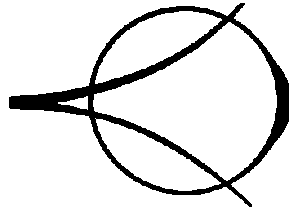


**ILLINOIS ASSOCIATION OF
OPHTHALMOLOGY**



Bylaws

As amended January 2014

BYLAWS
of the
Illinois Society of Eye Physicians & Surgeons
Amended June 9, 1999
Amended November 2, 2005
Amended October 26, 2011
Amended December 5, 2013
Amended January 28, 2014

ARTICLE I
Name and Purpose

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4 Section 1 - Name. The name of the association shall be the Illinois Society of Eye Physicians & Surgeons (“ISEPS”) a not-
5 for-profit corporation organized under the laws of the State of Illinois.

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7 Section 1.01 - Office and Registered Agent. The principal office of the association shall be a location as
8 determined by the Board of Directors. The registered office shall be maintained within the State of Illinois. The
9 registered agent shall be an individual or firm appointed by the Board of Directors.

10
11 Section 2 - Purpose. The purpose of ISEPS shall be as stated in the Articles of Incorporation.

12
13 Section 2.01 - Compliance. Notwithstanding any other provisions of these bylaws, ISEPS shall not carry on any
14 activities which are not permitted to be undertaken by a corporation exempt from Federal Income Tax under
15 Section 501(c)(6) of the Internal Revenue Code or the laws of the State of Illinois.

16
17 Section 2.02 - Financial Benefit. No part of the net earnings of ISEPS shall inure to the benefit of, or be
18 distributed to its members, directors, officers or other private persons except that ISEPS may be authorized and
19 empowered to pay reasonable compensation for services rendered and to make payments and distributions in
20 furtherance of the purposes as set forth in these bylaws.

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ARTICLE II
Membership

Section 1 - Eligibility. Membership in ISEPS shall be open to doctors of medicine or doctors of osteopathy who hold a
valid license to practice medicine in all its branches in the State of Illinois and who are actively engaged in the
practice of ophthalmology; doctors of medicine or doctors of osteopathy who are enrolled in an accredited
ophthalmology training program within the State of Illinois; doctors of medicine or doctors of osteopathy who are
retired from active practice in the specialty of ophthalmology; and others who in the opinion of the Board of
Directors have made significant contributions to the practice of ophthalmology in the State of Illinois.

Section 2 - Election to Membership. Anyone who meets the qualifications described in Section 1 of this Article shall, upon
application and payment of the application fee as prescribed by the Board of Directors, be considered for
membership. Such application shall be made to the Secretary on the form and in a manner determined by the
Board of Directors who shall then review the qualifications of applicants as described in Section 1. The Board of
Directors may consider all applications at any regular or special meeting of the Board and may grant or deny such
application by majority vote of those directors present and voting. In the event that an application is denied, the
application fee shall be refunded to the applicant in a timely manner.

Section 3 - Classes of Membership. Classes of Membership in ISEPS shall be as follows:

Section 3.01 - Active. Active members shall be those who are actively engaged in the practice of ophthalmology.
The Board of Directors may designate categories of Active members with corresponding dues rates.

Section 3.02 - Member in Training. Members in training are those who are enrolled in an accredited
ophthalmology residency training program or fellowship program in the State of Illinois.

Section 3.03 - Emeritus. Active members who have reached the age of 65 and who have retired from full-time
practice may apply to the Board of Directors for emeritus status. The retired member whose license to practice
medicine was in good standing at the time of retirement from active practice, shall not be disqualified from
continued membership by reason of loss of license due to retirement alone. Emeritus members shall not be eligible
to vote on matters coming before the members of the association, nor shall they be eligible to hold office.

Section 3.04 - Honorary. Individuals or organizations who, in the opinion of the Board of Directors, have made a
significant contribution to the profession of ophthalmology in Illinois, may be elected to honorary member status.
Honorary members shall not be eligible to vote on matters coming before the members of the association, nor shall

58 they be eligible to hold office.

