

**American Society for Surgery of the Hand**

**Amended and Restated  
Bylaws**

**Approved 05.24.08**

**AMERICAN SOCIETY FOR SURGERY OF THE HAND  
Bylaws**

**ARTICLE I  
Name and Purposes**

**Section 1. Name**

The name of this corporation shall be the AMERICAN SOCIETY FOR SURGERY OF THE HAND (hereinafter the "Society").

**Section 2. Purposes**

The purposes of the Society shall be:

- (a) to furnish leadership and to foster advances in surgery of the hand, which, for purposes of these Bylaws, shall cover the field of medicine involving the investigation, preservation, and restoration of all structures affecting the form and function of the upper extremity by medical, surgical, and physical methods;
- (b) to afford a forum for the exchange of knowledge pertaining to the practice of surgery of the hand;
- (c) to stimulate research, investigation, and teaching in the method of preventing, correcting, and treating diseases of the hand arising from congenital, developmental, nutritional, traumatic, or other causes;
- (d) to enhance the study and practice of surgery of the hand by establishing lectureships, scholarships, foundations, and appropriate evaluation procedures; and
- (e) to afford recognition to those who have contributed to surgery of the hand by extending them membership in the Society.

**ARTICLE II  
Offices**

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Council may from time to time determine.

## **ARTICLE III**

### **Members**

#### **Section 1. Membership**

Membership may be granted to any individual who: (i) meets the criteria set forth below for each category of membership in the Society; (ii) shares interest in and supports the purposes of the Society; (iii) abides by these Bylaws, the principles of ethics of the Society and such other rules and regulations as the Society may adopt; and (iv) meets such additional criteria for each category of membership in the Society as the Council may from time to time establish:

- (a) **Active Members.** Active membership may be granted to any individual who:
  - (i) shall reside in the United States or Canada;
  - (ii) shall be fully licensed to practice medicine in a state, territory, or province of competent jurisdiction and shall have hospital privileges in hand surgery;
  - (iii) shall be certified in general, orthopaedic, or plastic surgery by the appropriate American Specialty Board and shall hold a Certificate of Added Qualifications in Surgery of the Hand, or shall be certified by the Royal College of Physicians and Surgeons of Canada, or, in special circumstances, shall be certified by an equivalent foreign specialty board; and
  - (iv) shall be of high moral, ethical and professional standing, as attested to by two (2) active members and the applicant's fellowship director;
  - (v) shall have attended, by the application due date, one (1) annual meeting of the Society within the last three (3) years;
  
- (b) **Candidate Members.** Candidate membership may be granted to any individual who:
  - (i) shall be within three (3) years of completing an ACGME or Royal College of Physicians and Surgeons of Canada ("RCPSC") accredited residency in orthopaedic, plastic or general surgery or an AOA (American Osteopathic Association) accredited osteopathic orthopaedic surgery residency; shall be engaged in an ACGME-accredited or RCPSC-accredited fellowship in hand surgery; or shall be within five (5) years of having completed an ACGME-accredited or RCPSC-accredited fellowship in hand surgery;

- (ii) shall evidence an intent to meet the qualifications for and become an active member of the Society;
  - (iii) shall be fully licensed to practice medicine in a state, territory, or province of competent jurisdiction for such time as he or she is engaged in the practice of medicine;
  - (iv) shall agree that candidate membership is limited to a maximum period of five (5) years following successful completion of a qualifying fellowship in hand surgery;
  - (v) shall acknowledge that conferral of candidate membership does not imply that the candidate member will be qualified or admitted as an active member.
- (c) **Supporting Members.** Supporting membership may be granted to any individual who:
- (i) shall not practice hand surgery;
  - (ii) shall have contributed, in the judgment of the Council, to the understanding and/or treatment of disorders of the upper limbs;
  - (iii) shall be of high moral, ethical, and professional standing, as attested to by three (3) active members meeting such additional qualifications as established by the Council; and
  - (iv) shall support the programs of the Society.
- (d) **International Members.** International membership may be granted to any individual who:
- (i) shall have contributed to the understanding and/or treatment of disorders of the upper limbs;
  - (ii) shall be of high moral, ethical, and professional standing, as attested to by two (2) active members meeting such additional qualifications as established by the Council;
  - (iii) shall reside outside the United States;
  - (iv) shall have been in active practice in his or her specialty for a minimum of five (5) years;
  - (v) shall be a member of a major medical specialty society serving the specialty in his or her country, if applicable.

