



Society for the
Neural Control of Movement

BY-LAWS
OF
THE SOCIETY FOR THE
NEURAL CONTROL OF MOVEMENT

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Article I. STATEMENT OF PURPOSE

Section 1 Specific Objectives and Purposes

The Society for the Neural Control of Movement (the “Corporation”) serves as a forum for scientists, physicians, and educators who are bound by a common interest in the structural and functional neural systems that underlie the control of movement, and in disorders of these systems.

Section 2 Charitable Purposes

The Corporation was formed to perform charitable purposes as defined by the provisions of the General Not for Profit Corporation Act of 1986, adopted by the State of Illinois with effect from January 1, 1987, and thereafter amended, (the “Act”) and Section 501(c)(3) of the Internal Revenue Code of 1954, as now enacted or as hereafter amended, (the “Code”) including but not limited to the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue code, or corresponding sections of any further tax code. The Corporation has been organized exclusively for scientific, educational, or charitable purposes within the meaning of the Code and the Act, including, without limitation, to promote the exchange of scientific information by way of conferences and other interactions among professional colleagues related to these common interests. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article II. MEMBERS

Section 1 Designation of Members of the Corporation

The Corporation shall have two (2) classes of members: Regular Members and Student Members.

(a) Regular Members. Any person who has done research relating to movement and/or its control by the nervous system is eligible to be a Regular Member. Applications shall comply with the procedures defined by the Board of Directors.

(b) Student Members. Students enrolled in a degree-granting program at an institution of higher education are eligible to apply for Student Membership. Student Membership shall terminate at the end of the first membership year in which the student is able to apply for Regular Membership, which shall be

in the calendar year following completing or otherwise leaving the degree granting program. Student Members shall not be eligible for election as an Officer or Director, but shall have a right to vote at elections.

(c) Each Regular Member and Student Member shall pay annual dues in the amount established by the Board of Directors.

Section 2 Members in Good Standing

A person shall become a Member in good standing upon approval of the application for membership and payment of all financial obligations then due for such membership. A Member shall remain in good standing until such time as the President shall terminate said participation for failure to pay outstanding obligations or for conduct deemed inconsistent with the purpose and objectives of the Corporation.

Section 3 Participation in Corporation by Non-Members

The Board of Directors may establish rules and procedures for non-members to participate in meetings and events of the Corporation. Such non-members shall not have any right to vote, hold office, or be a Director.

Article III. DIRECTORS AND BOARD OF DIRECTORS

Section 1 Management of the Corporation

The Corporation shall be managed by the Board of Directors consisting of twelve (12) members elected to be Directors as set forth below, and the Officers, defined in Article IV below. The purpose of the Board of Directors is to set the policies of the Corporation and delegate to the Officers the day-to-day operation of the Corporation. Reference herein to the “Board” shall mean the Directors and Officers comprising the Board of Directors. Reference herein to the “Directors” shall mean the Directors elected to the Board. Reference herein to the “Officers” shall mean Officers as defined by Article IV, below.

Section 2 Election of Directors

(a) The Directors shall be elected by a vote of the members of the Corporation, and shall serve until the expiration of their term of office, and a successor has been elected and qualified. Each year, there is an election of four (4) Directors so that there is always a two-thirds ($\frac{2}{3}$) majority with prior experience as Directors. Voting may be by electronic means, such as e-mail or other internet options, pursuant to procedures approved by the Board of Directors.

(b) Each Director is expected to assume his or her duties as a Director, which shall be at the Annual conference, generally held in the Spring of each year.

Section 3 Term of Office

The term of a Director shall be for a period of three (3) years. There shall be a two-term (2) limit on the number of successive terms an individual Director may serve. After a former Director has had a minimum of one (1) year after the anniversary of the expiration of two (2) consecutive terms, a member may be reconsidered for election as a Director.

Section 4 Action of the Board

The vote of a majority of the Board present at the time of the vote, presuming there is a quorum present at the meeting, shall be the act of the Board, except as provided in Section 6, below, and Article IV, Section 4, below. Each Director present shall have one (1) vote. However, the Board, at its sole discretion, may authorize a proxy vote on issues for those members of the Board who are unable to attend a specific meeting, whether special or regular, on which it anticipates the need to make a decision in the near future. A proxy shall mean that a Director or Officer may vote in writing in advance of the meeting, or authorize, in writing, that another member of the Board may vote on his or her behalf.

Section 5 Newly Created Directorships and Vacancies

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of a majority of the Officers, as defined in Article IV, below. If the number of Officers, as defined below, then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Officers then in office or by a sole remaining Officer. A person elected to fill a vacancy on the Board shall hold office for the remainder of the term of the Director being replaced, and that time shall not be considered toward the two consecutive term limit addressed below.

