

BYLAWS

OF

ANGLE NORTH ATLANTIC, INC.

ARTICLE I - NAME

The name of the Corporation shall be ANGLE NORTH ATLANTIC, INC. hereinafter called the "Corporation".

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are those set forth in the Articles of Incorporation, as from time to time may be amended.

ARTICLE III - ORGANIZATION

Section 1- Definitions.

- A. "Central Body" shall mean The Edward H. Angle Society of Orthodontists, Inc., a Wisconsin Corporation.
- B. "Corporation" shall mean Angle North Atlantic, Inc.
- C. "Board" shall mean the Board of Directors of the Corporation.

Section 2- Charter.

This Corporation shall operate under a Charter granted by the Central Body and shall be governed by the bylaws of that organization and by the bylaws of this Corporation.

Section 3- Boundaries.

All members of this Corporation, except as noted below, shall have their principal office located within the area designated by the Central Body as "North Atlantic" which area presently includes the Canadian Province of Ontario, and the States of Florida, Georgia, New York (except for the counties of Greene, Columbia, Sullivan, Ulster, Dutchess, Orange, Putnam, Rockland, Westchester, Bronx, New York, Richmond, Kings, Queens, Nassau, and Suffolk), North Carolina, Pennsylvania, South Carolina, Tennessee, Virginia, and West Virginia.

Exceptions.

1. Those charter members not presently practicing within the above geographical

areas are excepted.

2. Other persons practicing outside the geographical area of this Corporation may be invited to join under certain conditions as hereinafter set forth.

#### Section 4- Principal Office.

The principal office of this Corporation shall be the office of the Treasurer, unless otherwise specified.

### ARTICLE IV - MEMBERSHIP

#### Section 1- Qualifications and Classes of Members.

A. General Eligibility. Membership in this Corporation shall be limited to dentists who limit their practices to orthodontics under the current rules of the American Dental Association, who practice within the geographical boundaries of this Corporation, unless otherwise provided herein, and qualify for membership under these bylaws.

B. Classification of Membership. There shall be five (5) classes of members as follows:

1. Regular Members. Regular members shall consist of those who have been elected to regular membership in this Corporation or any other organization whose primary purpose is to advance the interests of the Edward H. Angle Society of Orthodontists, Inc. Regular members of this Corporation are also regular members of the Central Body.

2. Affiliate Members. Affiliate members are those who are elected by the members of the Corporation as candidates for membership in the Corporation.

3. Senior Members. Senior membership may be conferred upon eligible regular members by the Board. Senior members of this Corporation shall also be senior members of the Central Body. To be eligible for such membership, the recipient must have been a regular member for twenty-five (25) years or have reached the age of sixty-five (65). Members in this status may attend scientific or other sessions, taking part if asked or if they so desire but are not otherwise obligated to do so. Senior members shall have the right to vote and hold office. There are two categories of senior membership:

1. SENIOR ACTIVE: Members who are still in active practice (full or part time and/or engaged in orthodontic education with significant remuneration). They shall pay dues, assessments, contribute to the Memorial fund and subscribe to the Angle Orthodontist Journal the same as

regular members, and be identified as senior active in the Component rosters.

2. **SENIOR RETIRED:** Members who are fully retired from the active practice of Orthodontics with no significant remuneration from teaching or other allied professional activities shall not pay dues, assessments or contribute to the Memorial fund. Subscriptions to The Angle Orthodontist may/may not be continued through their Component Society.

4. Honorary Members. Any member of this Corporation, other than an affiliate member, may be designated an honorary member if he has contributed to the advancement of the science of orthodontics or to the welfare of the members of the Corporation or the Central Body. The name of a designee for honorary membership may be proposed by the Board of the Corporation to the Board of Directors of the Central Body at any regular bi-annual meeting of the Central Body and shall be elected by a three-quarters (3/4) majority of a mail ballot conducted by the Central Body following the recommendation by the Board of Directors of the Central Body, or as otherwise may be prescribed by the constitution of the Central Body.

5. Regular Members At Large. Regular members at large shall be members of the Central Body and shall include those who are eligible to be regular members in this Corporation but who are geographically so located as to make such membership impractical and who have fulfilled all of the qualifications of the Board of the Corporation and upon recommendation to this Board are elected to membership at a regular meeting of the Corporation.

