

**BYLAWS
SOCIETY FOR GYNECOLOGIC INVESTIGATION**

ARTICLE I

NAME, OBJECTIVES AND CORPORATE SEAL

SECTION 1. Name. The name of the corporation (hereinafter referred to as the "Society") is: **Society for Gynecologic Investigation, Inc.**

SECTION 2. Principal office. Until further order of the Council, the principal office of the Society shall be 317-325 South State Street, in the City of Dover, County of Kent, State of Delaware, and the name of the resident agent in charge thereof, shall be the Prentice-Hall Corporation System, Inc., whose address is 317-325 South State Street, in the City of Dover, County of Kent, State of Delaware. The Society may also have offices at such other places, anywhere in the world, as the Executive Council may from time to time appoint.

SECTION 3. Elected officers. Elected officers of the Society are: President, President-Elect, President Nominee, Secretary-Treasurer and Secretary-Treasurer-Elect. Six members of the Executive Council shall be elected from the general membership.

SECTION 4. Purposes. The objectives and purposes for which the Society is formed are fully set forth in its Certificate of Incorporation. Such objectives and purposes are, in brief, to stimulate, encourage, assist and conduct original research in women's health and reproductive biology, to provide opportunities for investigators in obstetrics and gynecology to enter into free exchanges of ideas with the goal of increasing knowledge and techniques in these fields, and to conduct and carry on the work of the Society not for profit but exclusively for, charitable, scientific, literary or educational purposes in such manner that no part of its income or property shall inure to the private benefit of any donor, member, trustee, officer or individual having a personal or private interest in the activities of the Society, and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation except through the public provision of educational information reflecting the scientific interests and activities of the Society.

SECTION 5. Corporate seal. The Society shall have a corporate seal, which shall consist of two concentric circles, between which shall be the name of the Society, and in the center shall be inscribed the year of its corporation and the words, "Corporate Seal, Delaware."

ARTICLE II

MEMBERSHIPS

SECTION 1. Membership requirements. Any individual who is currently occupying a responsible position and who is committed to a productive research career in the field of women's health and/or reproductive biology shall be eligible for nomination as a member of the Society. While a minimum of two (2) years should have been spent in this research career, there is no requirement that the nominee should have worked at his/her current institution for two (2) years.

SECTION 2. Nominations for membership. All nominations for membership shall be made in writing by one or more active member(s) in good standing of the Society

who will recuse himself/herself during discussion of the nomination. The letters shall describe activities related to the nominee's qualifications for membership. Information supporting the nominee shall be filed with the Secretary of the Society at least three (3) months prior to the date of the Interim Meeting of the Council.

SECTION 3. Council approval. At least one (1) month prior to the Interim Meeting of the Council, the Secretary shall distribute to all members, the names of all nominees submitted to it pursuant to Section 3 of this Article. The SGI website may be used for this purpose. At the Interim Meeting of the Council, the Council will vote on each nominee to recommend one of the following courses: (a) that the nominee be admitted to membership in the Society, or (b) that nominee not be admitted to membership in the Society, or (c) that action on his/her application be deferred. The duration of deferral of action shall be at the discretion of the Council or the nominating member. The Secretary shall notify each nominee elected to membership and member sponsoring nomination of the fact of his/her election.

A member at any age may request "Inactive" status due to ill health, financial difficulty or early retirement. An inactive member will not have to pay dues and will not participate in the activities of the Society. The request for change from active to inactive status and possibility of a return to active status will require approval of the President and/or Council.

SECTION 4. Honorary members. In addition to the election of members by the procedure set forth in Sections 1 through 3 of this Article, there shall be a further class of members of the Society to be known as "Honorary Members." Individuals nominated for honorary membership should have achieved recognition for scientific contributions of an original nature in women's health and/or reproductive biology in which he/she has personally actively participated. Moreover, this person should have demonstrated by past performance and future objectives that this interest in women's health and/or reproductive biology is dynamic. The individual need not necessarily occupy a position in an institution of higher learning, nor necessarily function in a medical or paramedical area. The nomination and election of such Honorary Members shall follow the procedures as set forth in Sections 2 and 3 of this Article. Honorary Members shall enjoy all of the rights and privileges of other members of the Society, except that they shall not be required to pay any dues or assessments which may be imposed by these Bylaws, or by action of the Council as provided for herein, nor shall Honorary Members be entitled to vote at any regular or special meetings of members, nor to hold any elective or appointive office in the Society.