Section 6 Removal of Directors

Directors may be removed from office, with or without cause, at any Board meeting but shall require an affirmative vote of two-thirds ($2/3$) of the then sitting full Board irrespective of how many members of the Board are physically present at the meeting.

Section 7 Resignation

Any Director may resign effective upon giving written notice to the President or other officer. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof the President or other officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 8 Quorum for Meetings

A majority of the entire Board (12 Directors plus 4 Officers) shall constitute a quorum for the transaction of business or of any specified item of business. Any meeting of the Board at which less than a quorum attends is valid if the minutes of that meeting or the transactions of the Board are approved at a subsequent meeting at which a quorum is present.

Members of the Board may attend meetings via telephonic or electronic means, if approved in advance by the Board. The goal is not to provide a disincentive to attend meetings, but to allow for attendance and participation by members of the Board who are unable to physically attend such meeting. It is believed that the Corporation will benefit and the Board will better serve the Corporation if more members of the Board participate in Board meetings.

Section 9 Meetings

Considering that the members of the Board come from different, and in some cases distant locations, the Board shall hold its meetings at the NCM annual meeting, and at potentially other commonly attended meetings, the location of which vary. The Board must meet at least annually for regular business meetings.

Section 10 Notice of Meetings

Regular meetings of the Board may be held without notice at such time and place, as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Directors and Officers and may be called by the President and Conference Chair upon three (3) days notice to each Director and Officer either personally or by mail; special meetings shall be called by the President and Conference Chair or by the Vice President and Program Chair on written request of two (2) Directors or Officers. Notice of a meeting need not be given to any Director or Officer who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her.

Section 11 Budget

The Board shall cause to have the preparation and approval of the budget on an annual basis at least 30 days before the end of the calendar year.

Section 12 Purchases

Purchases for the Corporation's initiative are directed by the Board per the approved annual budget. Purchases shall be made by the Officers pursuant to the annual budget, except that decisions as to specific purchases shall be made by the Officers, except that the Board must approve any purchases over \$10,000.00, by a majority vote of the Board with a majority of then sitting members of the Board required for a quorum. The Officers are to account to the Board for all purchases and liabilities.

Section 13 Participation

(a) Directors of the Corporation are expected to attend annual meetings and participate in all official proceedings, including those that occur during the annual meetings as well as during the year (e.g. evaluation and selection of meeting sessions, and other consultative and voting actions necessary for the Corporation's functions), as designated by the Officers of the Corporation.

(b) It is acknowledged that events might preclude participation on occasion. However, a Director who is absent from a substantial number of meetings in a term, or does not participate in official duties noted above, will be removed from consideration for re-election and/or replaced, given a two-third (²/₃) majority vote as required by Section 6, above.

Section 14 Election Chair

The Secretary/Treasurer shall act as Election Chair, to be in charge of the election of Officers and Directors for the following year's elections, except that if the then current Secretary/Treasurer is up for election or re-election for any office or a position as a Director, then in that event the President shall act as Election Chair for that election, or the Officers may appoint a proxy, who is not currently on the ballot, to act as Election Chair.

Article IV. OFFICERS

Section 1 Designation of Officers

The Officers of the Corporation shall be a President and Conference Chair, a Vice-President and Program Chair, a Secretary/Treasurer, and an Academic Development Chair. The Board of Directors may have

other officers as it may determine, each of whom shall have such duties, powers and functions as hereinafter provided. No one person may hold more than one office at any one time. This does not preclude the ability of the President and Conference Chair, or his/her successor, in an emergency to fill a vacancy on an emergency basis and to appoint a current Officer to temporarily act for another Officer.

Section 2 Qualifications

To be eligible for election as an Officer, each candidate must be either be a current Officer, a current Director for at least two (2) years, or a previous Director for one (1) full term. Any Director or member of the Corporation who meets this criterion may serve as an Officer of this Corporation.

Section 3 Election and Term of Office

(a) All Officers shall be elected to hold office by the Board. Each Officer shall be considered a member of the Board, with a vote on the Board and as an Officer. Each Officer shall hold office for the term of three (3) years for which he or she is elected and until his or her successor has been elected and qualified. Each member is eligible for re-election for the office by a majority vote of the Board, except that no Officer may hold any one office for more than two (2) consecutive terms. After a former Officer has had a minimum of one (1) year after the anniversary of the expiration of two (2) consecutive terms, a member may be considered for election or re-election for that office.

(b) The election for an Officer who will vacate his or her office because of the two (2) term limit, or for any other reason which is anticipated, shall be held one (1) year in advance of the expiration of the then current Officer's term.

(c) Elections for Officers shall be staggered such that every third year there is no Officer whose term will expire. In year number 1 (x year), the President/Conference Chair and the Secretary/Treasurer shall be elected. In year number 2 (x + 1), the Vice-President/Program Chair and the Academic Development Chair shall be elected. In year number 3 (x + 2), there shall be no office up for election. The Board may vote to either extend or shorten certain terms to allow for the staggering of offices.