## Section 2 - Selection of Members.

A. Affiliate Members. Affiliate members shall be selected by invitation only and in accordance with the following procedures:

### 1. Invitation Procedure.

a) Nominations for affiliate membership shall be made upon an application form prescribed by the Board of Directors, endorsed by two (2) regular members who shall be considered the nominee's sponsors, and filed with the Secretary-Treasurer of the Corporation. The Secretary-Treasurer of the Corporation shall cause a copy of this application to be sent by mail to every member of the Corporation and opinions regarding the qualifications of the nominee solicited. The failure of a member to respond to the Secretary-Treasurer within one (1) month from the date on which the application was mailed shall be presumed to be an endorsement of that nominee's candidacy by said member.

b) The Examining Board will act in an advisory capacity to the Board of Directors after a consensus of opinion of the membership has been received. Upon unanimous approval of the candidate by the Board of Directors, the name of the candidate shall be proposed to the membership of the Corporation at its next regularly scheduled meeting. Failing unanimous vote by the Board, the sponsors of the nominee may request consideration of said nominee by the entire membership of the Corporation at its next regularly scheduled meeting.

c) Upon an affirmative vote of three-quarters (3/4) of the membership eligible to vote and present at a regular meeting of the Corporation, a nominee for membership shall be invited by letter from the Secretary-Treasurer to be a guest at the next regular meeting of the Corporation. The letter shall explain the principles and objectives of the Corporation, describe the obligations of membership, and inform the nominee of the names and addresses of his sponsors.

d) At the last business session of the meeting to which the nominee has been invited, the question of his membership shall be discussed. The Secretary-Treasurer of the Corporation shall then conduct a mail ballot of all regular members of the Corporation and, upon the affirmative vote of three-quarters (3/4) thereof, the nominee shall be elected to affiliate membership.

2. Minimum Requirements. The following minimum requirements are hereby established for affiliate members of the Corporation:

a) The principles and objectives of the Corporation, as contained in the Articles of Incorporation and bylaws shall be explained to the prospective member and he must subscribe to them.

b) The minimum period of affiliate membership shall be for a term of two (2) years.

c) An affiliate member shall be expected to attend all regular meetings of the Corporation.

d) An affiliate member shall submit at the end of his first year of membership a written contribution acceptable to the Corporation and suitable for consideration for publication in the Angle Orthodontist.

e) An affiliate member shall be required to meet all scientific and clinical requirements set forth by the Corporation.

f) The Corporation, or the Central Body, shall be empowered to administer such tests, written, oral, or practical, as may be deemed necessary to determine the qualifications for membership of any candidate.

B. Regular Members. A regular member shall be an eligible person who has

complied with all of the requirements of affiliate membership, as provided in Article IV, Section 2, A, above.

C. Senior Members. Senior membership may be conferred upon any regular member who so requests provided that he shall have been a regular member either for a period of twenty-five (25) years, or shall have reached the age of sixty-five (65) years.

D. Nondiscrimination. Nothing contained in these bylaws shall operate against eligibility on the grounds of race, color, religion, national origin, or political affiliation.

### Section 3- Invitation to Persons Outside the Geographical Boundaries of the Corporation and Transfer of Membership.

A. Invitation to Persons Outside the Geographical Boundaries of the Corporation. A person who practices orthodontics outside the geographical limits of this Corporation may become a member under unusual and extenuating circumstances, subject to the following conditions:

1. The Corporation must first obtain written permission of the Board of Directors of any similar corporation in which such person is a member.
2. The Corporation may not invite into membership more than two (2) persons each year who practice outside its geographical boundaries.
3. The name or names of persons so invited to membership under this provision must be reported to the Secretary of the Central Body.
4. In the event of a dispute between this Corporation and any other corporation regarding membership of a person practicing orthodontics outside of the geographical limits of this Corporation, all action on such membership shall be suspended and the matter shall be referred to the Board of directors of the Central Body for adjudication and final determination.

#### B. Transfer of Membership.

1. Any member of this Corporation who shall move his practice of orthodontics from the boundaries of this Corporation to those of another corporation may either retain his existing membership in this Corporation or may seek membership in the corporation into whose boundaries his practice has been located. In the event that a member of this Corporation shall elect to transfer his membership to that of another Corporation, he shall follow the procedure hereinafter set forth in Article IV, Section 3 B 2.
2. A member in good standing of any other corporation may transfer from said corporation to this Corporation upon compliance with the following conditions:

a) He must obtain written permission of said transfer from the Board of Directors of the corporation from which he wishes to transfer.

b) He must obtain written approval of the transfer by the Board of Directors of this Corporation.

c) He must receive approval of said transfer by a three-quarters (3/4) of a mail ballot of all regular members of this Corporation.

d) He must meet all scientific and clinical requirements for membership of this Corporation.