59
60 Section 3.05 – Practice. Medical practices in Illinois which have one or more ophthalmologists as owners or
61 employees who are eligible for membership as described in Section 1 may apply for and be granted membership in
62 the association. When a Practice is admitted to membership in ISEPS , all of the ophthalmologists who are owners
63 or employees of that practice shall be considered Active members of ISEPS . In addition, the Practice may receive
64 certain benefits of membership as determined by the Board of Directors.
65

66 Section 4 - Dues and Assessments. Annual membership dues shall be established by a vote of the Board of Directors. Such
67 dues shall be payable on or before the last day of January of the calendar year for which they are payable.
68

69 Section 4.01 - Non-payment of Dues. In the event that a member fails to pay dues or a special assessment within
70 30 days after due and payable, the Treasurer shall notify the member of the delinquency and demand payment. If
71 the delinquent member fails to make payment within 30 days of such notice, membership privileges may be
72 suspended. Suspended members shall be reinstated upon payment of dues or assessments.
73

74 Section 4.02 - Assessments. Special assessments may be levied upon members by the Board of Directors. Such
75 assessments may be either mandatory or voluntary. In the event that a mandatory assessment is levied, then the
76 procedures as stated in Section 4.01 of this Article shall apply.
77

78 Section 4.03 - Discounts. The Board of Director may waive or establish different rates of dues for certain classes
79 or groups of members or individual members.
80

81 Section 4.04 - Application Fee. Member applicants shall be required to submit with their application a fee equal to
82 the first year dues for the class of membership sought and which shall be applied to any dues payable upon
83 approval of membership. In the event that an application is received after June 30 and before November 1, then
84 one-half of the dues shall be payable and credited to the current calendar year; application fees received after
85 October 31 shall be credited for the balance of the current calendar year and for the entire following calendar year.
86

87 Section 4.05 - Resignation or Expulsion of Members. Members who resign, are suspended, or are expelled from
88 the association shall not be eligible for any refund of dues.
89

90 Section 5 - Termination of Membership. Membership in the association shall be continuous, provided all dues and
91 mandatory assessments are timely paid, except under the following circumstances:
92

93 Section 5.01 - Resignation. A member may resign at any time by delivering to the Secretary or the Executive
94 Director a notice of intent to resign. Such resignations shall be effective immediately, but shall not relieve the
95 member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.
96

97 Section 5.02 - Suspension. Membership privileges shall be suspended in the event that a member's license to
98 practice medicine is restricted, revoked or otherwise limited. Normal membership status shall be reactivated
99 automatically upon notice to the Secretary or the Executive Director that the suspended member's license to
100 practice medicine has been restored. Suspended members shall not be liable for payment of dues or assessments,
101 and they may not vote or hold office.
102

103 Section 5.03 - Expulsion. A member may be expelled from the association for good cause upon a vote of two-
104 thirds (2/3) vote of the directors present and voting at a properly constituted meeting of the Board of Directors.
105 Good cause shall include: (a) conduct on the part of a member that seriously impairs the ability of the association
106 to function effectively in furtherance of the purpose for which it is organized or which brings discredit to the
107 association; (b) gross misconduct of a member in relation to the association, to the profession of ophthalmology, or
108 the public at large; or (c) conviction of violation of any law or regulation of the State of Illinois, any other state, or
109 the United States relating to the practice of medicine or a crime of moral turpitude. Before taking action,
110 procedures for expelling a member shall be adopted by the Board of Directors and must provide for due process
111 and fair hearing.
112

113 Section 6 - Voting Rights. Active members and members in training shall be entitled to one vote on each matter submitted
114 for a vote of the membership.
115

116 **ARTICLE III**

117 **Board of Directors and Officers**

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120 Section 1 - General Powers and Responsibilities. The affairs of the association shall be managed by or under the direction
121 of the Board of Directors.
122

123 Section 1.01 - Responsibilities of Directors and Officers. All members of the Board of Directors and officers of
124 the association shall act in good faith for the best interests of the association.
125

126 Section 1.02 - Acting as a Spokesperson. When asked to speak on behalf of the association in any public or

private forum, directors and officers shall not attempt to use their position for personal benefit or financial gain. Directors and officers shall not represent personal views or opinions as those of the association, nor shall they give the appearance of acting as a representative of the association without the approval of the Board of Directors, Executive Committee or authorized officers.

Section 2 - Qualifications. All directors and officers shall be voting members in good standing of the association, and they shall adhere at all times to applicable federal and state laws and the policies of the association.

Section 3 - Officers. The officers of ISEPS shall be President, Vice President, Secretary and Treasurer. Their duties and responsibilities shall be as follows:

Section 3.01 - President. The President shall be the principal executive officer of the association and shall preside at all meetings of the Board of Directors and the Executive Committee. In addition, he/she shall supervise and direct the affairs of the association and may, unless otherwise limited by the Board of Directors or by statute, execute contracts and sign documents on behalf of the association. The President shall be an *ex officio* member of all committees. In addition to the foregoing duties, the President shall lead strategic development efforts and public information activities for the association.

