



SOCIETY FOR HEALTH CARE RISK MANAGEMENT OF NEW JERSEY AMENDED & RESTATED BYLAWS

ARTICLE 1- NAME

The name of the organization shall be the Society for Health Care Risk Management of New Jersey (hereinafter called “Society”)

ARTICLE 2- PURPOSE AND MISSION

The purpose of the Society shall be as set forth in the Society’s Certificate of Incorporation, first incorporated in New Jersey on September 9, 1983, as may be amended from time to time. Subject to the foregoing, the purpose of the Society shall be to advance the development and the role of the professional practice of health care risk management by:

- 2.1 Conducting educational activities to strengthen the development of healthcare and healthcare-related risk management programs, enhance patient safety and promote professional development of related staff;
- 2.2 Providing a forum for the exchange of ideas and dissemination of information relative to risk management topics and issues;
- 2.3 Assisting in the development of professional relationships among Society members and other healthcare professionals in order to facilitate free exchange of information for risk management, patient safety and solution to mutual problems and issues;
- 2.4 Providing a forum for healthcare risk management and patient safety issues and explaining the impact of these issues to other appropriate parties, including hospital societies, medical societies, civic groups and other relevant professional organizations; and
- 2.5 Acting as a central source of information in New Jersey on the new developments and trends in healthcare, patient safety and healthcare risk management.

The mission of the Society is to support the New Jersey health care community through education, advancement of patient safety initiatives, sharing risk management strategies and to maximize value across our local health care enterprises.

ARTICLE 3- POWERS AND DUTIES

3.1 The Society is organized exclusively for charitable, educational and scientific purposes as will qualify it for, and within the meaning of §501(c)(3) or any successor section of the Internal Revenue Code of 1986, as amended, or any successor statute (the “Code”) and §§ 509(a)(1) and/or 509 (a)(2) of said Code. The Society was deemed a charitable tax-exempt organization pursuant to §501(c)(3) of the Code, pursuant to an IRS Determination Letter, received upon application to the IRS for such status, filed on July 11, 2023. The Society shall conduct its activities so that no part of its income, net earnings, properties or assets, on dissolution or otherwise, shall inure to the benefit of, or be distributable to any member, trustee, Officer or other private person, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the organization’s purposes as provided for in the bylaws and in accordance with applicable law. The Society shall not, as a substantial part of its activities, attempt to intervene in any political campaign on behalf of any candidate for public office. The participation by an individual who holds or seeks public office, at a Society conference shall not be construed as an endorsement nor does it indicate that the Society supports/sponsors that individual or individual’s political party.

3.2 The Board of Directors of the Society shall be responsible for conducting the business of the Society and acting on behalf of the Society on governance issues between Board meetings. The officers shall carry out the powers and duties granted in Articles 8 and 9.

3.3 The membership of the Society shall have the rights and obligations vested in them according to these bylaws and in accordance with Article 4. Membership, as specified in Articles 7 and 15, is granted the authority to ratify amended bylaws.

ARTICLE 4- MEMBERSHIP

4.1 Eligibility: A Society member shall be an individual actively involved in the field of healthcare risk management, or whose job responsibilities include healthcare risk management, or who has an interest in healthcare risk management and patient safety. Members may vote and hold any elected office in the Society.

4.2 Society members are encouraged to become members of The American Society for Health Care Risk Management (ASHRM).

4.3 Active Members: The membership of the Society shall consist of individual members. The term of the membership shall be for one year commencing on the date the membership application was approved in accordance with 4.4 “Establishment of Membership” below and shall be renewed each year on such “anniversary date”, provided that the conditions in the 4.6 “Renewal of Membership” section below have been met.

4.4 Establishment of Membership: Membership applications will be processed on a rolling basis and shall become effective upon (a) receipt of a properly completed application form, (b) receipt of appropriate dues, and (c) approval of the application by the _____

chairperson of the Membership Committee.

4.5 Transfer and Change of Membership: Membership in the Society shall not be transferable to another person.

4.6 Renewal of Membership: Members of the Society shall have their membership automatically renewed beginning on their anniversary date each year, provided that:

1. an individual continues to meet eligibility requirements as provided in the bylaws;
2. all dues owed to the Society have been fully paid; and
3. the member has not violated any provision of the bylaws and is in compliance with same.