#### Section 4- Rights and Duties of Members.

##### A. General.

1. It shall be the duty of each member to subscribe to the principles of membership as set forth in the Articles of Incorporation and bylaws of both this Corporation and the Central Body; to uphold the honor and dignity of this Corporation; to discharge his duties, both professional and personal, in such a manner as to bring no reproach upon himself, this Corporation, or his profession.

2. Any member of this Corporation who shall conduct himself in a manner detrimental to the advancement of orthodontics or to the best interests of the Corporation or fails to comply with the Certificate of Incorporation and bylaws of both this Corporation and the Central Body shall be subject to the disciplinary procedures set forth in these bylaws.

##### B. Affiliate Members.

1. An affiliate member shall have the right to attend all scientific sessions, but not business sessions of meetings, and shall not have the right to vote, hold office, or propose nominees for membership.

2. An affiliate member must attend all meetings of this Corporation except when excused for good reason by the Board. He shall contribute to the programs of such meetings according to his ability.

3. An affiliate member shall have a minimum term of two (2) years, at the end of which, he shall either be elected to regular membership by the affirmative vote of three-quarters (3/4) of the regular members present at such meeting or his affiliate membership in the Corporation shall terminate.

4. An affiliate member shall submit at the end of his affiliate membership an original essay, acceptable to the Board, and suitable for consideration for publication in the Angle Orthodontist.

C. Regular Members.

1. A regular member shall have the right to attend all meetings of the Corporation, both scientific and business, and shall be eligible to hold office, vote, and propose nominees for affiliate membership.

2. A regular member must attend at least one-half (1/2) of the regular meetings of the Corporation held in any two (2) consecutive years and contribute adequately to the program of the Corporation.

D. Senior Active Members.

1. A senior active member shall have the same rights and privileges as a regular member.

2. A senior active members may, but is not obligated to, contribute to the program of the Corporation.

E. Senior Retired Members.

1. A senior retired member is eligible, but not required, to attend all meetings, both business and scientific, of the Corporation, but shall not be eligible to vote, hold office, or propose nominees for affiliate membership.

2. A senior retired member is exempt from the payment of dues and assessments except for the assessment of pro rata expenses of meetings actually attended by him.

F. Regular Members At Large. A regular member at large shall subscribe to the general principles of membership, have the same rights or privileges as regular members, except he may receive special consideration relative to attendance requirements because of geographical remoteness.

F. Honorary Members. An honorary member shall subscribe to the general principles of membership, but shall have no rights or privileges, except the right to attend meetings of the Corporation and of the Central Body.

G. Members in Good Standing. A member is a member in good standing if he has paid his dues to the Edward H. Angle Society of Orthodontists, Inc., paid his assessments to this Corporation, discharged his attendance requirements satisfactorily, and contributed adequately to the program of this Corporation.

H. Termination of Membership. Membership in this Corporation may be terminated by the submission of a letter of resignation to the Secretary and acceptance thereof by the Board, failure to make timely payment of dues and assessments, failure to

comply with attendance requirements, failure to contribute adequately to the program of this Corporation, or disciplinary action approved by an affirmative vote of two-thirds (2/3) of the Board of this Corporation or the Central Body as further provided in Section 5 of this Article IV.

I. Reinstatement of Membership. A member may be reinstated to membership in the Corporation by submitting a written request therefor which shall be presented to the Corporation for a decision at its next regularly scheduled meeting. Upon an affirmative vote of two-thirds (2/3) of the regular members present at such meeting, a member shall be reinstated to membership.

