

BYLAWS
OF
WOMEN IN THORACIC SURGERY, INC.

ARTICLE I – NAME AND REGISTERED OFFICE

Section 1.

The name of the organization shall be WOMEN IN THORACIC SURGERY, INC. (WTS).

Section 2.

WTS shall have a registered agent in the State of Florida, or other agent as shall be appointed by the Executive Committee. WTS may have other offices within or outside the state of Florida as the Board of Directors may from time to time determine.

Section 3.

The fiscal year for WTS, Inc. shall be the calendar year.

Section 4.

For the purposes of the WTS Bylaws, the WTS will consider a “woman” to be any individual who has ever identified as a woman.

ARTICLE II – MISSION STATEMENT

The Mission of Women in Thoracic Surgery, Inc. is: to create a supportive community to optimize the advancement of women in cardiothoracic surgery.

ARTICLE III – MEMBERS

Section 1. Type of Membership.

There shall be six (8) categories of membership: Active Members, International Members, Candidate Members, Allied Health Members, Associate Members, Institutional Members, Emeritus Members, and Honorary Members.

Section 2. Active Members.

Qualifications: Active membership of WTS shall consist of women holding the MD or DO degree in the United States and Canada, who have completed specialty training in thoracic surgery and whose primary activity and interest is cardiothoracic surgery.

Application: An application form for Active membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. A list of Active members shall be reviewed by the Board of Directors annually.

Rights and Duties: Active members shall have the right to vote on matters brought before the membership and shall be eligible for election to leadership positions and committees as well as for election to the Board of Directors. It shall be the duty of each Active member to regularly attend the meetings of WTS, to uphold the WTS Mission and to pay the fees, dues and assessments of WTS.

Dues: All Active members shall pay dues and assessments. The amount may be changed by majority vote of the Board of Directors.

Section 3. International Members.

Qualifications: International membership of WTS shall consist of women who have achieved appropriate certification or recognition of their achievements in thoracic surgery in countries other than the United States or Canada, and whose primary activity and interest are cardiothoracic surgery.

Application: An application form for International membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. A list of International members shall be reviewed by the Board of Directors annually.

Rights and Duties: International members shall have the right to vote on matters brought before the membership and shall be eligible for election to leadership positions and committees as well as for election to the Board of Directors. It shall be the duty of each International member to regularly attend the meetings of WTS, to uphold the WTS Mission and to pay the fees, dues and assessments of WTS.

Dues: All International members shall pay dues and assessments. The amount may be changed by majority vote of the Board of Directors.

Section 4. Candidate Members.

Qualifications: Candidate membership of WTS shall consist of women who are enrolled in a general surgery or a thoracic surgery residency training program in the United States or Canada or their international equivalent, or women who in the course of their medical and college educations have expressed an interest in cardiothoracic surgery. Upon completion of training in cardiothoracic surgery, Candidate members shall be eligible to transfer to the Active membership category.

Application: An application form for Candidate membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. A list of Candidate members shall be reviewed by the Board of Directors annually.

Rights and Duties: Candidate members shall have the rights, duties and obligations as Active members. However, they shall not be eligible for election to leadership positions, with the exception of *Resident Liaison*, or for election to the Board of Directors. Candidate members shall not have the privilege of voting. With the approval of the Board of Directors, Candidate members may be appointed to Committees.

Dues: Candidate members shall pay reduced rate dues and assessments set forth by the Board of Directors. The amount may be changed upon the recommendation and approval by the Board of Directors.

Section 5. Allied Health Members

Qualifications: With the exception of individuals eligible for Active Membership, International Membership, Candidate Membership, or Associate Membership, all individuals having an interest in the field of thoracic surgery (including but not limited to research scientists, physician assistants, perfusionists, nurses, nurse practitioners, practice administrators, data managers and other health care professionals) shall be eligible for Allied Health Membership.

Application: An application form for Allied Health membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. A list of Allied Health members shall be reviewed by the Board of Directors annually.

Rights and Duties: Allied Health members shall possess all the rights, duties, privileges and obligations of Active members. However, Allied Health members shall not be eligible for election to leadership positions or for election to the Board of Directors. Allied Health members shall not have the privilege of voting. Contributions made to WTS by Allied Health members will be most welcome and may receive public recognition at general membership meetings and in WTS publications.

