

Bylaws
of the
AMERICAN SPINAL INJURY ASSOCIATION

As Amended and Restated April 2014

ARTICLE I

Name and Purpose

SECTION 1. Name.

The name of the association shall be AMERICAN SPINAL INJURY ASSOCIATION.

SECTION 2. Offices.

The corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois General Not for Profit Corporation Act of 1986. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time. The corporation may have other offices inside or outside of the state.

The principal office of the corporation shall be at such place as the Board of Directors may from time to time designate.

SECTION 3. Purposes.

The purposes of the corporation as stated in its Articles of Incorporation are exclusively charitable, scientific, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The American Spinal Injury Association (ASIA) is a multidisciplinary organization of healthcare professionals devoted to the care of individuals who have sustained a spinal cord injury (SCI). The mission of ASIA is as follows:

- (a) To Promote and establish standards of excellence for all aspects of healthcare of individuals with spinal cord injury from onset throughout life.
- (b) To educate members, other healthcare professionals, patients and their families as well as the public on all aspects of SCI and its consequences in order to prevent injury, improve care, increase availability of services and to maximize the injured individual's potential for full participation in all areas of community life.
- (c) To foster research which aims at preventing SCI, improving care, reducing consequent disability and finding a cure for both acute and chronic SCI.
- (d) To facilitate communication between ASIA members and other physicians, allied health professionals, researchers and consumers.

SECTION 4. Limitations On Operations.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the corporation's Articles of Incorporation. No substantial part of

the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code section 4942. Further, the corporation shall not engage in any act of self-dealing as defined in Code section 4941(d), nor retain any excess business holdings as defined in Code section 4943(c), nor make any investments in such manner as to incur tax liability under Code section 4944, nor make any taxable expenditures as defined in Code section 4945(d).

SECTION 5. Powers

The corporation shall have such powers as are now or may hereafter be granted by the Illinois General Not for Profit Corporation Act of 1986.

ARTICLE II

Members

SECTION 1. Categories of Members.

This association (or corporation) consists of (or shall have) five classes of members:

- a. Member
- b. Trainee Member
- c. Affiliate Member
- d. Emeritus Member
- e. Honorary Member

SECTION 2. Qualifications for Members.

- a. Member: The qualifications for member shall be as follows:
 1. An individual recognized and acknowledged for contributions to the field of spinal cord care, who has completed training in their field of specialty at least one year prior to his/her application.

2. The individual must have exhibited evidence of continuous and progressive scholarship within the field.
- b. Trainee Member: The qualifications for trainee member shall be as follows:
 1. The individual must be in a training program designed to enhance his/her capabilities as a clinician or researcher in the field of spinal cord injury medicine.
 2. The individual must provide a letter from his/her major professor or training program administrator which attests to his/her status as a trainee.
 3. Being a trainee member is only valid for the duration of the training period. At the conclusion of the training period, the individual should apply for membership status.
- c. Affiliate Member: The qualifications for affiliate member shall be as follows:
 1. An individual with an interest in the field who does not satisfy the criteria for member.
 2. The individual should demonstrate a commitment and interest in the spinal cord injury population and issues related to care, treatment and/or research.
- d. Emeritus member: The qualifications for emeritus member shall be as follows:
 1. An active member who has achieved retirement status.
 2. The individual must make a request for change in his/her status to the Membership Committee.
 3. The emeritus member must reconfirm interest in continued affiliation every 3 years.
- e. Honorary member: The qualifications for honorary members shall be as follows:
 1. The individual must not be a member of ASIA in any capacity
 2. The individual must have given distinguished service or been a distinguished contributor to the field of spinal cord injury.
 3. A nomination for honorary membership may come from any Member and will be reviewed by the Chair of the Membership Committee.
 4. Final approval for honorary membership is determined by the Board of Directors.

SECTION 3. Adoption of Members of Prior Association.

Each and every member in good standing on February 13, 1975, of the unincorporated entity known as the American Spinal Injury Association, the predecessor organization of this corporation, is hereby adopted as a member of this corporation without further qualification or action.

SECTION 4. Election of Members.

New members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors present shall be required for election.