Section 3.02 - Vice President. The Vice President shall assist the President in the management of the association and, upon completion of the President's term of office, automatically succeed to the office of President. In the event of death, absence, resignation, removal or incapacity of the President, the Vice President shall act for and assume the duties of the office of President. The Vice President shall serve as the primary liaison to other medical societies in Illinois and shall carry out any other duties as may be designated by the Board of Directors.

Section 3.03 - Secretary. The Secretary shall be the custodian of all official records of the association, including but not limited to: (a) minutes of meetings of the membership and the Board of Directors; (b) corporate records, Articles of Incorporation, bylaws, regulations, and the seal of the corporation; and (c) the official membership roster. The Secretary also shall assure that all notices are given in accordance with these bylaws or as required by law; attest to the execution of all duly authorized documents; and perform all duties incident to the office of Secretary and other such duties as the Board of Directors may prescribe. The Secretary shall serve as Membership Coordinator with primary responsibility for recruitment and retention of members in the association.

Section 3.04 - Treasurer. The Treasurer shall be the chief financial officer of the association and, as such, have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for all monies due and payable to the association from any source whatsoever; deposit all such monies in the name of ISEPS, and account for all receipts and expenditures. The Treasurer shall, before the beginning of each fiscal year, present to the Board of Directors a proposed annual budget for the coming fiscal year. The Treasurer also shall assure that dues notices are sent to members and collections are accounted for according to the schedule adopted by the Board of Directors.

Section 3.05 - Executive Director. The Board of Directors may designate an individual to serve as executive director, acting as the chief operating officer of the association, to assist in carrying out the affairs of the association with such authority as may be designated by the Board of Directors. The officers of the association are empowered to delegate to the executive director one or more of their respective duties under the officer's supervision subject to review of the Board of Directors. However, such delegation does not relieve the officer from responsibility for the duty as described in this section. The executive director need not be a member of the association, and may be an employee or an independent contractor with compensation as determined by the Board of Directors. The President shall supervise the activities of the executive director.

Section 4 - Composition and Duties. The Board of Directors shall be composed of the following voting members: President; Vice President; Secretary; Treasurer; Immediate Past-president three at-large directors; Councillors to the American Academy of Ophthalmology; and a resident or fellow enrolled in an accredited ophthalmology training program within the State of Illinois. The Executive Director shall serve as a non-voting member of the Board of Directors.

Section 4.01 - Additional Board Members. In addition to the foregoing voting members of the Board of Directors, non-voting members of the Board shall include chairs of any committees appointed by the Board; Alternate Councillors to the American Academy of Ophthalmology; and Past-presidents of ISEPS. They may attend and participate in all properly constituted meetings of the Board of Directors subject to the provisions of Subsection 5.01, until they notify the Secretary of their desire to be removed from the meeting notification list, or resign their position.

Section 4.02 - Number of Offices Held. No person shall hold more than one office at a time, except by vote of the Board of Directors; however, the President may hold only that office and no other. Each individual Board member shall have only one vote, even if serving in multiple offices. Past-presidents other than those named in Section 4 of this Article, may be elected to and serve as officers or voting directors.

Section 4.03 - Regions. The Board of Directors may define specific boundaries of regions for the purpose of selecting at-large directors regionally or for other purposes.

196 Section 4.04 - At-large Directors. To the extent possible, at-large directors should represent diverse regions of the
197 state as determined by the Board of Directors. At-large directors also may be assigned functional duties of the
198 association such as (but not limited to) professional education, governmental affairs or health plan relations.
199

200 Section 4.05 – Illinois Medical Eye-PAC Chair. The chair of the Illinois Medical Eye-PAC shall be appointed by
201 the Board of Directors and shall serve until replaced by the Board. The PAC chair is a non-voting member of the
202 Board.
203