SECTION 5. Emeritus members. Each member of the Society shall, upon reaching his/her sixty-fifth (65) birthday and official retirement, become eligible for "Emeritus" status. The member may elect to stay active for as long as he/she wishes. Once a member elects emeritus status, he/she shall be entitled to all the rights and privileges of the Society, but will not have to pay annual dues and will not be asked to vote.

SECTION 6. In Training members. In addition to the selection of members by the procedure set forth in Sections 1-3 of this Article, there shall be a class of members of the Society to be known as "In Training Members". The In Training category is for individuals embarking on a research career in women's health and/or reproductive science. Applicants may be graduate students, residents, postdoctoral or clinical fellows. If elected, the In Training membership will remain in effect until training is completed at which time application for full membership will be encouraged and expected.

In Training members will be nominated by a member in good standing who will state when the applicant is expected to complete training. The application will be reviewed by the membership committee and recommendation made to Council. The In Training member will pay reduced dues sufficient to cover administrative costs, may participate in all activities of the Society and subscribe to the Society's journal if desired but may not vote. The maximum length of time an individual may stay in the In Training category is 5 years following the granting of the highest degree (e.g., PhD/DSc), or 5 years following completion of residency training. With appointment of full faculty status, the applicant is no longer eligible for In Training status. Requests for extension beyond this limit until completion of training will be considered on an individual basis by the Membership Committee.

Other membership categories may be created by council as deemed necessary.

SECTION 7. Membership roll. The Secretary of the Society shall maintain a membership roll of all members, including their addresses, academic titles, the dates when they were elected members, and whether or not they are currently Honorary, Emeritus or In Training Members. . A certificate of membership shall be issued upon election into the Society.

SECTION 8. Resignations and Discharge of Membership. Membership of any individual in the Society shall terminate upon voluntary resignation, in writing, to become effective upon receipt thereof by the Secretary of the Society or for any cause that, in the judgment of the Council, shall be deemed sufficient. Nonpayment of dues for a period exceeding 18 months shall be cause for discharge of membership. For issues other than nonpayment of dues, an affirmative vote of at least two-thirds of the members of the Council shall be necessary for discharge of membership. No member may be discharged from the Society until he/she has had written notice of charges proffered against him/her and has had extended to him/her the privilege of appearing before the Council. All rights, powers, privileges, obligations or duties of a member of the Society as such member (except the obligation to pay dues and assessments accrued and owing prior to the effective date of such termination) shall cease on the termination of his/her membership.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. Annual Meetings. The Annual Meeting of the members of the Society, for the transaction of such business as may properly come before the meeting, shall be held on a date to be established by the Council, beginning with the year 1953, at such hour and place as shall be designated in the call and notice thereof, which place may or may not be at the principal office of the Society. Special notice of the time, place and objectives of every annual and special meeting of members shall be given by serving personally, or by electronic or surface mailing (mail), or by telephoning such notice to each member at his/her address that appears on the roll of members of the Society. Such notice, in the case of an annual meeting, shall be given at least five (5) months prior thereto, and in the case of any special meeting, at least thirty (30) days prior thereto.

SECTION 2. Voting at Annual Meetings. At all meetings of members each member shall be entitled to cast one vote in person or by proxy. No less than 40 regular

members of the Society shall constitute a quorum for the transaction of business at any annual or special meeting of the members of the Society. At all meetings of the members of the Society, all questions (except those questions whose decision is especially regulated by statute) shall be determined by a majority vote of the members voting.

SECTION 3. Meeting agenda. The President and Secretary-Treasurer, with advice from the Council, will construct the agenda for the Annual Meeting. The meetings shall take up only such business as is provided by law and by these Bylaws with the exception that other business may be considered provided at least two-thirds of the members present vote to take up the same. In addition to the regular transactions of business of the Society, it is contemplated that papers on subjects of interest to the members may be presented at each Annual Meeting of Members. Every fifth year, the President shall appoint a Program Chair (5 year term) who shall in turn appoint a Program Committee, which will have complete charge of all phases of the scientific program at the Annual Meeting of Members. Each President-nominee may appoint a Program Director to coordinate the annual meeting (during his/her President year) with the Program Committee.

ARTICLE IV **OFFICERS**

SECTION 1. Elected officers. Elected officers of the Society shall be: President, President-Elect, President Nominee, Secretary-Treasurer and Secretary-Treasurer-Elect. One (1) or more Vice Presidents, Assistant Secretaries and Assistant Treasurers may be appointed at the discretion of the President with approval of the Executive Committee. Each elected and appointed officer shall be a member of the Society. In addition to all other powers and duties conferred upon them, the President, President-Elect, Secretary-Treasurer, Immediate Past President and President-Nominee and the Secretary-Treasurer-Elect shall be ex officio members of the Council for the duration of their terms of office. All Council members except the President shall be voting members.