#### Section 5- Discipline of Members.

A. General. The Corporation may punish or discipline any member who shall conduct himself in a manner detrimental to the advancement of orthodontics, or, to the best interests of this Corporation, or fails to comply with the Certificate of Incorporation and bylaws of this Corporation or of the Central Body. Discipline and punishment shall be by reprimand, censure, suspension, or expulsion. Every member waives the right to hold the Central Body, its Board of Directors., Officers, members, and employees or any Corporation, their Board of Directors, Officers, members, and employees, liable for any damage, pecuniary or otherwise, arising from any disciplinary proceedings instituted against him. Any action calling for discipline or punishment of an affiliate or regular member of this Corporation shall originate in this Corporation. In the case of a senior retired member, honorary member, or regular member at large, who is subject to disciplinary procedures, these proceedings shall originate in the Central Body. No disciplinary penalties may be imposed against a member unless the disciplinary procedures set forth herein shall first be followed by the Corporation or by the Central Body, whichever shall have jurisdiction in the matter.

#### B. Disciplinary Procedure.

1. Complaint. Any regular member of this Corporation may file with the Board of Directors a Complaint in writing signed by him alleging any act or acts of another member of this Corporation which may be grounds for disciplinary action. Upon receipt thereof, the Board of Directors shall conduct an investigation into the charges contained in the Complaint and, upon the completion of said investigation, the Board shall determine by majority vote whether or not a hearing shall be held on the charges contained in the Complaint. If the Board shall not determine that a hearing is necessary, the Complaint shall be dismissed and the member filing the Complaint shall be so advised in writing by the Secretary-Treasurer of the Corporation.

2. Hearing. In the event that the Board shall determine it necessary to hold a hearing on any Complaint filed with it against a member, said hearing shall be held and the person charged shall be given the opportunity to personally appear before the Board of Directors and present in his behalf any evidence which he may wish to produce regarding the charges filed against him.



3. Notice. The accused member shall be notified in writing of the charge or charges filed against him and of the time and place of the hearing, such notice to be sent to said member by registered mail, return receipt requested, at his last known business address and mailed not less than thirty (30) days prior to the date set for the hearing.

4. Decision. A two-thirds (2/3) majority vote of the Board of Directors of this Corporation, or the Board of Directors of the Central Body, shall be required for any decision which results in reprimand, censure, suspension, or expulsion of a member. Any such decision shall be rendered within thirty (30) days of the hearing, shall be in writing, and shall specify the charges made against the member, the facts which substantiate any and all of said charges, the decision of the Board of Directors, the penalty imposed, and notice to the accused member of his right of appeal. Within ten (10) days of the date which the decision is rendered, a copy thereof shall be sent by registered mail, return receipt requested, to the last known address of each of the following parties: the accused member, the Secretary-Treasurer of the Corporation, and the President and Secretary of the Central Body.

5. Appeal. An accused member who has been subjected to reprimand, censure, suspension, or expulsion, shall have the right of appeal to the general membership of the Corporation and, if the decision of the Board of Directors of the Corporation is sustained by the general membership of the Corporation, then to the Board of Directors of the Central Body whose decision shall be final. Such appeal shall be made in writing to the appropriate appellate body by registered mail, return receipt requested, within thirty (30) days after the date of the mailing of any decision rendered.

## ARTICLE V - MEETINGS OF MEMBERS

Section 1- Annual Meeting. The annual meeting of the Corporation shall be held each year on a date, and at such time and place as may be designated by the Board of Directors, for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

Section 2- Special Meetings. Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or by twenty-five percent (25%) of the regular members of the Corporation.

Section 3- Notice of Meeting. Written notice of any meeting of members shall be given to all members, personally or by mail, not less than ten (10) nor more than sixty (60) days before the date of the meeting, and shall state the place, date, and hour of the meeting, the purpose of the meeting, and unless it is an annual meeting, the name of the person or persons calling the meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his

address, as it appears in the record of members, or, if he shall have filed with the Secretary of the Corporation a written request that notices to him be mailed to some other address, then directed to him at such other address.

Section 4- Quorum. A majority of the regular members of the Corporation shall constitute a quorum at a meeting of members for the transaction of any business.

Section 5- Chairman. At all meetings of the Corporation the President, or in his absence, the President-elect, or a Chairman, pro tempore, shall preside.

Section 6- Voting. Each regular member, regular member at large and senior member of the Corporation shall be entitled to one (1) vote on any matter coming before a meeting of the Corporation. Voting may be either in person or by proxy. Any proxy vote shall be in writing, signed by the member or his attorney-in-fact, and no proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. All matters shall be decided by majority vote of the members present in person and/or by proxy.

Section 7- Conduct of Meetings. All meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order, Revised, except as otherwise provided in these bylaws, the Certificate of Incorporation, the Certificate of Incorporation or bylaws of the Central Body.