204 Section 5 - Terms of Office. Each officer shall serve a two-year term, and may be re-elected one time for a maximum of
205 four years of service; however, an officer filling a vacancy with an unexpired term of six months or less shall be
206 eligible to serve two full terms in the office in addition to the unexpired term of his/her predecessor. At-large
207 directors shall serve three-year terms for a maximum of two terms, and the terms shall be staggered so that one at-
208 large director term expires each year. Terms for AAO Councillors shall be as defined by the American Academy
209 of Ophthalmology. The resident/fellow representative shall have a renewable term of one year and may continue
210 to serve only while enrolled in an accredited residency or fellowship program. The term of office shall be
211 according to the calendar year, except that the resident/fellow representative term shall begin on July 1 and end on
212 June 30. Officers and directors shall serve until their successor is chosen or elected and qualified or until death,
213 resignation or removal.
214

215 Section 5.01 - Attendance. Officers and directors, including additional board members as described in Section
216 4.01 of this Article, shall be deemed to have vacated their office if they are absent from three or more consecutive
217 meetings of the Board of Directors. The Executive Committee may waive this requirement for good cause.
218

219 Section 5.02 - Removal. When a director or officer has been elected by the membership, such director or officer
220 may be removed from office, with or without cause, only by the affirmative vote of two-thirds (2/3) of the
221 membership votes present and voted, either in person or by electronic ballot, and after written notice, stating that a
222 purpose of the meeting or electronic ballot is to vote upon the removal of one or more officers or directors named
223 in the notice. All other directors, except duly chosen AAO Councillors, may be removed with or without cause,
224 upon the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting, after at least 20 days'
225 written notice, stating that a purpose of the meeting is to vote upon the removal of one or more directors named in
226 the notice. Such removal shall not bar the director or officer from seeking election to any office in the association
227 provided he/she is otherwise qualified to serve.
228

229 Section 5.03 - Resignation from the Board. A member of the Board of Directors may resign from the board by
230 delivering notice to the President, the Secretary or the Executive Director.
231

232 Section 6 - Election. All officers and directors of the association, except those named pursuant to Section 4.01, shall be
233 elected by a vote of the membership, either at an annual meeting of the membership, or by mail or electronic ballot,
234 in a manner as determined by the Board of Directors provided that such election is concluded no later than
235 December 15 each year. AAO Councillors shall be selected in accordance with the rules and bylaws of the
236 American Academy of Ophthalmology.
237

238 Section 6.01 - Nominations. The Nominating Committee shall, no later than November 15 of each year, nominate
239 one or more qualified members for each vacancy in elected office resulting from expired terms or for other reasons.
240 Nominations also may be submitted from the membership, provided that such nominations are received by the
241 Secretary no later than November 15 and are signed by at least five (5) voting members of the association. In the
242 event that AAO Councillors are required to be chosen by a vote of the membership, then the Nominating
243 Committee shall propose one or more qualified persons in accordance with the bylaws and rules of the American
244 Academy of Ophthalmology. No later than December 1, the Board of Directors shall confirm the slate of
245 candidates to include those proposed by the Nominating Committee and any other candidates properly submitted
246 by the general membership.
247

248 Section 6.02 -Vacancies. In the event that a vacancy occurs in any office of the association by reason of death,
249 disability, resignation, disqualification, expulsion, or for any other reason, the Board of Directors shall elect a
250 successor from among nominees submitted by members of the Board to fill the unexpired term.
251

252 Section 7 - Meetings and Rules of Order. The Board of Directors shall meet at least annually. Meetings of the Board may
253 be in person, by teleconference, by other electronic means allowing for all members to participate in the meeting,
254 or a combination thereof.
255

256 Section 7.01 - Quorum. A quorum for the transaction of business shall be a majority of the voting members of the
257 Board of Directors.
258

259 Section 7.02 - Notice. Notice of any meeting of the Board of Directors shall be given at least five (5) days in
260 advance by written notice sent by U.S. mail, messenger or facsimile transmission to the director's mailing or
261 business address or by electronic communication. Neither the business to be transacted at, nor the purpose of any
262 regular or special meeting of the board need be specified in the notice, unless specifically required by law or by
263 these bylaws.
264

265 Section 7.03 - Special Meetings. A special meeting of the Board of Directors may be called by or at the request of
266 the President or any four (4) directors.
267

268 Section 7.04 - Proxy Votes. Members of the Board of Directors who are unable to attend a meeting of the Board
269 may give their proxy to another voting member of the Board. Such proxy shall be in signed in writing or by
270 transmitted email sent to the person receiving the proxy. The proxy must state the name of the voting board
271 member authorized to cast votes on behalf of the absent member, the date of the meeting for which a proxy is
272 given, and whether such proxy is granted for any issues coming before the Board for a vote at that meeting or is
273 limited to a specific subject or matter. However, a proxy may not be granted when voting on amendments to the
274 bylaws or on any issue requiring a supermajority vote of the board. A copy of the proxy must be sent to the
275 executive director at least 24 hours before a Board meeting. and shall be entered into the minutes of the meeting
276 for which a proxy is given.
277