Dues: All Allied Health members shall pay dues and assessments. The amount may be changed upon the recommendation and approval of the Board of Directors.

Section 6. Associate Members

Qualifications: Associate members as a category of membership shall be reserved for individuals of all backgrounds who wish to demonstrate their support and dedication to the WTS mission.

Application: An application form for Associate membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. A list of Associate members shall be reviewed by the Board of Directors annually.

Rights and Duties: Associate members shall possess all the rights, duties, privileges and obligations of Active members. However, Associate members shall not be eligible for election to leadership positions or for election to the Board of Directors. Associate members shall not have the privilege of voting. Contributions made to WTS by Associate members will be most welcome and may receive public recognition at general membership meetings and in WTS publications.

Dues: All Associate members shall pay dues and assessments. The amount may be changed upon the recommendation and approval of the Board of Directors.

Section 7. Institutional Members

Qualifications: Institutional as a category of membership shall be reserved for organizations, institutions, and industry entities who wish to demonstrate their support and dedication to the WTS mission by underwriting its mission at a financial level to be determined by the Board of Directors.

Application: An application form for Institutional membership shall be furnished by WTS along with a citation from the Bylaws setting forth the Mission Statement of WTS and eligibility requirements. A list of Institutional members shall be reviewed by the Board of Directors annually.

Rights and Duties: Institutional members shall have privileges to receive public acknowledgement of their sponsorship at general membership meetings, shall have access to the email address list of WTS members, and shall receive public recognition at general membership meetings and in WTS publications. Institutional members will not have the privilege of voting. Institutional member representatives shall not be eligible for election to leadership positions and committees or for election to the Board of Directors, nor shall they hold office.

Dues: All Institutional members shall pay dues and assessments. The amount may be changed upon the recommendation and approval of the Board of Directors.

Section 8. Emeritus Members.

Qualifications: Any Active member who has reached the age of seventy (70) years, or who has retired from employment in the field of thoracic surgery, shall be eligible for Emeritus membership.

Application: A written declaration of retirement or statement of age more than seventy (70) years shall be furnished to the WTS. A list of Emeritus members shall be reviewed by the Board of Directors annually.

Rights and Duties: Emeritus members shall possess all the rights, duties, privileges and obligations of Active members. Emeritus members shall have the right to vote on matters brought before the membership and shall be eligible for election to leadership positions and committees. However, Emeritus members shall not be eligible for election to the Board of Directors unless the nomination is approved by the Executive Committee.

Dues: Emeritus members shall not pay dues or assessments.

Section 9. Honorary Members.

Qualifications: Honorary membership shall be reserved for those persons deemed worthy of such honor due to their support and dedication to the WTS mission.

Application: Honorary members will be chosen at the discretion of the WTS and shall be elected by majority vote of the membership.

Rights and Duties: Honorary members shall possess all the rights, duties, privileges and obligations of Active members; however, no Honorary member shall be eligible for

election to the Board of Directors unless the nomination is approved by the Executive Committee.

Dues: Honorary members shall not pay dues or assessments.

Section 10. Resignation.

Any member may resign from WTS upon submission of a written resignation request. Annual dues will not be refunded. A list of resigned members shall be reviewed by the Board of Directors annually.

Section 11. Disability.

Any member who becomes disabled may petition the Board of Directors for Emeritus membership status. The Board of Directors may grant such request for a period of time until the member can return to practice.

Section 12. Delinquency.

The Treasurer shall submit to the Board of Directors a list of members who have failed to pay their dues by July 1 of each year, and notice of such delinquency shall be sent to each such member at the e-mail or mailing address recorded in the records of the organization. If the delinquency is not made good within six months of the mailing of such notice, or excused for adequate cause by the Board of Directors, the delinquent member will not be able to hold office and shall be subject to termination pursuant to Section 11 below. This will take effect and members will be terminated according to Section 11 by the following January meeting at STS the subsequent year.

Section 13. Termination and Reinstatement of Membership.