- (e) **Honorary Members.** Honorary membership may be granted to any individual whom the Society deems worthy of special honor.
- (f) **Affiliate Members.** Affiliate membership may be granted to any individual who:
  - (i) shall be fully licensed as an allied healthcare professional (*e.g.*, occupational therapist; physical therapist; physician assistant; nurse practitioner; registered nurse) in a state, territory, or province of competent jurisdiction, and specializes in the treatment and rehabilitation of disorders of the upper limbs;
  - (ii) shall maintain membership in such other national professional society in the field of hand surgery serving his or her allied healthcare professional specialty as the Society, from time to time, shall determine; and
  - (iii) shall be of high moral, ethical, and professional standing, as attested to by an active member.

## **Section 2. Application and Election**

The Council shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Society. The Council, or a committee designated thereby, shall evaluate the credentials of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the Council may prescribe, whether individual applicants meet the qualifications necessary for nomination. Names of those applicants nominated shall be submitted by ballot to the voting membership at least ninety (90) days prior to the annual meeting. An applicant nominated to a membership category shall be elected to such category upon the affirmative vote of three-fourths of the ballots cast for that applicant. An indication of "no knowledge" shall not be counted in determining the number of ballots cast.

## **Section 3. Rights and Duties**

- (a) **Meetings, Offices, and Voting.** All members shall be entitled to serve on committees and to attend the members' business meeting and the scientific meetings and social functions of the Society, but only active members may vote and hold office. Each active member shall have one (1) vote on matters submitted to a vote of the membership.
- (b) **Required Attendance at Annual Meetings.** Any active member absent from three (3) consecutive annual meetings shall be dropped from the membership roster unless the absence is excused by the Council.

- (c) **Sponsorship.** An individual who has been an active member for at least three (3) years may sponsor candidates for membership.

#### **Section 4. Resignation**

Members may resign from the Society at any time by giving written notice to the President.

#### **Section 5. Ethics and Discipline**

- (a) **Grounds for Discipline.** A member may be disciplined for any of the following reasons:
  - (i) failure to comply with these Bylaws, the principles of ethics of the Society, or any other rules or regulations of the Society;
  - (ii) conviction of a felony or crime related to, or arising out of, the practice of medicine or involving moral turpitude;
  - (iii) limitation, suspension, revocation, or forfeiture by any state, province or country of the member's right to practice medicine;
  - (iv) unauthorized use of the Society's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; and
  - (v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Society.
- (b) **Procedures.** Discipline, which shall include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds majority of the Council, provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Council at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Council.

#### **Section 6. Automatic Termination**

The membership of any member who is in default in the payment of dues or assessments, or otherwise becomes ineligible for membership, shall be terminated automatically, unless such termination is delayed by the Council.

**ARTICLE IV**  
**Membership Meetings**

**Section 1. Annual Meeting**

An annual meeting of the members of the Society shall be held at such time and place as shall be determined by the Council. The annual meeting shall consist of a scientific program, members' business meeting, and social program. At each annual members' business meeting, the active members shall elect such officers and Council members to succeed those whose terms shall expire at the conclusion of that annual meeting.

**Section 2. Special Meetings**

Special meetings of the members of the Society may be called at the request of the President or any three (3) members of the Council, or at the written request of one hundred (100) active members of the Society. The time and place for holding special meetings shall be determined by the Council.

**Section 3. Notice**

Notice of any annual or special meeting of the members shall state the time, date, place and purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum**

One hundred (100) active members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the active members present may adjourn the meeting to another time without further notice.

**Section 5. Manner of Acting**

The act of a majority of the active members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 6. Mail Vote**

Voting by mail shall be permitted for any item of business. A mail vote may be called by the Council or upon written request to the President of at least one hundred (100) active members. Unless otherwise provided in these Bylaws, the act of a majority or more active members by a date certain shall be an act of the members.