SECTION 2. Election procedures for officers. The Nominations Committee will be in charge of collecting nominations and handling elections for all elected offices. These include President-Nominee and Secretary-Treasurer-Elect. The President shall serve for one year and become Immediate Past President for one additional year. The ballot for President Nominee shall show two (2) names plus a blank line for a write-in candidate. The nominee for the office of President Nominee shall be a member in good standing who has not previously served as President of the Society. The President Nominee shall serve for one (1) year, and then become President-Elect for one (1) year prior to becoming President. At three (3) year intervals, the members shall elect a Secretary-Treasurer-Elect. who shall serve for one (1) year prior to assuming the three (3) year tenure of the office of Secretary-Treasurer. The Secretary-Treasurer-Elect shall assist the Secretary-Treasurer in any way possible coincident with learning the duties of the Secretary-Treasurer. The same method of election shall be used for Secretary-Treasurer-Elect as for President Nominee except that there will be no restriction as to succession in office. These officers will be elected between annual meetings.

SECTION 3. Concurrent offices. No two (2) or more of the offices of President, President-Elect, President Nominee, Secretary-Treasurer and Secretary-Treasurer-Elect

may be held by the same person.

SECTION 4. Other appointments. The Council may appoint such other officers and agents as it may deem advisable, who may reside or act anywhere in the world and who need not be members of the Society or Council; such appointees shall hold their offices for such term or terms and shall exercise such powers and perform such duties and receive such compensation for their services as shall be determined by the Council. The appointment by the Council of any person to be an officer or agent of the Society shall not confer upon such appointee membership in the Society.

SECTION 5. Removal from office. Any officer elected or appointed by the Council may be removed from his/her office as such officer at any time by the Council whenever in its judgment the best interest of the Society will be served thereby.

SECTION 6. Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification or otherwise may be filled by the President for the unexpired portion of the term, with the approval (majority vote) of the Council.

SECTION 7. Assumption of office. All elected officers will assume their office at the conclusion of the Business Meeting of the Annual Meeting of the Society following their election.

ARTICLE V

POWERS AND DUTIES OF OFFICERS

SECTION 1. President. The President shall lead the Society. The President shall, if present, preside at all meetings of the Council and of the members. He/she shall have general supervision, direction and active management of the business and affairs of the Society. He/she shall see that all orders or resolutions of the Council are carried into effect. He/she shall execute all contracts, deeds, bonds, and other instruments in writing authorized by the Council. He/she shall have the general powers of supervision and management usually vested in the office of the President of a corporation not for profit under the laws of Delaware.

SECTION 2. President-Elect and Immediate Past President. During the absence or disability of the President, the President-Elect, and during the absence or disability of the latter, the Immediate Past President, shall exercise all the functions of the President. The President-Elect and Immediate Past President shall have such powers and discharge such duties as may be assigned to him/her from time to time by the Council.

SECTION 3. President-Nominee. The President-Nominee shall be an ex officio member of the Council for one year prior to assuming the duties of President-Elect.

SECTION 4. Secretary-Treasurer. The Secretary-Treasurer shall keep the records of the Society under the supervision of the President and the Council, including the permanent records of all minutes of meetings of the members, which minutes shall be signed by him/her as Secretary-Treasurer. He/she shall have charge of all such additional books and papers as the Council may direct. He/she shall in general perform all such duties as are incidental to the office of a Secretary of a corporation not for profit under the laws of Delaware. The Secretary-Treasurer shall have the custody of all of the funds and property of the Society. He/she shall take such steps as may be necessary to collect

monies becoming due to the Society and all checks, notes or other obligations and evidences of the payment of money payable to the Society, or coming into his/her possession, and shall deposit the funds arising therefrom, together with all other funds of the Society coming into his/her possession, in such banks as may be selected as the depositories of the Society, or properly care for and disburse them in such manner as the Council, or the President, may direct. Whenever required by the Council or by the President to do so, he/she shall exhibit a complete and true statement of his/her cash account and of the securities and other property in his/her possession, custody and control. He/she shall enter regularly in the books belonging to the Society and to be kept by him/her for such purposes an accurate account of all money received and paid by him/her on account of the Society together with all other business transactions. He/she shall perform all duties which are incident to the office of Treasurer of a corporation not for profit under the laws of Delaware, subject, however, at all times to the direction and control of the Council and the President. The Council may require the Secretary-Treasurer, and such other officers, agents and employees of the Corporation as the Council deems advisable to give bond for the faithful discharge of their duties, in such sum and with such surety or sureties as the Council may from time to time prescribe, the expense of which may be borne by the Society, as the Council shall determine.