278 Section 8 - Indemnification and Liability of Directors. No director or officer of the association shall be personally liable for
279 monetary damages resulting from the exercise of judgment or discretion in connection with the duties or
280 responsibilities of such director or officer unless the act or omission involved willful or wanton conduct. Each
281 officer and director of the association shall be indemnified and held harmless for all official actions taken and for
282 all failures to take action in connection with the officer's or director's official duties to the fullest extent as
283 permitted under law, except for the officer's or director's gross negligence, willful misconduct or criminal acts or
284 omissions. Such indemnification shall include claims, demands, liabilities, losses, damages or expenses, of any
285 kind and nature, including judgments, interest and attorney fees and all other reasonable costs, expenses and
286 charges.
287

288 Section 8.01 - Bonding. The Board of Directors may require, at the expense of the association, a good and
289 sufficient surety bond from any officer, director, employee or agent which the Directors deem advisable for the
290 faithful performance of their duties.
291

292 Section 9 - Compensation. Officers and members of the Board of Directors shall serve without compensation but may be
293 reimbursed for their reasonable and actual expenses necessarily incurred in the performance of their duties, except
294 that such reimbursement shall not include lost income resulting from discharging the duties of office. The Board
295 of Directors may establish rules relating to the reimbursement of officers and directors.
296

297 **ARTICLE IV**

298 **Standing Committees and Ad Hoc Committees**

301 Section 1 - Committee Membership. Except as otherwise provided for in this Article: the number and composition of
302 committees shall be determined by majority vote of the Board of Directors; the President shall appoint committee
303 members who shall serve until their successor is appointed; committee members may be removed upon majority
304 vote of the Board of Directors present and voting at any properly constituted meeting of the Board.
305

306 Section 2 - Manner of Operating. Unless otherwise provided in these bylaws or the resolution creating a committee, a
307 majority of committee members shall constitute a quorum. Committees may fix their own time and place of
308 meetings, within the budget assigned to the committee, and agenda, provided that such items of business are within
309 the jurisdiction of the committee as stated in Section 4 of this Article.
310

311 Section 3 - Committees of the Board. The following committees of the Board are established:
312

313 Section 3.01 - Executive Committee. The Executive Committee shall consist of the President, who serves as
314 chairman, the Vice President, Secretary, Treasurer and the Immediate Past-president. The Executive Director shall
315 serve as a non-voting member of the committee. The Executive Committee is responsible for overseeing the
316 ongoing management of the association and is vested with authority to transact business between meetings of the
317 Board of Directors unless otherwise prohibited by law or these bylaws. The Executive Committee shall meet at the
318 call of the President or a majority of its members. A quorum shall be three voting members.
319

320 Section 3.02 - Nominating Committee. The Nominating Committee shall consist of the Immediate Past-president,
321 who shall serve as chair, the current president and one other voting member of the Board of Directors selected by
322 the Board. The Nominating Committee is responsible for proposing one or more candidates for elective offices of
323 the association. The Committee shall carry out those duties as described in Article III, Section 6.01 of these
324 Bylaws.
325

326 Section 3.03 - Illinois Medical Eye-PAC. The Illinois Medical Eye-PAC is responsible for soliciting monetary
327 contributions from members of the association and others qualified under state law to make such contributions, and
328 to direct the expenditure of funds to qualified political committees in support of candidates for public office. The
329 Chair of the PAC shall be appointed by the Board of Directors and the Treasurer of the PAC shall be the Executive
330 Director unless another individual is appointed by the Board to serve in that capacity. A statement of organization
331 for Illinois Medical Eye-PAC and any other reports required under state or federal law shall be filed with the
332 Illinois State Board of Elections or other entities as may be necessary. Procedures for approving expenditures from
333 the PAC shall be adopted by the Board of Directors.