**ARTICLE V  
Dues and Assessments**

The initial and annual dues for all members of the Society, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Council. The membership of any member who is one hundred twenty (120) days in default in the payment of any dues or assessments shall be terminated automatically unless such termination is delayed by the Council. Under special circumstances, the Council may waive the annual dues and/or assessments for any member.

**ARTICLE VI  
Officers**

**Section 1. Officers**

The officers of the Society shall be a President, President-elect, Vice President, Immediate Past President, Treasurer and such other officers as the Council may from time to time determine. No two offices may be held simultaneously by the same person.

## **Section 2. President**

The President shall be the principal executive officer of the Society. The President shall in general, supervise and direct all of the business affairs of the Society, subject to the direction and control of the Council. The President shall preside at all meetings of the Council. The President may sign, with any other proper officer of the Council authorized by the Council, any deeds, mortgages, bonds, contracts or other instruments, which the Council has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Council to some other officer or agent of the Council. The President shall appoint the members of all committees, subject to the approval of the Council, except as otherwise provided by these Bylaws. The President shall be an ex-officio member of all committees, except the Nominating Committee or as otherwise provided by these Bylaws, but shall not vote on any question in any committee except where such vote is necessary to break a tie. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Council.

## **Section 3. President-elect**

The President-elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Council. The President-elect shall succeed to the presidency at the close of the annual meeting the year following election to the office of President-elect.

## **Section 4. Vice President**

The Vice President shall perform such duties as may be assigned from time to time by the President or the Council. The Vice President shall succeed to the office of President-elect at the close of the annual meeting the year following election to the office of Vice President, or in the event of the death, resignation, removal, or incapacity of the President-elect.

## **Section 5. Immediate Past President**

The Immediate Past President shall serve as Chair of the Nominating Committee. The Immediate Past President shall preside at meetings of the Society or the Council in the absence, or upon request, of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Immediate Past President shall perform all duties customarily incident to the office of secretary, and such duties may be assigned by the Council in whole or in part to the Executive Director. The Immediate Past President shall assume the duties of the President in the event of the death, resignation, removal, or incapacity of the President, and shall perform such other duties as requested by the President or the Council.

## **Section 6. Treasurer**

The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; shall have an annual audit of the Society's books conducted by a certified public accounting firm; and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Council. The duties of the Treasurer may be assigned by the Council in whole or in part to the Executive Director.

From time to time, as determined by the Council, the Nominating Committee shall nominate and the active members shall elect a Treasurer-elect who shall assist the Treasurer in the discharge of the duties of the Treasurer as the Treasurer may direct, and shall perform such other duties as may be assigned from time to time by the President or the Council. The Treasurer-elect automatically shall succeed to the office of Treasurer at the expiration of the Treasurer's term in office.

## **ARTICLE VII The Council**

### **Section 1. Authority and Responsibility**

The affairs of the Society shall be managed by a board of directors known as the Council. The Council shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### **Section 2. Composition, Nomination, Election and Term**

- (a) The Council shall be composed of thirteen (13) active members as follows: the President, the President-elect, the Vice President, the Immediate Past President, the Treasurer, five (5) Members-at-large, and three (3) additional members to be referred to as the Education Director, the Practice Director, and the Research Director, or such other titles as the Council may from time to time determine.
- (b) Officers, other than Treasurer, shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The Treasurer shall serve a three (3) year term in office, or until such time as a successor is duly elected, qualified, and takes office. Officers may not serve two (2) consecutive terms in office.