4.7 Termination of Membership: Members may file their resignation from the Society at any time in writing with the Membership Committee or the President. Membership shall be deemed to terminate upon the expiration of the term for which dues are paid.

4.8 Suspension or Expulsion of Membership: A vote of the Board of Directors of the Society may suspend or expel any members for cause, at any time, after giving such member the opportunity for a hearing before the Board of Directors. A two-thirds majority vote is required of the members of the Board of Directors present and voting. Any member suspended or expelled may be reinstated by the affirmative vote of a two-thirds majority of the members of the Board of Directors present and voting. For purposes of this subparagraph, the term for cause shall include, but not be limited to, the following: any violation of these bylaws; or any conduct on the part of said member that is prejudicial to the interest and welfare of the Society and its members.

ARTICLE 5- DUES AND FINANCES

5.1 Annual dues of the Society shall be established by a majority vote of the Board of Directors.

5.2 All dues shall be paid directly to the Society, which shall use such funds in accordance with the directives of the Board of Directors within the framework of the annual budget. No portion of the dues paid by any member shall be refundable because their membership has been terminated for any reason.

5.3 Any funds or property that may be donated to further the work or programs of the Society shall become the exclusive property of the Society but shall be used for purposes designated by the donor, if so earmarked. The fiscal year of the Society shall begin on January 1 and shall end on December 31 of the same year.

5.4 Members who fail to pay dues within 30 days of their membership year shall receive a notice of delinquency. Members who fail to pay dues within 30 days of this notice shall have their membership automatically terminated.

ARTICLE 6- MEETINGS

6.1 Meeting Time and Location: The Society shall meet at least once per year. The meetings shall be held at a time and place set by the Board of Directors. The Board of Directors reserves the right to cancel meetings upon sufficient notice to membership.

6.2 Special Meetings: Special meetings may be called by the President upon approval by the Board of Directors. These meetings shall be limited to consideration of subjects listed in the official notice for such meetings, unless it is otherwise ordered by the unanimous consent of the members present and voting. The Secretary shall provide ten days' notice to all members of such meetings, and shall inform the members of the time and place of such meetings as determined by the President upon approval by the Board of Directors. Special meetings may also be called by ten percent (10%) of the members entitled to vote at such meetings. Demand by the requisite number of members shall be made in writing through email. Notice of the demand shall be given to the Secretary of the Society by email and shall specify the subject, date and month thereof, which shall in no case be less than two (2) months, or greater than three (3) months, from the date of receipt of such demand. The Secretary, upon receipt, shall promptly give notice of such meeting to the membership in accordance with Section 3 of this Article. Any member in good standing may initiate the call for a special meeting and seek to constitute 10% of the members to request such a meeting and may then give such notice as required by Section 3.

6.3 Notice of Meetings: The President shall notify the membership by e-mail of meetings no less than 15 days (10 days for special meetings), prior to the date of the meeting. Notice is given, when directed, to the member's email address as it appears on the record of members, or other email address as filed with the Secretary of the Society.

Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the Society is unable to deliver two consecutive notices to the member by email; or (2) the Society otherwise becomes aware that notice cannot be delivered to the member by email. The notice shall state the place, date and time of the meeting, the purpose or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. Such notice shall also include a description of any substantive issue for which a vote will be taken at the same meeting; provided, however that the notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting that there was a lack of notice of such meeting, shall constitute a waiver of notice. In addition, notice of meeting need not be given to a member if the member submits a waiver of notice, in person or by proxy, whether before or after the meeting. The transmission of the waiver must be sent by email and set forth, or be submitted with information from which it can reasonably be determined that the transmission was authorized by the member.

6.4 Order of Meetings: The Society shall adopt regulations for conducting meetings of the Society and may amend those regulations from time to time by a majority of those active members present and voting at the last business meeting. These regulations shall be in accordance with Robert's Rules of Order Revised. The President shall preside at all meetings. In the President's absence, the President Elect shall assume the chair.

ARTICLE 7- VOTING

7.1 Eligibility to Vote: Only members in good standing shall have the right to vote. Voting trusts shall not be permitted.

7.2 Voting: The President shall transmit via email a link for members to vote electronically; members shall cast votes in the election via the link to a website and transmitted to the President by the designated deadline.

7.3 Quorum: The quorum at a duly called meeting of the Society membership shall consist of ten percent (10%) of the total number of members.