The directors shall create a permanent standing Membership Committee. The Membership Committee shall consider applicants for membership by criteria outlined in Article II, Section 2 of these bylaws.

An individual may apply to the association for membership, or be invited by the Membership Committee to apply for membership.

The completed applications and recommendations of the Membership Committee of candidates for membership shall be submitted for approval to the Board of Directors.

The deliberations and records of the Membership Committee and of the Board of Directors on matters of membership are strictly privileged and confidential; are not subject to publication or public dissemination whether voluntary, involuntary or by operation of law; and are not subject to discovery in connection with any court action, administrative proceeding or similar matter.

SECTION 5. Rights.

Members shall be entitled to one vote on each matter submitted to a vote of the membership. Members are also eligible to serve on committees and on the Board of Directors.

Trainee and Affiliate members have no voting rights on association issues and may not hold office or board positions. Trainee members may serve on committees. Affiliate members may serve as committee advisors.

Emeritus members have no voting rights on association issues and may not hold office or board positions. Emeritus members may serve on committees.

Honorary members have no voting rights on association issues, may not hold office or board positions, and may not serve on committees.

SECTION 6. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership.

Default in the payment of dues will be considered as a resignation by the member of his/her membership in accordance with the period fixed in Article XI of these bylaws.

Termination of membership may be accomplished by submission of a letter of resignation to the Board of Directors.

SECTION 7. Reinstatement.

Upon written request signed by a former member and submitted to the Membership Committee, the Committee may reinstate such former member to membership upon such terms as the Committee with approval of the Board may deem appropriate.

SECTION 8. Transfer of Membership.

Membership in this corporation is not transferable or assignable.

SECTION 9. Membership Certificates.

Membership certificates of the corporation shall be issued as decided by the Board of Directors.

ARTICLE III

Meetings of Members

SECTION 1. Annual Meeting.

An annual scientific meeting of the members and other interested individuals shall be held each year, at a time designated by the Board of Directors, for the purpose of continuing education. During this scientific meeting a members' business meeting will be conducted.

SECTION 2. Special Meeting.

Special meetings of the members may be called by the President of the Board of Directors, or by written application to the Secretary-Treasurer by one-fifth of the membership entitled to vote.

SECTION 3. Place of Meeting.

The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation . .

SECTION 4. Notice of Meeting.

Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member not less than fourteen (14) nor more than forty (40) days before the date of such meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. If transmitted electronically, the notice of a meeting shall be deemed delivered if no message of delivery failure is received by the sender.

SECTION 5. Informal Action by Members.

Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the members entitled to vote with respect to the subject matter thereof, or (ii) by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting.

SECTION 6. Quorum.

The members holding one-fifth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members entitled to vote present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. Proxies.

Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another association member or members to act for him/her by written proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

SECTION 8. Manner of Acting.

The act of majority of the voting membership present at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

ARTICLE IV

Board of Directors

SECTION 1. General Powers.

The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure and Qualifications.

The number of elected directors shall be eleven (11). Each Director shall hold office for two years or until his/her successor shall have been elected and qualified. Directors need not be residents of Illinois, but must be members of the corporation. The number of Directors may be decreased to not fewer than seven (7) or increased to not more than twelve (12), as shall be fixed from time to time by resolution of the Board of Directors. No Director shall be elected to serve more than three (3) consecutive terms as a Director, except while occupying an office, when additional terms are assumed without reelection. Election and term of office shall be effective upon expiration of the present terms of the members of the Board.

SECTION 3. Ex-Officio Members.

The immediate Past-President shall be an ex-officio member of the Board of Directors for a two year term from the completion of his/her term of office as President. The individual in this position will retain the right to vote and shall be considered in determining a quorum of the Board of Directors.

SECTION 4. Election of Directors.

Directors shall be elected by the Board of Directors upon receipt of recommendations from the Directors Nominating Committee. The number of nominees should not exceed two (2) per vacancy. Suggested Nominations shall be received by the Directors Nomination Committee from the voting membership. The Directors Nominating Committee shall announce the request for suggested nominations for the subsequent year at the annual business meeting as well as via written communication to all Voting Members no less than four (4) months prior to the election.

