represent the Association and present the Association's views and opinions to the public; and
5. To organize and sponsor workshops and other educational meetings on topics of interest to members and to the public.

Section 5.2 Size and Composition. (a) The Council of the Association shall consist of seven members.

(b) The Council shall be composed of the President, the President-Elect, the Immediate Past President, and the Secretary-Treasurer, each of whom shall serve *ex officio*, plus three councillors. Hereinafter, all members of the Council generally shall be referred to as councillors.

Section 5.3 Meetings of the Council. (a) A regular annual meeting of the Council of the Association shall be held, and additional regular meetings may be held, at such time and place as shall be determined by resolution of the Council, without necessity of notice other than such resolution.

(b) Special meetings of the Council may be called by the President or upon the written petition of any two councillors, and written notice of such special meeting shall be given at least ten days in advance thereof to each councillor.

(c) Notice of any regular or special meeting of the Council may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a councillor at any meeting shall constitute a waiver of notice of such meeting except where a councillor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.4 Quorum. Four councillors shall constitute a quorum for the transaction of business at any meeting; provided that, if less than four are present, a majority of the councillors then present may adjourn the meeting to another time without further notice. Withdrawal of councillors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.5 Action at a Meeting. Each councillor shall be entitled to one vote. The affirmative vote of a majority of the councillors present and voting at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 5.6 Proxy Prohibited; Presumption of Assent. (a) No councillor may act by proxy on any matter; provided that, councillors may act without a meeting pursuant to the procedures set forth in Section 5.8 of these Bylaws.

(b) A councillor who is present at a meeting at which action on any corporate matter is taken by the Council is conclusively presumed to have assented to the action taken unless such councillor's dissent or abstention is entered in the minutes of the meeting or unless such councillor files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary-Treasurer immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a councillor who voted in favor of such action.

Section 5.7 Attendance by Telephone. Councillors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

Section 5.8 Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Council may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all councillors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more councillors. All the approvals evidencing the consent shall be delivered to the Secretary-Treasurer to be filed in the records of the Association. The action taken shall be effective when all the councillors have approved the consent unless the consent specifies a later effective date. Any such consent shall have the same force and effect as a unanimous vote.

ARTICLE 6

Committees

Section 6.1 Committees of the Council. (a) The Council may by resolution create one or more standing or special committees of the Council and appoint councillors and other members of the Association to serve on the committee or committees. Each committee may exercise the authority of the Council to the extent permitted by law and as specified by the Council or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council, or any individual councillor, of any responsibility imposed by law. A committee shall not take any action that is inconsistent with these Bylaws or that revokes or amends any previous action by the Council which is still in effect.

(b) Each committee of the Council shall have two or more councillors as members, at least a majority of its members shall be councillors, and all committee members shall serve at the pleasure of the Council.

(c) The functions of the committee, the number of committee members, and their terms of office shall be set forth in the resolution creating such committee. All committee members shall be Individual Members in good standing.

Section 6.2 Committees of the Association. (a) The Council may by resolution create one or more standing or special committees of the Association and appoint councillors and other Individual Members of the Association to serve on such committee(s), the majority of whom need not be councillors. Committees of the Association may not act on behalf of the Association or bind it to any action, but may make recommendations for actions to the Council.

(b) The functions of the committee, the number of committee members, and their terms of office shall be set forth in the resolution creating such committee. All committee members shall be Individual Members in good standing.

Section 6.3 Action of Committees. (a) Unless otherwise provided in these Bylaws, a majority of committee members shall constitute a quorum and the affirmative vote of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee. No member of a committee may act by proxy and, to the extent provided in these Bylaws for presumption of assent of councillors, assent is presumed for committee members. A committee member may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment, and the committee may act by unanimous consent in writing without a meeting, in the manner provided by these Bylaws for the Council. Subject to these Bylaws and to action by the Council, a majority of the members of the committee shall determine the time and place of committee meetings and the notice required for such meetings.

(b) Each committee shall submit a report on its activities prior to each annual meeting of the Council, and such other reports as the Council may request.

Section 6.4 Special Committees. The Council may from time to time create one or more special or *ad hoc* committees of the Association for specified purposes and appoint councillors and other members of the Association to serve on such committees. The number of committee members and the functions of the special committee shall be set forth in the resolution creating such committee. Each special committee shall make an annual report on its activities to the Council and such interim reports as the Council may request.

ARTICLE 7

Association Special Interest Groups

Section 7.1 Special Interest Groups. The Association shall have three standing Special Interest Groups (“SIGs”) and such other SIGs as the Council may by resolution create.