7.4 Majority: Except as otherwise specified herein, all matters shall be settled by a simple majority vote. This is considered a majority of electronic votes returned or a majority of voting members in assembly, as the case may be. In the event of a tie vote, the issue being voted on is undecided and another vote is taken.

ARTICLE 8- ORGANIZATION

The President of the Society shall preside at all meetings of the members or, in the absence of a President, the President-elect shall preside. In the absence of the President or the President-elect, a chairperson will be chosen by the members present. The Secretary of the Society shall act as Secretary at all meetings of the members but, in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting. The order of business and all other matters of procedure at every meeting of members may be determined by the presiding officer.

ARTICLE 9- FINANCIAL REPORTING

The Board of Directors shall present at each annual meeting of members a report, verified by the President and Treasurer showing in appropriate detail the following:

- a) The assets and liabilities, including the funds, of the Society as of the end of twelve month fiscal period of the Society terminating not more than six months prior to said meeting.
- b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- c) The revenue or receipts of the Society, both unrestricted and restricted to particular purposes, during said fiscal period.

- d) The expenses or disbursements of the Society, for both general and restricted purposes, during said fiscal period.
- e) The number of members of the Society as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period.
- f) Such report shall be filed with the records of the Society and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

ARTICLE 10- BOARD OF DIRECTORS

10.1 Eligibility: Only members of the Society in good standing and in compliance with all provisions of the bylaws shall be eligible to serve as elected officers of the Society. All of the Directors will be at least 18 years of age.

10.2 Composition: The Board of Directors shall be composed of not less than five (5) or more than eight (8) directors; the exact number will be determined from time to time by the Board of Directors. In addition, the following restrictions apply on the overall composition of the Board of Directors:

- i. No more than one individual from the same Company/Employer may participate simultaneously
- ii. No more than three individuals of the Board of Directors may be comprised of individuals whose primary job responsibility is outside of Healthcare Risk Management. Examples include attorneys, insurance based risk professionals, brokers and vendors.
- iii. All directors shall be elected for a two year term and shall not serve more than three consecutive terms.

10.3 Duties: The Board of Directors of the Society shall have the authority to conduct the affairs of the Society and to act on behalf of the Society on issues related to health care risk management. Except as otherwise provided by law, the certificate of incorporation of the Society or these bylaws, the activities, property and affairs of the Society will be managed by the Board of Directors. The Board of Directors shall have the responsibility to develop plans, objectives and purposes for the Society, establish standing ad hoc committees in line with the purposes and objectives of the Society and to review recommendations of these committees; establish and/or approve the dates, locations, formats and programs of Society meetings and other educational endeavors.

The Board of Directors shall have all implied powers to carry out the purposes and objectives of the Society, and their actions shall at all times be in conformity with the bylaws and certificate of incorporation of the Society. The Board of Directors shall conduct a minimum of three Board Meetings per fiscal year. The Board of Directors may make rules for the conduct of its own meeting, and in the absence of any such rules, said meeting shall be conducted according to Robert's Rules of Order, Revised. Any such rules inconsistent with these by-laws shall not be valid. A quorum shall be constituted by a majority of the Board of Directors. Once a quorum has assembled, business may be

conducted and decided by a majority of the Board members present. The Board may act by e-mail, by telephone or other computer based communications.

10.4 Officers: The Society officers shall be President, President Elect, Secretary, Treasurer, and Immediate Past President. Officers are also considered Directors of the Society. With the exception of the President and Immediate Past President, the Society officers shall be elected by the Active membership of the Society.

10.5 Election and Term: The election of Directors will be conducted by electronic means utilizing a proxy ballot format designated by the Board. A proxy ballot listing candidates proposed by the Nominating Committee shall be transmitted to each eligible voting member of the Society by the Secretary. The proxy ballots shall be cast and tabulated (“tallied”) by the Secretary or a designated election service approved by the Board and reported to the Board of Directors. The results of the election shall be communicated to the membership via email. Each Director so elected shall hold office until December 31 of the year of which his or her respective term expires, or until his/her earlier resignation or removal. Nothing in this section shall be construed to limit re-election of Directors in accordance with the provisions for the same in these bylaws. The election shall take place no less than 30 days and no more than 75 days prior to January 1 for the following term.