The Directors Nominating Committee shall be composed of six (6) members from past and present Directors and the immediate Past President, who shall serve as Chair.

SECTION 5. Regular Meetings.

A regular meeting of the Board of Directors shall be held without other notice than these bylaws, immediately before or after and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

SECTION 6. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by such person or persons.

SECTION 7. Informal Action by Board of Directors.

Any action required to be taken at a meeting of the Board of Directors of the corporation, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof.

SECTION 8. Removal.

Any Director of the corporation may be removed, with or without cause, by a majority vote of the Directors present and voting at any general or special meeting when in their judgment the best interest of the corporation may be served thereby. Notice of any such special meeting must include written notice of the proposed removal and must be delivered to all Directors at least fourteen days prior to such meeting.

SECTION 9. Notice.

Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days previously thereto by written notice to each Director at his/her e-mail address as shown by the records of the corporation. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by statute or by these bylaws.

SECTION 10. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 11. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation.

SECTION 12. Vacancies.

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors unless the articles of incorporation, a statute or these bylaws provide that a vacancy or a Directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 13. Compensation.

Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE V

Officers

SECTION 1. Officers.

The officers of the corporation shall be a President, a Vice-President (who also serves as President-Elect), a Secretary-Treasurer, and such Assistant Treasurers, Assistant Secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

SECTION 2. Election and Term of Office.

All officers of the corporation, except the President shall be elected annually by a majority vote of the Board of Directors. The Vice-President shall automatically ascend to the office of President at the end of the term of the immediate predecessor President. Elections shall take place at the time of the annual scientific meeting. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as conveniently may be, and the term of office shall commence immediately upon election. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall have resigned or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights. The President and Vice-President may not serve consecutive terms of office; the Secretary-Treasurer may not serve more than two consecutive terms of office. The President, Vice-President, and Secretary-Treasurer shall be elected from among the members of the Board of Directors. Elections and terms of office shall be effective upon expiration of the present terms of the incumbent officers at the close of the annual scientific meeting.

SECTION 3. Removal.

Any officer elected or appointed by the Board of Directors may be removed by a vote of two-thirds of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. President.

The President shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the corporation; he/she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the President may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary-Treasurer, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the corporation is entitled to vote except and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

SECTION 5. Vice-President (President-Elect).

The **Vice-President** shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. In the absence of the President or in the event of his/her inability or refusal to act, the **Vice-President** shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. In the event of the death of the President, the **Vice-President** will automatically serve out the remaining term and assume the President's term of office. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the **Vice-President** may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary-Treasurer, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. As President-Elect, the Vice-President shall automatically ascend to the office of President at the conclusion of the term of the immediate predecessor President.

SECTION 6. Secretary-Treasurer.

The Secretary-Treasurer shall record the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; and keep a register of the address of each member which shall be furnished to the Secretary-Treasurer by such member. The Secretary-Treasurer shall also be the principal accounting and financial officer of the corporation. The Secretary-Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and perform all the duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the President or the Board of Directors. In the event of a crisis situation, during which the President and the President-Elect become nonfunctional, the Secretary-Treasurer shall assume the duties of President until the Board of Directors elects a new President.

Comment [M1]: An archaic term with recommendation from legal to delete.

Comment [M2]: An archaic term with recommendation from legal to delete.

SECTION 7. Assistant Treasurers and Assistant Secretaries.

The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Secretary-Treasurer, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors will determine.

ARTICLE VI

Committees

SECTION 1. Executive Committee

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate an Executive Committee which shall consist of two or more Directors, which committee, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of this committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Board or the Director by law.

SECTION 2. Directors Nominating Committee.

A Directors Nominating Committee shall be elected annually by a majority vote of the Directors for the purpose of nominating individuals for election to the Board of Directors. The composition of the Directors Nominating Committee shall be that as outlined in Article IV, Section 4, entitled "Election of Directors", with the Past-President serving as Chair of the Committee.

SECTION 3. Other Committees.

Other committees not having and exercising the authority of the Board of Directors in the corporation may be designated by the Directors or by the President by resolution. Except as otherwise provided in such resolution, 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 4. Committee Management. (see ASIA policy on Committee Management)

ARTICLE VII

Contracts, Checks, Deposits, Gifts and Investments

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 and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary-Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the corporation.