Failure to pay dues for three consecutive years constitutes grounds for termination of membership. Any member whose membership has become subject to termination for delinquency shall be given written notice of such prospective termination not less than forty (40) days before the effective date of termination. Any member who is subject to termination may apply for reconsideration by filing a written request to the Board of Directors, addressed to the Secretary, within thirty (30) days following the mailing of notice of such termination, which request shall state the reasons why such membership should not be terminated. If such a request is received within the requisite period, termination will be delayed until after the next Board of Directors meeting. If the Board of Directors finds the reasons given in the request to be adequate, membership shall not be terminated, conditional on payment of any arrears, where applicable. If the Board of Directors finds the reasons given in the request not to be adequate, the termination shall become effective on the sixth day after the Board of Directors Meeting. The Board of Directors reserves the right to refuse or terminate any membership.

ARTICLE IV – DUES, FEES AND ASSESSMENTS

Section 1. Dues.

Members shall pay such annual dues or other assessments as may be determined by the Board of Directors. No dues are charged for Emeritus and Honorary members.

Section 2. Assessments.

If in the judgment of the Board of Directors special needs of the Organization so require, it may propose an assessment of a specified amount to be charged to each member. Notice of such proposal shall be emailed to the members at least thirty (30) days in advance of the meeting at which the membership vote for such action is to be taken, and shall be effective if approved by one-half (1/2) of the members present at such meeting.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Regular Meetings.

An Annual Meeting of the members shall be held at such time and place, including virtually, as the Board of Directors may determine, for the purpose of electing directors and officers, and for the transaction of such other business as may come before the meeting. There will be at least one (1) regular meeting held annually, unless extraordinary circumstances dictate that the Board of Directors depart from this schedule for a particular Annual Meeting. Only voting members in good standing of Women in Thoracic Surgery, Inc. may vote during the Annual Meeting.

Section 2. Special Meetings.

Special meetings of the members may be called by the President, by the Board of Directors, or by not less than ten percent (10%) of the members having voting rights; provided, however, that any special meeting of the members called to act on an amendment to these Bylaws must be approved by the Board of Directors.

Section 3. Notice of Meetings.

Notice of each Annual Meeting or Special Meeting shall be given as determined by the President at the close of business on the business day preceding the day on which notice is given, provided that such notice of the Annual Meeting or Special Meeting of the members shall be given to each member in writing at least thirty (30) and not more than ninety (90) days prior to the date thereof.

Section 4. Quorum.

No fewer than thirty (30) members shall constitute a quorum for the transaction of business of the Organization at Annual Meeting. However, if less than one-third (1/3) of the members are present at the meeting, the only matters which may be voted upon are those matters as to which proper notice was given.

10% of members entitled to vote shall constitute a quorum at Executive Committee meetings and Board of Directors Meetings.

Section 5. Proposals to the Members.

Proposals concerning the operation or policies of the Organization may be brought before meetings of the members upon majority vote of the Board of Directors, delivered to the Secretary not less than thirty (30) days prior to such meeting. A decision reached at the meeting regarding such a proposal shall be a two-thirds (2/3) vote of the members, assuming a quorum, and shall be binding on the Organization.

Section 6. Voting.

At all meetings of the members, only Active, International, Associate, and Emeritus members of WTS, as defined in ARTICLE III, shall be entitled to one vote. Votes may be cast in person or by written authorized proxy.

Section 7. Proxy.

Each proxy must be executed in writing by the member of the organization.

Section 8. Reports and Papers.

All reports and papers read before the Organization at the Annual Meeting shall be deposited with the Secretary at the time of their presentation.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. General.

The Board of Directors shall generally manage the affairs of WTS. During the interval between meetings, it shall serve as the administrative and policy making body of WTS. A majority of the voting Board of Directors shall constitute a quorum for the transaction of business.

Section 2. Composition.

The Board of Directors shall be composed of the President, the Vice President, the Secretary/Treasurer, the Immediate Past President and the Directors-at-Large. The Directors-at-Large are voted by the Executive Committee who will exercise and manage the affairs and business of WTS. All of the Directors shall be Active members in good standing, and at least one of such Directors shall be a citizen of the United States.

Section 3. Officers.

The officers of the Women in Thoracic Surgery, Inc. shall be President, Vice President, and Secretary/Treasurer, and Immediate Past President. Officers will also serve on the Executive Committee. All officers must be Active members in good standing of the organization.

Section 4. Terms and Conditions of Office.

The terms of office for President, Vice President, and Secretary/Treasurer shall be two (2) years with no option for re-election for a second term. Directors-at-Large shall serve a two-year term, with the option of re-election for a second consecutive term. Board of Directors members will be elected by a majority vote of the voting membership. Each director and officer shall hold office for the term to which elected or appointed and additionally until a successor has been elected or appointed and qualified or until such director's or officer's earlier resignation, removal from office, or death. In extraordinary circumstances, the term of any officer or director may be extended by the Executive Committee.