All officers shall be elected for a two year term and shall not serve more than two consecutive terms. The President and President Elect shall serve only one non-consecutive term due to the nature of ascension. The term period is from January 1 to December 31.

10.6 Vacancies: If the office of the President becomes vacant, the President Elect shall fill the vacancy for the unexpired term, as well as the full elected term of the office of President. If any vacancy shall occur among the officers of the Board of Directors, the Board of Directors shall elect a member of the Society to fill such vacancy for the unexpired term of the person they replace. With the exception of the President and the President Elect, officers serving less than a full term shall be eligible to serve the full two consecutive terms, if re-elected.

10.7 Resignation: Any Director of the Society may resign at any time by giving his or her resignation in writing to the President. A resignation will be effective upon delivery unless it specifies an effective date, in which case the resignation is effective at the time specified. Unless the resignation specifies otherwise, Board acceptance of the resignation is not necessary to make it effective.

10.8 Removal: Any Director may be removed for cause by the affirmative vote of two thirds majority of the Board at any meeting of the Board, notice of which will have referred to the proposed action.

10.9 Meetings of the Board: Regular meetings of the Board, for the transaction of business set forth in the notice of the meeting, will be held not less than three times during the fiscal year. Additional Special meetings of the Board may be called by the President and must be called on written request by three or more Directors. Such request will state the purpose or purposes for which the special meeting is to be called. Each special meeting

of the Board will be held at a time determined by the person calling the meeting and specified in the notice of the meeting.

Notice of such meetings will be given by electronic communication. A Director's attendance at a meeting without protesting, before or at the commencement of such meeting will invalidate a claim for lack of notice to him or her and also constitutes waiver of notice. Notice of a meeting need not be given to any Director if an electronic waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting. The transmission of the consent must be sent by email and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. Otherwise, notice at least seventy-two (72) hours in advance of the meeting shall be reasonable and sufficient.

A quorum shall consist of not less than a majority of the Directors then in office.

Board members are expected to attend every regularly scheduled Board meeting, and where possible, every meeting for which seventy-two (72) hours advance written notice has been provided. A minimum attendance at 50% of the year's regularly scheduled meetings is a requirement for eligibility for continued Board membership. Board members who fail to comply with this obligation are subject to removal by the Board at its discretion, by a vote of two thirds majority of the Board members. Seats of Board members removed by the Board pursuant to this provision shall be declared vacant and filled in accordance with these bylaws.

ORDER OF BOARD MEETINGS:

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Adjournments

10.10 Action of Board of Directors By Written Consent: Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting, if all the members of the Board consent in writing, transmitted electronically, to the adoption of a resolution authorizing the action. The transmission of the consent must be sent by email and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

10.11 Compensation: No Directors or Officers of this Society shall receive, directly or indirectly, any salary, or other compensation therefrom either as an Officer or Director, or in any other capacity, unless authorized by the concurring vote of all the Directors.

10.12 Confidentiality: It is the policy of the Society that the directors treat as confidential the proceedings of all Board and committee meetings, and all information concerning the

business activities of the Society, except as otherwise authorized by the Board or until there has been general public disclosure, or unless the information is a matter of public record or common knowledge.

ARTICLE 11- OFFICERS

The Officers of the Society shall be a President, President-elect, Secretary and Treasurer and Immediate Past President. Members of the Society in good standing who are also Directors shall be eligible for elected office in the Society, as set forth herein, provided that the Office of Treasurer must be held by a Director who has served for at least one year on the Board of Directors.

All Officers shall serve for a term of two years. The Officer's term shall be limited to two (2) consecutive terms for any same office with the exception of a candidate for Treasurer who may be re-elected, but shall be limited to serving no more than three consecutive terms for said office.

The President-elect shall take office as President at the end of the sitting President's term or resignation or removal from office. The election of Officers from among the Directors shall be conducted on notice by electronic means, utilizing a proxy ballot format designated by the Board. A proxy ballot listing candidates proposed by the Nominating Committee shall be transmitted to each eligible voting member of the Society by the Secretary not less than 30 days and no more than 75 days prior to January 1 for the following term. The Secretary shall cause the proxy ballot votes to be cast and tabulated and the same shall be reported to the Board of Directors as soon as possible. The results of the election shall be communicated to the membership via email. The new Officers and Directors shall take office commencing on January 1st following the election.