ARTICLE VI

THE COUNCIL

SECTION 1. Governing body. The management of the affairs of the Society and the control and disposal of its property and funds shall be vested in a Council consisting of twelve (12) individuals who shall also be members of the Society. The Council shall have, in addition to the powers and authority expressly conferred upon it by the Certificate of Incorporation and these Bylaws, the right, power, and authority to exercise all such powers and do all such acts and things as may be exercised or done by the Society as a corporation not for profit organized under the laws of Delaware, but subject nevertheless, to the laws of the State of Delaware, to the provisions of the Certificate of Incorporation and the Bylaws of the Society.

SECTION 2. Membership and voting privileges. The Council will include ex officio members: the President, President-Elect, Secretary-Treasurer, Secretary-Treasurer-Elect, Immediate Past President, and President Nominee. The Council will also include six (6) regular members elected two (2) per year for three-year terms. Voting members of the Council include all Council members except the current President. The number of members of the Council may be changed only by amendment to these Bylaws, as provided in Article XII hereof.

SECTION 3. The Executive Committee. The four-member Executive Committee of the Council shall consist of the Current and Immediate Past Presidents, the President-Elect, and the Secretary-Treasurer. The President will serve as Chair. The Executive Committee will hold all legal powers of the Council between Council meetings and is authorized to expend Society funds for nonbudgeted items that within a calendar year may not exceed ten percent of the annual budget. Such unanticipated expenditures are required to be in accord with these Bylaws and to represent responsible fiduciary conduct. Meetings will occur no less than every three months following the Annual Meeting and may be held by teleconference or videoconference. Votes may be taken by electronic mail with a majority of members required for a decision.

SECTION 4. Standing Committees. Inclusion of international members on all committees is an established goal of the SGI.

Nominations Committee. The Nominations Committee will be in charge of collecting nominations and conducting elections. At each Annual Meeting, Council members will elect the chair of the Nominations Committee from among current members of Council. With the approval of the Council, the Chair of the Nominations Committee will, in turn, select four additional members at large from the Society to serve on the committee, emphasizing appropriate representation of all Societal constituencies. A call for nominees for all positions will be sent to all SGI members. The results of the nomination ballot will be considered by the Nominations Committee, which by majority vote will develop the slate for presentation to the Council. This committee is encouraged to include candidates who would represent both the domestic and the international memberships of the Society.

The Chair of the Nominations Committee shall present to the Secretary-Treasurer at the time of the next Interim Meeting, the names of two members selected by majority vote of the Nominations Committee for President Nominee and, every third year during the second year of the term of the current Secretary-Treasurer, two names for Secretary-Treasurer-Elect. The ballot will also contain the names of four (4) members of which two (2) will be elected for three (3) year terms of office on the Council. All must have agreed to service if elected.

Within 60 days the Secretary-Treasurer shall send to each member by mail a ballot showing these names plus a blank line for a write-in candidate for President Nominee and, once every three (3) years, for Secretary-Treasurer-Elect. One vote may be registered for each office and two (2) choices for Council membership. Ballots returned within the stated deadline shall be delivered to the Chair of the Nominations Committee who shall determine which two (2) nominees received the most votes, inform the Council and notify the nominees of their election.

Membership Committee. Applications for all categories of membership shall be received by the Executive Director of the Society. A Membership Committee composed of three (3) or more active members of the Society, appointed by the President with consent of the Council, shall evaluate these in accordance with guidelines established by the Council and documented in these Bylaws, and make recommendations to the Council. The term of a member of the Membership Committee shall be three (3) years. The Chair shall be named by the President from among the appointed members with consent of the Council.

Bylaws Committee. A Bylaws Committee composed of three or more members of the Society shall analyze the appropriateness of the Bylaws and assess problems and conflicts which arise between recommendations and/or practices of the Board of Directors and the Bylaws of the Society. It shall recommend alterations or repeal of existing Bylaws and propose new Bylaws as appropriate to the Council. The Chair shall be appointed by the President and the remaining members shall be current or past members of the Council.