Section 5. Duties.

The Board of Directors shall have the control and general management of the affairs and business of the Organization. Such Directors shall in all cases act as a Board, regularly convened, by majority vote, and they may adopt such rules and regulations for the conduct of their meetings and the management of the company as they may deem proper, not inconsistent with these Bylaws and the laws of the United States and any applicable local municipalities.

Section 6. Duties of the President.

The President shall be the Chief Executive Officer of Women in Thoracic Surgery, Inc. and shall preside at each meeting. The President is the Chair of the Executive Committee and shall appoint members to any standing committees that are created as deemed necessary. The President shall be an ex-officio member of all committees.

Section 7. Duties of the Vice President.

The Vice-President shall assist the President as requested and in the event the latter is absent or incapable of acting, the Vice President shall assume the duties of the President.

Section 8. Duties of the Secretary/Treasurer.

The Secretary/Treasurer or designee shall supervise the maintenance of current files, including the membership database, and financial records/accounts of WTS. The Secretary/Treasurer, or designee, shall ensure that minutes are recorded at the Annual Meetings. The Secretary/Treasurer shall advise the Executive Committee concerning billings, collections and management of all funds. The Secretary/Treasurer, or designee, will present a Financial and Membership Report to the membership at the Annual Meeting and for audit by an independent public accountant at intervals as deemed necessary by the Executive Committee.

In the event the Secretary/Treasurer shall be unable to carry out the functions of her office, the President may assume these duties or, with a majority vote of the Executive Committee, appoint a replacement who will maintain the office until the next regular election.

Section 9. Duties of the Immediate Past President.

The President, at the end of a term, shall automatically become Immediate Past President, and shall serve as an officer on the Board of Directors.

Section 10. Duties of the Directors-at-Large.

The Directors-at-Large will serve on the Board of Directors and WTS Leadership. Directors-at-Large shall commit to attending 50% of WTS leadership meetings during their term. Responsibilities include voting on matters before the Board of Directors, recruiting new members, engaging in social media efforts to promote WTS initiatives, mentoring young members and supporting other WTS Board of Directors members as needed.

Section 11. Directors' Meetings.

Regular meetings of the Board of Directors may be held in conjunction with the Annual Meeting of the Executive Committee, and at such other times as the Board of Directors

may determine. Special Meetings of the Board of Directors may be called by the President at any time, and shall be called by the President or the Secretary upon the written request of a majority of the Directors.

Section 12. Notice of Meetings.

Notice of meetings other than the regular Annual Meeting, shall be given by service upon each Director in person, by telephone call or by e-mail to each Director's last known e-mail or post office address, at least seven (7) days before the date therein designated for such meeting including the day of mailing, of a written or printed notice thereof specifying the time and place of such meeting, and the business to be brought before the meeting, and no business other than that specified in such notice shall be transacted at any Special Meeting. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted as if the meeting had been duly called, with consent of all directors.

Section 13. Voting.

At all meetings of the Board of Directors, each Director is to have one vote. The act of a majority of the Directors present at a meeting shall be the act of the Board of Directors.

Section 14. Vacancies.

Vacancies in the Board occurring between Annual Meetings shall be filled for the unexpired portion of the term by majority vote of the remaining Directors.

Section 15. Removal of Directors.

Any one or more of the Directors may be removed either with or without cause, at any time by a majority vote of the members at any special meeting called for the purpose.

Section 16. Quorum.

At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, a lesser number may adjourn the meeting to some future time.

ARTICLE VII – OTHER ELECTED WTS LEADERS

Section 1. General

WTS leaders who are not members of the Board of Directors shall be approved by the Board of Directors and elected by a majority vote of the voting members. WTS leaders elected by the membership shall serve as Chairs, Co-Chairs, or Liaisons. With the exception of the Resident Liaison, Senior Website Editor/Social Media Director and the Junior Website Editor/Social Media Director, all WTS leaders will serve two-year terms, with the option of re-election for a second consecutive term. The Resident Liaison, Senior Website Editor/Social Media Director and the Junior Website Editor/Social Media Director shall serve a one-year term. Each WTS leader may serve for no more than two (2) consecutive terms. In the event that a WTS leader shall be unable to carry out the functions of her office, the President may assume these duties or ask the Executive Committee to appoint a replacement who will maintain the office until the next regular election. Each WTS leader elected by the membership shall hold office for the term to

which elected or appointed and additionally until a successor has been elected or appointed and qualified or until such leader's earlier resignation, removal from office, or death. In extraordinary circumstances, the term of any WTS leader elected by the membership may be extended by the Executive Committee.