The responsibilities of each of the Officer positions includes but is not limited to the following:

11.1 President

- a) Overall leadership of the Board
- b) Initiates/develops and screens correspondence on behalf of the Board
- c) Welcoming letter to all new members
- d) Thank you notes to speakers & sponsors
- e) Agenda approval and leader of the Board meetings
- f) Preside at all meetings of the Board and general membership/conferences
- g) Ensure updates with ASHRM affiliation agreement
- h) Liaison for the Society with regards to ASHRM
- i) Submits, in writing to the ASHRM an annual report that contains information on the fiscal situation of the Society, its activities, and status of membership
- j) Mentors President Elect
- k) Must be an ASHRM member in good standing during his/her term of office.

11.2 President Elect

- a) Perform the duties of the President as described above in the absence of the President

- b) Chair of the Nominating Committee and Education Committee with responsibilities for the annual conference, webinars and any educational event.
- c) Obtains the program information for submission for ASHRM CE credits (i.e., bio's; objectives; handouts, etc.).
- d) Maintains Educational Program Calendar for six months in advance.
- e) Must be an ASHRM member in good standing during his/her term of office.

11.3 Past President

- a) Mentor Incoming President
- b) Provides support/assistance during the transition process

11.4 Secretary

- a) Attend all meetings of the Society and Board and maintain the official minutes and records of the meetings.
- b) Responsible for the content for annual report to ASHRM in March of each year.
- c) Maintain formal communications with the Website vendor
- d) Responsible for modifications and additions to the website as appropriate to the needs of the Board
- e) Respond to all comments/website questions

11.5 Treasurer

- a) Responsible for all financial records and transactions of the Society.
- b) Maintains aggregate data and reports at the general membership meetings with verbal updates for Board meetings
- c) Provides financial updates for members at Education Programs
- d) Maintains compliance with tax exempt and 501(c)3 status for the organization, including filing form 990-N with the federal government annually and the NJ Annual Corporate Report submitted to the NJ Department of Treasury annually. In addition, the NJ Charitable Registration form (CRI) 200 is required to be submitted to the NJ Division of Consumer Affairs annually when the Society receives \$25,000 or less in annual contributions, **and** when the Society solicits donations in the state and receive more than \$10,000 in annual gross contributions.
- e) Responsible for maintaining Board approved insurance coverage

11.6 Forfeiture and Removal from Office: Any Officer of the Society elected or appointed by the Board of Directors may be removed, with or without cause, by a vote of two thirds of Board members. Any officer shall automatically forfeit his or her office if he or she loses eligibility for membership, is expelled from membership pursuant to these bylaws, or fails to fulfill the duties of his or her office. Any member of the Board of Directors or Officer who is absent from two consecutive general assembly or Board meetings without adequate reason, in the view of the President, and with concurrence of two third majority vote of the members of the Board of Directors, shall have his or her appointment terminated and his or her seat declared vacant, to be filled in accordance with the provisions of these bylaws.

ARTICLE 12- CONFLICTS OF INTEREST

12.1 All elected and appointed Officers and Directors of the Society, as defined by these

bylaws, shall exercise the utmost good faith in all transactions relating to their duties in the Society. In their dealings with and on behalf of the Society, they are held to a strict rule of honest and fair dealing with the Society. They shall not use their position, or knowledge gained there from, so that a conflict might arise between the Society's interest and that of the individual. All acts of Officers and Directors shall be for the benefit of the Society in any dealing that may affect the Society adversely. They shall not accept any favor or gratuity that might influence their actions affecting the Society or its members.

12.2 All elected and appointed Officers and Directors shall make written disclosures to the Board each year prior to January 1 of any actual or potential conflicts of interest if relevant in accordance with applicable law.

ARTICLE 13- SPECIAL COMMITTEES

The President of the Board of Directors may create committees to assist in the purposes and objectives of the Society. Such committees shall perform such functions and make such reports as the President of the Board of Directors shall determine and define.

ARTICLE 14- COMMITTEES OF THE BOARD

An Officer, Director or Member may participate on more than one Committee.