Program Committee. A Program Committee composed of five (5) or more active members of the Society, appointed by the President with the consent of the Council, shall be responsible for arranging programs for the scientific meetings of the Society. The Committee shall review and evaluate past programs, solicit input from the membership, assess the feasibility of alterations to proposed programs and present annually, for Council approval, proposed program structures. The term of members of the committee shall be three (3) years. A member may not serve for more than two consecutive terms.

The Chair of the Committee shall be named by the President with consent of the Council from among the appointed members who have already served for two years.

The Annual Meeting Program Director for the forthcoming Annual Meeting of Members shall be an ex officio member of the Program Committee and the Council during the year of his/her office and a guest at the subsequent year's meetings.

Publications Committee. A Publications Committee composed of three (3) or more active members of the Society appointed by the President in consultation with the current Chair of the committee with the consent of the Council, shall be responsible for the management of all journal and journal-related publications of the Society. The President, with the consent of the Council, shall designate one of the members to serve a five-year term as Chair of the Committee. The term of each member of the Committee shall be five (5) years. A member may not serve more than two consecutive terms although the President may name a member in his second term as Chair, and this member would continue for an additional five (5) years. The President, President-Elect and Secretary-Treasurer shall be ex officio members of the Committee without vote. The Committee shall recommend to the Council candidates for Editors-in-Chief of the Society's publications, shall exercise approval of nominations by the Editors-in-Chief of associate Editors and of members of the Editorial Boards, shall submit an annual report on publications and policy to the Council, and shall submit an annual prospective budget for approval and recommendation by the Council.

Ad hoc Committees. Ad hoc committees may be appointed by the President with the approval of the Executive Committee to perform special tasks. The President will inform the chair of each ad hoc committee of the committee's responsibilities.

SECTION 5. Vacancies. All vacancies in the Council, whether caused by death, resignation, or for any other reason, shall be filled by the President, with the approval of Council (majority vote), for the unexpired term, or terms thereof, by appointing a member or members of the Society to such office or offices.

SECTION 6. Except as may be otherwise expressly provided herein, all rights, powers, obligations, or duties of a member of the Council of the Society, as such member of the Council, shall cease upon termination of his/her membership on the Council.

ARTICLE VII

MEETINGS OF THE COUNCIL

SECTION 1. Regular meetings. The Council shall hold two (2) regular meetings during each calendar year; one meeting (Annual Meeting) shall immediately precede the Annual Meeting of Members and one meeting (Interim Meeting) shall be held approximately six months after the annual meeting of members. No notice of the regular meeting preceding the Annual Meeting of Members need be given if due notice of such annual meeting is given, and if such meeting of the Council is convened immediately prior to the Annual Meeting of Members. In all other cases, at least thirty (30) days written notice of each regular meeting of the Council shall be given to each member of the Council by the Secretary.

SECTION 2. Special meetings. Special meetings of the Council may be called by the President or by any two (2) members of the Council on notice stating the time and place thereof, served personally, by surface or electronic mailing, or by telephoning such notice to each member of the Council at least ten (10) days prior to the meeting at his/her

address as the same shall appear on the membership roll of the Society.

SECTION 3. Quorum. The Council may, as they may from time to time determine, hold their meetings, regular or special, at any place other than the office of the Society and may at any such meeting transact any and all business pertaining to the Society. A majority of the Council shall be necessary to constitute a quorum for the transaction of business at any regular or special meeting, but the members of the Council present at any such meeting, even though less than a quorum, may adjourn the meeting from time to time, and such meeting may be held on a subsequent date without further notice provided a quorum be present at such adjourned meeting. At Council meetings all questions (except those questions whose decision is regulated by statute) shall be determined by a majority vote of the Council members present and voting. Any member of the Council may waive notice of any meeting, and the attendance of any member of the Council at any meeting shall constitute a waiver by him/her of notice of such meeting. The Council may, at its discretion, decide what items of business, other than those matters required by law or by these Bylaws to be voted upon by members, shall be presented to the Annual Meeting of Members.

ARTICLE VIII **COMPENSATION**

Any person may be paid such compensation for services rendered the Society in his or her capacity as a member of the Council, officer, employee or otherwise, as the Council shall from time to time deem reasonable; and any person may be reimbursed for any expenses, disbursements or liabilities made or incurred by such person for or on account of the Society or in connection with the management and conduct of the affairs of the Society. The provisions in this Article VIII shall not be deemed to exclude any right of any member, member of the Council, officer or employee to indemnification as granted by Section 122 of the General Corporation Law of Delaware, and as provided in the Bylaws of the Society.