Section 7.2 Standing SIGs. The following shall be standing SIGs of the Association:

- (a) Residency Program Directors SIG.
- (b) Medical School Course Directors SIG.
- (c) Graduate School Course Directors SIG.

Section 7.3 SIG Membership, Organization and Operation. (a) SIG members shall be Individual Members in good standing of the Association.

(b) Each SIG shall establish its own organizational structure and operating procedures, subject to review and approval by the Council.

(c) The Council shall establish rules for review, approval, and monitoring of SIGs.

ARTICLE 8

Dues

Section 8.1 Program Members. Each Program Member shall pay Program Member dues and Individual Member dues in such amounts as may be determined by the Council on an annual basis.

Section 8.2 Program Member Dues. Program Member dues shall be paid to the Association to support programmatic and administrative activities of the Association.

Section 8.3 Individual Member Dues. Individual Member dues shall be based on the number of Individual Members employed by or otherwise affiliated with the Program Member and shall be paid to the Association to support programmatic activities of the SIGs and administrative activities of the Association.

Section 8.4 Affiliate Member Dues. Affiliate Member dues shall be paid to the Association to support programmatic and administration activities of the Association and, if an Affiliate Member is a member of an SIG, to support SIG program activities.

ARTICLE 9

Contracts and Financial Transactions

Section 9.1 Contracts. The Council may authorize any officer or officers, agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 9.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in the name of the Association unless authorized by a resolution of the Council or by action of a duly empowered committee of the Council. Such authority may be general or confined to specified instances. No loan shall be made by the Association to a councillor or officer of the Association.

Section 9.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Council or by action of a duly empowered committee of the Council. In the absence of such determination, such instruments may be signed by the Secretary-Treasurer and countersigned by one other officer.

Section 9.4 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Council may select.

Section 9.5 Gifts. The Council may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

ARTICLE 10

Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Council, and committees having any authority of the Council, and shall keep at its registered office or principal office a record giving the names and addresses of its members, councillors, officers, and committee members. All books and records of the Association may be inspected by any member, or any member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 11

Fiscal Year

The fiscal year of the Association shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE 12

Notices

Section 12.1 Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation, or these Bylaws, any notice whatever is required to be given to any officer, councillor, or member of the Association, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the mail, postage prepaid and addressed to such officer, councillor, or member at his or her address as it appears on the books of the Association, and such notice shall be deemed to be given at the time when it is thus deposited in the mail; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied, except in case of meetings of members or meetings of councillors or committees of the Council with respect to which written notice is required by law, if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, by the Articles of Incorporation, or by these Bylaws.

Section 12.2 Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attends the meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

ARTICLE 13

Rules

All deliberations of the Association, its Council, and its committees shall be governed by parliamentary procedure as interpreted by the current edition of Robert's Rules of Order, Newly Revised, when not in conflict with the law, the Articles of Incorporation, or these Bylaws.

ARTICLE 14

Nondiscrimination

The Association shall not adopt any policy, practice, or procedure which results in discrimination on the basis of race, religion, national origin, gender, sexual orientation, or disability.

ARTICLE 15

Indemnification and Insurance

Each person who at any time is or shall have been a councillor, officer, employee, or agent of the Association or is or shall have been serving at the request of the Association as a councillor, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association in accordance with and to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as in effect at the time of adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested councillors, or otherwise. If authorized by the Council, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as in effect at the time of the adoption of these Bylaws or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 16

Dissolution

Upon the dissolution of the Association, the Council shall make provision for the payment, satisfaction, and discharge of all of the liabilities and obligations of the Association, and shall return, transfer, or convey any assets held by the Association upon a condition requiring return, transfer, or conveyance by reason of the dissolution. Thereafter, the Council shall transfer or convey the remaining assets of the Association to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States internal revenue law), in such manner as the Council shall determine pursuant to a plan of distribution adopted by the Council. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 17

Amendments

Section 17.1 Authority. These Bylaws may be altered, amended, or repealed, or new bylaws adopted, provided that the resulting Bylaws of the Association are consistent with the law and the Articles of Incorporation.

Section 17.2 Procedure for Amending Bylaws. (a) A duly proposed amendment may be initiated by either of the following: (1) by recommendation of the Council; or (2) by a petition submitted to the Council containing the signatures of not less than five Program Members of the Association; provided that, the proposed amendment has been evaluated by the Council for consistency with the law, and the Articles of Incorporation.

(b) A duly proposed amendment shall be adopted by the affirmative vote of two-thirds of the Program Members present and voting at a meeting of the members at which a quorum is present, and for which notice containing the text of the proposed amendment was delivered to all Program Members not less than sixty days prior to the meeting.

ADOPTED: October 11, 1995

LAST AMENDED: November 13, 2008