## ARTICLE VI - BOARD OF DIRECTORS

Section 1- General Powers. The affairs of the Corporation shall be managed by the Board of Directors.

Section 2- Number, Tenure, and Qualifications. The Board of Directors of the Corporation shall consist of the following officers of the Corporation who shall be elected by the regular members of the Corporation at the annual meeting and each of whose terms shall be co-extensive with the term of office to which he was elected:

- A. President;
- B. President Elect;
- C. Secretary;
- D. Program Chair;
- E. Editor;
- F. Corporation Representative;
- G. Chairman of Examining Board, and.

#### H. Treasurer (non-voting)

Section 3- Meetings. Regular meetings of the Board of Directors shall be held at such time and place as the Board may fix. Special meetings of the Board of Directors may be called at any time by the President or any two (2) directors.

Section 4- Notice of Meeting. Notice of any meeting of the Board of Directors shall be given in writing at least two (2) days prior thereto and shall state the place, date, and hour, and purpose of the meeting. Any director may waive notice of that meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5- Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; if less than a majority of the directors are present at said meeting, the majority of the directors present may adjourn the meeting from time to time without further notice. All matters of business coming before the Board of Directors shall be decided by a majority of the Board of Directors present at a meeting at which a quorum is present, unless the act of a greater number is required by these bylaws or by law.

Section 6- Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7- Compensation and Indemnification of Directors. Directors as such shall not receive any stated salaries for their services but by resolution of the Board of Directors, any director may be indemnified for expenses and costs, including attorneys fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his being or having been such a director, except in relation as to matters as to which he shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

### ARTICLE VII - OFFICERS

Section 1- Number. The voting officers of the Corporation shall be seven (7) in number and shall consist of a President, President Elect, Secretary, Program Chair, Editor, Corporation Representative to Central Body, and Chairman of Examining Board. The Treasurer shall be a non-voting officer of the Corporation. In addition, the Board of Directors may, from time to time, appoint such other officers with such powers and duties as may not be inconsistent with these bylaws.

Section 2- Election and Term of Office. The officers of this Corporation shall be elected by the regular members of the Corporation at the annual meeting or, if no annual

meeting is held, by a mail ballot from the regular membership. The term of office of an officer shall be two (2) years, commencing from the date of his election, until the end of the fiscal year in which he has been elected, except that the Corporation Representative to the Central Body shall have a term of six (6) years.

Section 3- Vacancies. A vacancy in any office because of death, resignation, or removal, or any other cause shall be filled by the Board of Directors.

Section 4- President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business affairs of the Corporation. He shall be an ex-officio member of all committees of the Corporation and, in addition, he shall be Chairman of the Board of Directors. He shall have the general powers and duties of management usually vested in the chief executive officer as well as such other powers and duties as may be prescribed by the Board of Directors or these bylaws.

Section 5- President Elect. In the absence of the President or in the event of his inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions of the President. The President Elect shall assist the President whenever requested and shall perform such other duties as from time to time shall be assigned to him by the President or by the Board of Directors.

Section 6- Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the members of the Board of Directors, and any committees of the Corporation; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep and maintain a membership roll of the Corporation containing the names, alphabetically arranged, of all persons who are members of the Corporation, their place of residence, the date they commenced and terminated membership in the Corporation; issue all invitations to affiliate members as provided in these bylaws; and conduct all mail ballots. The Secretary shall have such other powers and perform such other duties as may be incident to the office of Secretary and Treasurer, and as may be assigned to him by the President or by the Board of Directors.

Section 7- Program Chair. The Program Chair shall organize the scientific program of each annual meeting of the Corporation. He shall appoint and notify presenters of their obligations at the meeting and of the times of such obligations.

Section 8- Editor. The Editor shall report to the Editor of the Angle Orthodontist or his designee any material presented before this Corporation which he deems worthy of consideration for publication. He shall be responsible for formal discussion of essays presented at Corporation meetings.

Section 9- Corporation Representative. The Corporation Representative shall be this Corporation's representative to the Central Body of the Board of Directors of the Edward H. Angle Society Orthodontists, Inc.

Section 10- Chairman of the Examining Board. The Chairman of the Examining Board shall be responsible for presiding over meetings of the Examining Board.