ARTICLE IX **INDEMNIFICATION**

Every person who is or shall be or shall have been a member of the Council or officer of the Society and his/her personal representatives shall be indemnified by the Society against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding of the Council or officer of the Society or of any subsidiary or affiliate thereof, except in relation to such matters as to which he/she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his/her duty as such member of the Council or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in the settlement.

CONFLICT OF INTEREST

The conflicts of interest with which the SGI is concerned are difficult to recognize and address because they tend to involve subjective issues of organizational relationships, representation, and recognition. The primary, but not the exclusive focus of SGI concern is with those real or potential conflicts of interest which might adversely compromise or affect: the recognition of specialties and subspecialties by the organization; the objectivity, consistency, and vigor with which SGI policies and mandates are implemented; the vulnerability of the SGI to investigation or litigation (public or private) or to vicarious liability; contracts and other business relationships which the SGI may negotiate in connection with its operations and activities; proper representation on medical and specialty boards as well as other committees and forums for SGI participation in policy and administrative matters.

In considering and resolving potential conflicts of interest, the SGI is committed to following the current CONFIDENTIALITY AND CONFLICTS AND DUALITIES OF INTEREST as approved by the American Board of Medical Societies (ABMS) Assembly. A copy of the Conflict of Interest form to be signed by officers, members of the Council, employees and standing committee chairpersons is appended to these Bylaws.

ARTICLE X

NOTICES

A waiver of any notice in writing, signed by a member, member of the Council or officer, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice to be given to any member of the Council, officer or member.

ARTICLE XI

FISCAL YEAR

The fiscal and business year of the Society shall commence on the first day of July in each year unless otherwise determined by resolution of the Council.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended, or repealed only by resolution passed by the majority of the Council, which resolution shall then be read to the next succeeding Annual Meeting of Members. Ratification shall require an affirmative vote of not less than two-thirds of the members present. Alternatively, the Bylaws resolution may be delivered by mail to the members within sixty (60) days of the resolution and ratification achieved by an affirmative mail vote of not less than two-thirds of members responding. .

ARTICLE XIII

DUES AND ASSESSMENTS

SECTION 1. Annual dues for members of the Society may be automatically increased in U.S. funds on an annual basis to reflect the Social Security Administration's cost of living adjustment rounded out to the nearest \$5.00 (COLA). The Council at its Interim Meeting shall recommend any additional annual dues increase or decrease

beyond the automatic dues increase. This recommendation shall be voted upon at the next Annual Business Meeting. Approval of the recommendation shall require support by a majority vote of the members present and voting. Annual dues shall be payable on the first day of July of each year. Members delinquent in dues for two (2) years may be required to forfeit his/her membership upon vote of the Council, but may re-apply and be considered for reinstatement if outstanding dues are paid.

SECTION 2. Assessments. Special arrangements may be levied upon members by the Council when considered to be necessary for the best interest of the Society. Assessments shall be levied equally upon all members, except that the Council may, in its discretion, relieve any member from the obligation of paying any assessment, in cases of financial hardship.

ARTICLE XIV DISSOLUTION

Dissolution. In the event of the dissolution of the Society, no Member, officer, or private individual shall be entitled to share in the distribution of any of the corporate assets. Upon any dissolution of the corporation the net assets of the corporation shall be distributed as follows:

- a) all liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made thereof.
- b) After the liabilities and obligations of the Society are paid pursuant to these Bylaws, the Society shall distribute any remaining assets in accordance with the Delaware Non Profit Corporation Law.
- c) If any assets shall remain after the above provisions of these Bylaws have been complied with, any remaining assets shall be distributed to one or more educational, charitable, scientific or philanthropic organizations engaged in activities substantially similar to those of the Society.

ARTICLE XV GIFTS AND CONTRIBUTIONS

The officers, members of Council, employees or any other person authorized by Council may accept on the Society's behalf any contribution, gift, bequest, or devise, of money or property, for the general purposes of the corporation or for any specific or designated purpose or activity of the Society. All contributions received by the Society shall be deemed for the general uses and purposes of the corporation and may be commingled as such with all corporate funds.

Designations made by donors will be honored upon majority vote of the Council. Gifts containing designations constituting enforceable conditions subsequent will be accepted only upon advice of counsel that the condition is consistent with the Society's educational and scientific purposes. If not, such conditioned contribution will be returned to the donor or otherwise disposed of in compliance with the condition subsequent.