Section 2. Duties of the Historian.

The Historian shall be responsible for establishing and maintaining the archives of WTS. In the event the Historian shall be unable to carry out the functions of her office, the President may assume these duties or ask the Executive Committee to appoint a replacement who will maintain the office until the next regular election.

Section 3. Duties of the Newsletter Editor.

The Newsletter Editor shall be responsible for the preparation of the Women in Thoracic Surgery, Inc. newsletters, editing any materials submitted for publication and for serving as Chair of the Newsletter Committee. There will be a minimum of two (2) newsletters, and a maximum of four (4) newsletters, each year. The Newsletter Editor shall work with the sponsor/s to publish and distribute the newsletter. Members, corporate partners, potential members and other individuals as recommended by the Executive Committee shall receive the newsletters.

Section 4. Duties of the Senior Website Editor/Social Media Director.

The Senior Website Editor shall be responsible for content on the WTS website, current web address being www.WTSnet.org. The Senior Website Editor is responsible for promotion of WTS via social media platforms including but not limited to Twitter, Facebook and Instagram. The Senior Website Editor shall be responsible for training the Junior Website Editor.

Section 5. Duties of the Junior Website Editor/Social Media Director

The Junior Website Editor shall be responsible for collaborating with the Senior Website editor to edit and post content on the WTS website, and promoting WTS via social media. The Junior Website Editor/Social Media Director's one-year term shall overlap with the Senior Website Editor/Social Media Director during the final year of the Senior Website Editor/Social Media Director's term, and the Junior Website Editor/Social Media Director shall assume the role of the Senior Website Editor/Social Media Director at the conclusion of a one-year term.

Section 6. Duties of the Mentoring Chair.

The Mentoring Chair shall maintain records to document mentoring relationships and shall, provide updates for the WTS Newsletter and leadership about mentoring outcomes, and match mentees and mentors to facilitate these relationships.

Section 7. Duties of the Membership Co-Chairs.

The Membership Co-Chairs shall recruit new members, work to retain current members, and promote membership benefits. The Membership Co-Chairs shall review a list of all members annually.

Section 8. Duties of the International Affairs Co-Chairs.

The International Affairs Co-Chairs shall coordinate the creation of alliances with organizations and facilitate international collaborations, and strive to identify the worldwide census of female cardiothoracic surgeons.

Section 9. Duties of the Awards and Scholarship Co-Chairs.

The Awards and Scholarships Co-Chairs shall be responsible for the execution of all WTS scholarship programs, the creation of an annual Request for Proposal (RFP) to facilitate funding of WTS Scholarship Programs, and facilitating the application process including development of the application and review process.

Section 10. Duties of the Bylaws Chair.

The Bylaws Chair shall be responsible for updating the WTS Bylaws. The Bylaws shall be reviewed every two years and any changes shall be circulated to membership 14 days in advance of any vote to accept changes.

Section 11. Duties of the Resident Liaison.

The Resident Liaison who shall be responsible for reporting WTS activities to leaders of the Thoracic Surgery Residents Association (TSRA), working with TSRA's leadership to promote WTS and its activities on TSRA social media platforms and at professional meetings, and engaging new Candidate members.

Section 12. Duties of the Industry Liaison.

The Industry Liaison shall be responsible for obtaining funding to support activities of the WTS and for disclosing the administrative fee for all scholarship programs.

Section 13. Duties of the Program Chair.

The Program Chair shall be responsible for organizing special programs, including but not limited to receptions at the AATS and STS Annual Meetings, coordinating speakers and topics with WTS leadership, and conduction of tasks related to continuing medical education.

Section 14. Duties of the Members-at-Large

Members-at-Large shall assist the Board of Directors with special tasks, participate in the scholarship review process, and contribute to the WTS Newsletter.

Section 15. Nomination and Election of Officers and Directors.