SECTION 3. Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

SECTION 5. Investments.

The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the corporation, and may retain any or all of the assets transferred to the corporation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the corporation as stated in its articles of incorporation, and such powers shall not be exercised so as to cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

ARTICLE VIII

Certificates of Membership

SECTION 1. Certificates of Membership.

The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such forms as may be determined by the Board. Such certificates shall be signed by the President or Vice-President and by the Secretary-Treasurer or an Assistant Secretary and shall bear the corporation's seal which may be in facsimile. The name and address and classification of each member shall be entered in the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

SECTION 2. Issuance of Certificates.

When a member has been elected to membership and has paid any dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Secretary-Treasurer, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors, and shall keep at the registered or principal office a record giving names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI

Dues

SECTION 1. Annual Dues.

The Board of Directors may re-evaluate the amount of annual dues payable to the corporation by members at anytime, but no more frequently than on an annual basis.

SECTION 2. Payment of Dues.

Dues shall be payable as designated by the Board of Directors. Dues of any new member regardless of category shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Emeritus and honorary members shall be exempted from the annual payment of dues.

SECTION 3. Default and Termination of Membership.

When any member shall be in default in the payment of dues for a period of three months from the beginning of the period for which such dues become payable, it shall be considered that such member has resigned his/her membership in the association as stated in Article II, Section 7 of these bylaws, effective as of the beginning of the period for which dues are unpaid to the extent the Board of Directors deems reasonably practicable.

ARTICLE XII

Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the provisions of the articles of incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Indemnification of Officers, Directors, Employees and Agents and Insurance

SECTION 1. Indemnification.

The corporation shall indemnify each person who is or was a Director or officer of the corporation, or who is serving or has served at the request of the corporation as a director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, and may indemnify any person who is or was an employee or agent of the corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Illinois and the United States, in the event any of such persons was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

SECTION 2. Authorization of Indemnification.

Any indemnification under this Article XIV (unless the indemnification is ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the person is proper in the circumstances. In the case of indemnification that is mandatory under Section 1 of this Article, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 1 and (b) the amount of the indemnification permitted by law. Any determination under this Section shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote.

SECTION 3. Advance Payments.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this Article XIV.

SECTION 4. Non-Exclusivity and Continuation.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any contract, agreement, vote of members or disinterested Directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 5. Insurance.

The corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article XIV and (b) on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to insure against any liability asserted against such person and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article XIV.

ARTICLE XV

Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be invested in the members unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. No alteration, amendment, repeal or adoption of the bylaws shall in any way cause the corporation to lose its qualification as an exempt organization under Code section 501(c)(3).

These bylaws may be amended or repealed and new bylaws adopted by a two-thirds majority vote of the voting membership represented either in person or by written proxy at the annual scientific meeting. These bylaws may also be amended by a simple majority vote on votes taken and returned by mail and/or electronic (email) ballot. At any meeting where it is contemplated the bylaws will be amended, 30 days notice thereof shall be given to members in writing, specifying the proposed amendment. Any proposed change in the bylaws must be submitted in writing by at least one-fifth of the voting members. Alternatively, any proposed change may be submitted in writing by the Board of Directors.

Notwithstanding the preceding provisions of this Article, upon the advice of counsel related to any decision of a court of law in the United States or any statute enacted in the United States, the Board of Directors may amend the bylaws to the extent deemed necessary or appropriate by counsel, by vote of a majority of the Directors present at a meeting at which a quorum is present. Notice of a special meeting for this purpose shall be given at least five (5) days previously thereto, and the purpose of the meeting shall be included in the notice. To the extent not inconsistent with this paragraph, the remaining provisions of Article IV, Section 9 shall apply to such notice. Any such amendment to the bylaws shall go into effect immediately without formal approval by the members. The membership shall be notified immediately by mail of the action.

ARTICLE XVI

Definitions

All references in these bylaws to Code sections are to sections of the Internal Revenue Code of 1986, as amended, and shall include future amendments to such sections and corresponding provisions of future federal tax laws, all as from time to time in effect.

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