334 Section 4 - Ad Hoc Committees and Workgroups. The Board of Directors may establish, by majority vote, certain ad hoc
335 committees or workgroups its deems necessary to carry out the business of the association. The motion
336 establishing such committees shall specify the duties and responsibilities, number and composition of members,
337 and a time by which the committee shall be subject to termination or renewal. The President shall appoint a
338 committee chair, who is not a voting member of the Board of Directors but may attend and participate in meetings
339 of the Board.
340

341 **ARTICLE V**
342 **Meetings and Votes of the Members**
343

344 Section 1 - Meetings. An annual business meeting of the membership shall be held at a time and place, and in a manner as
345 determined by the Board of Directors. Any meeting of the membership may be held in person, by teleconference
346 or by other electronic means as determined by the Executive Committee.
347

348 Section 1.01 - Quorum. Ten percent (10%) of the voting members of the association shall constitute a quorum for
349 the purpose of transacting business.
350

351 Section 1.02 - Notice. A notice of the time, place, and manner of all meetings of the general membership shall be
352 at least twenty (20) days before the date of the meeting to the address (either physical or electronic) of each
353 member as listed in the records of the association. Such notice need not state the purpose of the meeting or list any
354 items of business to be considered, unless specifically required by law. Notices of membership meetings may be
355 made by U.S. Mail or by electronic means in a manner determined by the Executive Committee.
356

357 Section 1.03 - Order of Business. The order of business at any duly constituted meeting of the membership shall
358 be set by the President.
359

360 Section 2 - Voting. Each voting member in good standing shall be entitled to one vote. For the transaction of any business
361 coming before the membership, including election of officers and directors, voting may be in person at a duly
362 constituted meeting of the membership, or by mail or electronic ballot in a manner determined by the Board of
363 Directors. Proxy voting shall not be permitted on any matter presented for a vote to the general membership.
364

365 **ARTICLE VI**
366 **Finances**
367

368 Section 1 - Fiscal Year. The fiscal year of the association shall be the calendar year unless otherwise specified by majority
369 vote of the Board of Directors.
370

371 Section 1.01 - Annual Budget. The Treasurer shall submit, and the Board of Directors shall approve, an annual
372 budget listing anticipated revenues and expenditures of the association for the next fiscal year. The annual budget
373 shall be approved by the Board of Directors no later than the start of the fiscal year.
374

375 Section 2 - Books and Records. The association shall keep correct and complete books and records of its accounts. Audits
376 of the financial records of the association may be conducted at times and in a manner as directed by the Board of
377 Directors at the expense of the association.
378

379 Section 3 - Contracts. The Board of Directors may authorize any officer or officers or agent, including the executive
380 director of the association, to enter into any contract or execute and deliver any instrument in the name of and on
381 behalf of the association, and such authority may be general or confined to specific instances.
382

383 Section 4 - Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of
384 indebtedness issued in the name of the association shall be signed by such officer or officers, or their designees, as
385 from time to time may be determined by the Board of Directors.
386

387 Section 5 - Deposits. All funds of the association not otherwise employed shall be deposited in a timely fashion to the
388 credit of the association in such banks, trust companies or other depositories as the Board of Directors or the
389 Executive Committee may authorize.
390

391 Section 6 - Loans. No loan may be contracted on behalf of the association nor any evidence of indebtedness issued in its
392 name except upon approval by two-thirds of the entire Board of Directors. Short term charge accounts may be
393 established in the name of the association without a vote of the Board to efficiently manage the day-to-day
394 business of the association.
395

396 Section 7 - Contributions and Gifts. The Board of Directors may accept on behalf of the association any contribution, gift,
397 bequest or device for general purposes or for any special purpose of the association.
398

399 Section 8 - Use of Funds and Dissolution. The association shall use its funds only to accomplish the objectives and
400 purposes specified in its Articles of Incorporation, and no part of the funds shall inure to or be distributed to the
401 members of the association. Upon dissolution of the association, any funds remaining shall be distributed to one or
402

403 more regularly organized and qualified organizations operated exclusively for charitable, educational or scientific
404 purposes, to be selected by the Board of Directors.
405

406 **ARTICLE VII**
407 **Amendments, Policies, Procedures and Dissolution**
408

409 Section 1 - Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of
410 the Board of Directors by the affirmative vote of two-thirds (2/3) of the directors present and voting.
411

412 Section 2 - Policies and Rules of Procedure. The Board of Directors may adopt policies and rules of procedure as it deems
413 necessary; however, procedures governing all meetings of the association shall be consistent with Robert's Rules of
414 Order.
415

416 Section 3 - Dissolution. Dissolution of the corporation may be effected only upon the affirmative vote of two-thirds (2/3) of
417 the members of the association casting ballots on the question.
418