Candidates for all elected offices, Members-at-Large (see Article VIII, Committees) and Directors will be placed in nomination by the members of the Executive Committee. A solicitation for nominations will be circulated at least 14 days before an election. The Executive Committee will confirm the eligibility of all nominees. The vote for election of Officers and Directors shall take place at a general membership meeting identified by the Board. The President will solicit recommendations on behalf of the Executive Committee for the appointed officers. Announcement of the new Officers will be published in the newsletter.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees.

The standing committees of Women in Thoracic Surgery, Inc. shall be:

- a.) Executive Committee
- b.) Leadership

Section 2. Executive Committee.

The Executive Committee shall consist of the current President, Vice President, Secretary/Treasurer, and Immediate Past-President. The Executive Committee shall identify and determine the number of Members-at-Large. The President shall serve as Chair of the Committee. The Executive Committee will meet prior to each meeting of Women in Thoracic Surgery, Inc. These meetings may be virtual, via conference call, or face-to-face. Additional meetings will be called at the discretion of the President.

Section 3. Leadership.

The WTS Leadership shall consist of the Board of Directors, Executive Committee and all Committee Chairs, Co-Chairs, and Liaisons. Two meetings of the WTS leadership will be held annually.

Section 4. New Committees.

The Executive Committee, when deemed necessary, may establish new standing or ad-hoc committees. At least one (1) member of the Executive Committee shall serve on any new standing or ad-hoc committee.

ARTICLE IX – GENERAL

Section 1. Operation of the Organization.

The Organization shall operate as set forth in its Articles of Incorporation and Bylaws, and its funds, both income and principal, shall be used solely for the purposes therein set forth, no part of the same being available for the benefit of any member or other person, firm, association, or society.

Section 2. Annual Financial Report.

The Treasurer’s financial report shall be considered the Annual Financial Report of the Organization. The Executive Committee shall have no duty to cause any other financial report to be prepared. The financial report shall be distributed in writing to the members of the Executive Committee and the Board of Directors on an annual basis and/or distributed to members at the Annual Meeting as the Executive Committee determines.

Section 3. Parliamentary Procedure.

The meetings of the members and the Executive Committee shall be conducted pursuant to Robert’s Rules of Order, as set forth in the then current edition of said work.

Section 4. Reserve and Endowment Funds.

The Executive Committee may establish a Reserve Fund and from time to time direct that funds of the Organization not required for current operations be transferred to such fund to provide long term financial stability to the Organization and to be a means for accumulating funds for future projects. The Reserve Fund shall be deposited in an insured account or accounts in a savings bank and/or savings and loan association or

invested in whole or in part in investments which legally may be made by the Board of Directors The Board of Directors may create a Reserve Fund Committee to make recommendations concerning the investment and deposit of the fund. The Executive Committee may in its discretion withdraw and use in the current operations of the Organization the income of the fund, but withdrawals of principal shall be made only with the approval of the proposed withdrawal and use of the funds by a majority of the Executive members present at a meeting.

ARTICLE X – INDEMNITY

The Women in Thoracic Surgery, Inc. indemnifies its officers for costs and expenses incurred based on claims arising out of their activities on behalf of the Organization. This Indemnity does not apply to actions determined to be criminal, contrary to the interests of the group or undertaken against those interests for personal aggrandizement as determined by the Executive Committee.

ARTICLE XI – SEAL

The corporate seal shall have the name of the Organization inscribed thereon, and may be facsimile, engraved, printed or an impression seal.

ARTICLE XII – RULES OF ORDER

Section 1.

Any question of order not provided by these Bylaws shall be determined by parliamentary usage as contained in Robert’s Rules of Order.

Section 2.

No financial benefit shall be afforded to members of the Organization except for compensation of approved out-of-pocket expenses incurred on behalf of the Organization and for services rendered to it. The Organization’s assets will be disposed of to a tax-exempt entity upon dissolution of it.

ARTICLE XIII – AMENDMENTS

Section 1.

A proposed amendment to the Bylaws shall be presented to the membership at least 14 days prior to calling a vote. Distribution of these changes and the voting process may be completed via e-mail as long as every effort is made in insure distribution to all members in good standing.

Section 2.

Adoption of the proposed amendments or resolutions to the Bylaws must be approved by a majority of the Active members in good standing, in addition to any requirements for adoption set forth in the Articles of Incorporation.

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