- (c) The Officers, Members-at-large, Education Director, Practice Director, and Research Director shall be elected by the active members of the Society.
- (d) The Members-at-large shall serve a three (3) year term in office. The terms of the Members-at-large shall be staggered. Members-at-large may not serve consecutive terms as Members-at-large, however, Members-at-large may serve a consecutive term on the Board as an Officer, Education Director, Practice Director, or Research Director.
- (e) The Education Director, Practice Director and Research Director shall each serve a three (3) year term in office. The terms of the Education, Practice and Research Directors shall be staggered. For purposes of staggering such terms, the Education Director shall serve an initial term of one (1) year; the Practice Director shall serve an initial term of two (2) years; and the Research Director shall serve an initial term of three (3) years. Such members holding less than a full three (3) year initial term shall be eligible to serve an additional full consecutive term in such office. The Education Director, Practice Director and Research Director may not serve consecutive terms on the Council in such capacities or as Members-at-large. However, such individuals may serve a consecutive term on Council as an Officer.
- (f) Officers and members of Council shall take office immediately upon the conclusion of the annual meeting at which they are elected or appointed and shall continue in office until their successors are duly elected, qualified and take office. In the event the election of officers and members of Council is conducted by mail ballot, officers and members of Council shall take office immediately upon the conclusion of the first annual meeting following their election.
- (g) Notwithstanding any other provision of these Bylaws, no term in office or on Council shall be less than eight (8) months. In the event the first annual meeting following the start of any term is held less than eight months after the previous annual meeting, the officers and members of Council shall remain in office until the conclusion of the next following annual meeting or until their successors are duly elected, qualified, and take office.

As of January 1, 2007, the Society has a Penultimate Past President and a Secretary. Notwithstanding anything set forth herein to the contrary, such officers shall complete their current respective terms in office. Following the expiration of such terms, the offices of Penultimate Past President and Secretary shall, pursuant to the terms of these Bylaws, cease to exist. As such, upon adoption of these Bylaws, Council will consist of 15 members; after the 2007 annual meeting the number of members of Council will be reduced to 14; and after the 2008 annual meeting the number of members of Council will be reduced to and will remain at 13. This paragraph shall automatically be deleted from

the Bylaws at the conclusion of the current Secretary's third consecutive and final term in office.

### **Section 3. Qualifications**

- (a) All officers and members of the Council must be active members.
- (b) Only an individual who shall have been an active member for five (5) years prior to the time of election shall be eligible for nomination as an officer.
- (c) At least two (2) Members-at-large shall have been active members eight (8) years or less prior to their election.
- (d) At least two (2) Members-at-large shall have been active members more than eight (8) years prior to their election.
- (e) The Education Director, Practice Director and Research Director shall meet such additional qualifications for office and shall have such responsibilities as determined by the Council from time to time.

### **Section 4. Invited Participants**

The Executive Director and the Treasurer-elect shall be invited to attend and participate, without vote, in all regular and special meetings of the Council, except those held in executive session.

### **Section 5. Mail Ballot**

The Society may conduct elections of officers and directors by mail ballot, e-mail ballot, electronic ballot, or other electronic means. The Council may establish rules for the conduct of such elections.

### **Section 6. Regular Meetings**

The Council may provide by resolution the time, date and place for the holding of a regular annual meeting of the Council and additional regular meetings of the Council without other notice than such resolution.

### **Section 7. Special Meetings**

Special meetings of the Council may be called by, or at the request of, the President or upon a written request to the President of three (3) members of the Council.

Notice of any special meeting of the Council shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a Council member at any

meeting shall constitute a waiver of notice of such meeting except where a Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

### **Section 8. Quorum**

A majority of the Council shall constitute a quorum for the transaction of business at any duly called meeting of the Council; provided, that, if less than a quorum is present at said meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice. Only voting members of the Council shall be counted in determining the number of members present or required to take action at any Council meeting.

### **Section 9. Manner of Acting**

The act of a majority of the Council members present at a duly called meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

### **Section 10. Resignation and Removal**

Any Council member may resign at any time by giving written notice to the President. In addition, any Council member may be removed by two-thirds of the remaining members of the Council at any meeting thereof, whenever, in their judgment, the best interests of the Society would be served by such removal.