Section 11- Treasurer. The Treasurer shall be a non-voting officer of the Corporation. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; when duly authorized by the Corporation, sign and execute all contracts in the name of the Corporation when countersigned by the President; deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as may be ordered by the Board of Directors or the members of the Corporation; render to the Corporation and the Board of Directors, upon request, an account of all his transactions as Treasurer and of the financial condition of the Corporation; and at the annual meeting of the Corporation, present an annual report setting forth in full the financial condition of the Corporation.

## ARTICLE VIII - COMMITTEES

### Section 1- Standing Committees.

A. Audit Committee. The Audit Committee shall consist of three (3) members appointed yearly by the President. It shall be the duty of this committee to examine the Treasurer's financial report and check receipts and disbursements.

B. Bylaws Committee. The Bylaws Committee shall consist of three (3) members who shall be appointed by the President of the Corporation. It shall be the duty of this committee to review the Bylaws of the Corporation and report its recommendations to the Board of Directors or to the membership for any addition, amendment, or repeal thereof.

C. Examining Board. The Examining Board shall consist of three (3) regular members one of whom, the Chairman, shall be the immediate past President of the Corporation, and the others of whom shall be appointed by the President of the Corporation. The initial appointment of the two (2) non-Chairman members shall be one member for one year and one member for two (2) years, and each year thereafter, the President shall appoint one member for a term of two (2) years to fill the vacancy of the member whose term expires. It shall be the duty of the Examining Board to examine the qualifications of nominees for affiliate membership and to make recommendations thereon to the Board of Directors. The Examining Board shall prescribe the requirements for and examine the candidates for affiliate and regular membership; review and report on the activities of the membership as they may pertain to the good of orthodontics; and shall evaluate presentations at Corporation meetings.

D. Nominating Committee. The Nominating Committee shall consist of three (3)

members, one of whom shall be a past President of the Corporation who shall be appointed by the Board of Directors, and the others who shall be elected by the membership. It shall be the duty of this committee to present to the membership of the Corporation in writing at least sixty (60) days prior to the annual meeting, a slate of nominees for officers to replace those officers of the Corporation whose terms shall expire.

Section 2- Other Committees. Other committees not having and exercising the authority of the Board of Directors or the management of the Corporation may be designated by a resolution adopted by a majority of the Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

Section 3- Term of Office. Each member of the committee shall continue as such until the next annual meeting of the members of the Corporation or until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member of the Corporation.

Section 4- Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof, unless otherwise provided in these bylaws.

Section 5- Vacancies. Vacancies in the membership in any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6- Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and to act as the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE IX - CONTRACTS, LOANS AND DEPOSITS

Section 1- Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, such authority may be general or confined to specific instances.

Section 2- Loans. Unless authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to

any amount.

Section 3- Deposits. All funds of this Corporation shall be deposited to the credit of this Corporation in such banks, trust companies, or other depositories as may be selected by or under the authority of a resolution of the Board of Directors. Affiliate and regular members shall be assessed yearly to maintain a working reserve of at least \$1,000.00.

## ARTICLE X - DUES AND ASSESSMENTS

Section 1- Assessment and Payment of Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and dues payable to the Corporation by members thereof. Dues shall be payable and shall be assessed upon the membership at such time and in such manner as the Board of Directors may determine.

Section 2- Central Body Dues. Annual dues to the Central Body shall be collected by the Central Body.

Section 3- Default and Delinquency in the Payment of Dues and Assessments. When any member shall be in default *or* delinquent in the payment of any dues and assessments, such default or delinquency shall be cause for suspension from this Corporation and the Central Body.

Section 4- Meeting Expenses. Expenses for the Corporation's meetings exceeding those covered by dues paid to the Corporation shall be evenly divided among those affiliate, regular, regular members at large and senior members attending. When guests are invited to attend meetings of the Corporation, the Board shall determine the amount of fee appropriate to be paid by guests or their sponsors.

## ARTICLE XI - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of July and shall end on the last day of June.

## ARTICLE XII - AMENDMENTS

The bylaws of this Corporation may be amended, repealed, added to, or new bylaws may be adopted by vote of two-thirds (2/3) of the members entitled to vote of a quorum at a meeting duly called for said purpose, provided, that any such amendment, repeal, addition, or new bylaws must first be presented to the Board of Directors of the Central Body for approval.

## ARTICLE XIII - GENDER

If any provision of these bylaws shall apply to a person of the feminine gender or in the plural, then the relative words contained in the bylaws shall be read as if written in

the feminine or plural as the case may be.