14.1 **The Nominating Committee** shall be composed of at least two (2) Board members, and one of whom shall be the President Elect who will serve as the Chair of the committee. There shall be a call to the membership of the Society for nominations by the Nominating Committee ninety days prior to the opening of the election. Members shall then have twenty consecutive days to submit nominations in writing to the Nominating Committee. Upon receiving all nominations timely submitted, the Nominating Committee shall select, if available, for all officer positions, at least one but less than three nominations for those submitted for each office and advise the President to prepare ballots for said offices. The election shall take place no less than 30 days and no more than 75 days prior to January 1 for the following term in accordance with 10.5 Election and Term of these bylaws.

14.2 **The Education Committee** shall be composed of at least two (2) Board members, one of whom shall be the President Elect who will serve as the Chair of the committee. The committee will coordinate the planning and implementation of the Society's education programs and meetings.

14.3 **The Bylaws Committee** shall be composed of at least two (2) Board members, one of whom shall be appointed by the President as the chairperson of the committee. The committee shall review these bylaws annually, taking into consideration comments and recommendations solicited from the membership and make revisions in accordance with Article 15 Amendments.

14.4 **The Membership Committee** shall be composed of at least two (2) Board members, one of whom shall be appointed by the President as the chairperson of the _____

committee. The committee shall maintain the membership roster, membership goals, seek out opportunities to promote membership and assess the needs of Society members. The committee will review criteria for membership and membership benefits and trends from time to time. The committee will approve new membership applications. The committee is responsible for greeting attendees, welcoming guests and providing information and materials at general membership meetings (handouts; name tags, etc.). The committee maintains attendance sheets at meetings for members and guests. The committee submits an annual report to the Board giving an overall account of the attendance at general meetings and overall membership demographics and trends. The committee seeks out sources for potential membership (i.e. Hospital Association; Agent/Insurance Broker list; Legal Associations) for solicitation for membership. The committee maintains recruitment tools, serves as primary contact and follow up with potential new members, and works with the Treasurer on membership updates. The committee shall carry out all other membership responsibilities as provided in the bylaws and report activities to the Board at least quarterly.

14.5 The Fundraising Committee shall be composed of at least two (2) Board members, one of whom shall be appointed by the President as the chairperson of the committee. The committee shall maintain a roster of actual and potential sponsors for the Society and execute a plan to solicit annual sponsorships. The committee will follow up on leads for sponsorship provided by the Board of Directors or Society members. The committee will develop, maintain and revise sponsorship tools. The committee will ensure representation for sponsors (i.e. Website, at meetings, etc.).

ARTICLE 15- AMENDMENTS

15.1 These bylaws may be amended by a two third majority vote of the Board of Directors. Amendments to the bylaws may be proposed by the Board of Directors or by petition of at least ten percent of the active members of the Society. Amendments proposed shall be filed with the Secretary at least ten (10) business days prior to communication to the members of the Society.

15.2 Upon two thirds majority vote, the bylaws will be considered approved as amended.

15.3 The Board of Directors is responsible for reviewing bylaws not less than once every year.

ARTICLE 16 – DISTRIBUTION OF ASSETS UPON DISSOLUTION

The Society is one which does not contemplate pecuniary gain or profit to the members, Directors or Officers thereof, and is organized solely for nonprofit purposes. Upon dissolution, any assets of the Society shall, after the satisfaction of all legitimate debt, be disposed of by the Society exclusively for the purposes and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall, at the time, qualify for an exemption under section 501(c) (3) of the Internal Revenue Code of 1954. This revised

dissolution provision was approved by the majority of the Board of Directors of the Society via email on 7/22/2025.

ARTICLE 17 - LOANS

No loans will be made by the Society to its directors or officers.

ARTICLE 18 – AFFILIATIONS WITH OTHER SOCIETIES AND ASSOCIATIONS

To facilitate communication and liaison with related professional associations, the Board of Directors shall seek to establish formal affiliations with appropriate organizations. The Board of Directors shall have the power to authorize the signing of formal written agreements establishing such relationships, but only when such affiliations are in furtherance of the purposes of the Society. Such affiliations shall not interfere with the separate corporate status of the Society, or its qualifications as an exempt organization under §501(c)(3) of the Code.

ARTICLE 19 - GIFTS

All elected and appointed Officers and Directors of the Society, as defined by these bylaws, may accept on behalf of the Society any contribution, gift, bequest or devise for any general or special purpose or purposes of the Society.

Review/Revision Date: April 01, 2026