### **Section 11. Vacancies**

In the event of the death, resignation, removal, or incapacity of the Vice President or Treasurer, the Nominating Committee that served at the last annual meeting shall nominate, and the Council shall appoint, an individual to fill the vacant office for the remainder of the term. In the event of the death, resignation, removal, or incapacity of the Education Director, Practice Director, Research Director, or a Council Member-at-large, the Council shall appoint an individual to fill the remainder of such person's unexpired term in office. Any person filling the remainder of a three year term in office with less than two (2) years remaining, shall be eligible to serve a consecutive full term in such office. In the event the Immediate Past President assumes the duties of the President as a result of the death, resignation, removal, or incapacity of the President, and the Immediate Past President (acting as President) thereafter is unable to serve, the Council shall appoint another Council member to preside at meetings of the Society and Council and, if necessary, assume the duties of the President.

### **Section 12. Action by Written Consent**

Any action requiring a vote of the Council may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Council members.

### **Section 13. Meeting by Conference Call**

Any action to be taken at a meeting of the Council may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

## **ARTICLE VIII**

### **Executive Director**

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by, and responsible to, the Council. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Society and as approved by the Council. The Executive Director may carry out the duties of the Treasurer of the Society and the secretarial functions of the Immediate Past President, and perform such other duties as may be specified by the Council. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Executive Director shall be invited to attend and participate, without vote, in all regular and special Council meetings, except those held in executive session.

## **ARTICLE IX**

### **Committees**

#### **Section 1. Standing Committees**

##### **(a) Nominating Committee.**

- (i) Composition.** The Nominating Committee shall consist of five (5) active members, at least three (3) of whom shall not be members of the Council.
- (ii) Appointment and Term.** The Immediate Past President shall serve as Chair of the Committee. The remaining Committee members shall be appointed by the President and approved by the Council. Each member shall serve a one-year term. Members may serve a second consecutive term, provided no more than two (2) members succeed themselves in any given year.
- (iii) Duties.** The Committee shall solicit nominations for the officers and members of the Council and shall submit to the Council and, upon approval of the Council, to the membership a list of qualified candidates to succeed those officers and members of the Council whose terms shall expire at the conclusion of the next annual meeting. The Committee also shall nominate individuals to fill vacancies as set forth in Article VII, Section 11 above and to fill such other positions as the Council may determine. Members of the Nominating Committee are not eligible for elected office or other elected Council position.

- (b) **Other Standing Committees.** The Council shall establish, by resolution, other standing committees having responsibility for membership, annual meeting program, publications and other educational activities, and finances of the Society. Other standing committees may be established by resolution of the Council to carry out the purposes of the Society. The resolution establishing such a committee shall set forth the committee's purpose and composition.

**Section 2. Ad Hoc Committees**

The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Society. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Council.

**Section 3. Appointment**

Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with the approval of the Council. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society would be served thereby.

**Section 4. Vacancies**

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

**Section 5. Quorum and Manner of Acting**

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

**Section 6. Policies and Procedures**

The Council shall develop and approve general policies and procedures for the operation of all committees.

**ARTICLE X  
Finance**

**Section 1. Contracts**

The Council may authorize any officer or officers, agent or agents of the Society, 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 Society, 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 Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be

determined by resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by the Treasurer and countersigned by the President.

**Section 3. Deposits**

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Council may select.

**Section 4. Bonding**

The Council shall provide for the bonding of such officers and employees of the Society as it may from time to time determine.

**Section 5. Gifts**

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

**Section 6. Books and Records**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Council, and any committees having the authority of the Council. The books and accounts of the Society shall be audited annually by accountants selected by the Council.

**Section 7. Fiscal Year**

The fiscal year of the Society shall be determined from time to time by the Council.

**ARTICLE XI  
Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, 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 XII  
Indemnification of Directors and Officers**

The Society shall indemnify all officers, Council members, and committee members of the Society to the full extent permitted by the Illinois General Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Council.

**ARTICLE XIII**  
**Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the active members voting, in person or by proxy, provided that the substance of the alteration, amendment or repeal has been approved by the Council and submitted in writing to the membership not more than sixty (60) and not less than five (5) days prior to the date by which the same is to be considered.

**ARTICLE XIV**  
**Dissolution**

In the event of the dissolution of the Society, the Council shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Council shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XV**  
**Use of Electronic Communication**

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.