(d) Each Officer-Elect shall serve on the Board for one (1) year prior to taking office for the office to which he or she was elected. To facilitate this and to promote smooth transitions of Officers and Directors, the elections for each office shall take place one (1) year advance of when the officer is expected to assume his or her elected position, which shall be at the Annual conference, generally held in the Spring of each year. No Officer-Elect shall have a right to vote on either the Board or as an Officer.

Section 4 Removal of Officers

Any Officer elected or appointed by the Board may be removed from office, with or without cause, at any Board meeting by the affirmative vote of two-thirds ($\frac{2}{3}$) of the then sitting full Board irrespective of how many members of the Board are physically present at the meeting.

Section 5 Resignation

Any Director may resign effective upon giving written notice to the President and Conference Chair or other officer of the Corporation. Unless other specified in the notice, the resignation shall take effect upon receipt thereof the President and Conference Chair or other officer of the Corporation, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a majority vote of the Officers at a regular or special meeting of the Officers. A person elected to fill a vacancy of any office shall hold office for the remainder of the term of the Officer being replaced, and that time shall not be considered toward the two consecutive term limit addressed above.

Section 7 President and Conference Chair:

The President and Conference Chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The President shall:

- Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors.
- Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors.
- Make committee appointments.
- Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.
- Be responsible for the general organization and management of NCM Annual Conferences, including location and facilities, special activities (opening reception, banquet, tours, etc.).

- Be responsible for communication with the NCM Board and membership, including oversight of the NCM web page, as well as leadership of board meetings and the Annual Business Meeting.
- Participates or designates NCM representation at other professional organizations, as well as in other leadership forums.
- Maintaining and amending legal aspects and documents of NCM policies, operations and structures.

Section 8 Vice-President and Program Chair:

- Responsible for organizing the scientific content of the Conference, including the selection of sessions and contributions to the meeting, consultation with the Board, and preparation of the Program.
- Co-organizes the annual Scholarship Program, including the evaluation and selection of recipients.
- Becomes Acting President when the President is unavailable.

Section 9 Secretary-Treasurer:

- Responsible for overseeing the financial status of NCM (dues, conference fees, tax returns, etc.).
- Responsible for maintaining the minutes of Board Meetings and other official discussions.
- Providing an annual financial report.
- Managing elections.
- Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records.

- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.
- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- Prepare records or cause records to be prepared and arrange for an annual independent audit by end of first quarter each year.
- Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him or her from time to time by the Board of Directors.

Section 10 Academic Development Chair:

- Responsible for fundraising and coordinating the participation of outside organizations and vendors.
- Raises support through grant applications to NIH and others.
- Co-directs the NCM Scholarship Program.
- Responsible for support and development of NCM academic and educational programs.

- The Academic Development Chair shall not have any authority to sign checks on behalf of the Corporation.

Section 11 Officers

Together, the offices described in Sections 7 through Section 10, inclusive, shall form the Officers of the Corporation. The Officers select the site of annual and other meetings and their structure, including satellite meetings. Each Officer shall have a single vote. In the event of a deadlock, the vote shall go to the entire Board.

Section 12 Participation

(a) Officers of the Corporation are expected to attend annual meetings and participate in all official proceedings, including those that occur during the annual meetings as well as during the year (e.g. evaluation and selection of meeting sessions, and other consultative and voting actions necessary for the Corporation's functions), as designated by the Officers of the Corporation.

(b) It is acknowledged that events might preclude participation on occasion. However, an Officer who is absent from a substantial number of meetings in a term, or does not participate in official duties noted above, will be removed from consideration for re-election and/or replaced, pursuant to paragraph 4, above.

Section 13 Purchases

Purchases shall be made by the Officers pursuant to the annual budget, as approved by the Board. Decisions as to specific purchases shall be made by the Officers, except that the Board must approve any purchases over \$10,000.00. Checks may be signed by any Officer with signing privileges. The President and Conference Chair, the Vice-President and Program Chair, and the Secretary/Treasurer shall have signing privileges on the Corporation's checking account, have possession of credit cards of the Corporation and authority to use them without advanced permission, provided that the purchase is for less than ten thousand dollars (\$10,000.00), and account to the Board for all purchases and liabilities. The President and Conference Chair, Vice-President and Program Chair, and Secretary/Treasurer shall each sign a signature card with the banking institution of the Corporation. The officers shall arrange for the banking and credit card statements to accessible to each officer either online or by hard copy.

Article V. COMMITTEES

Section 1 Committees

The Board, by resolution adopted by a majority of the entire Board, may designate committees, each consisting of at least one Director. Each committee shall serve at the pleasure of the Board. Committees are for the purpose of exploring and/or pursuing financial and operational matters.

Section 2 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are consistent with the provisions of these Bylaws, except that, considering that committee members may be located at different locations around the country, and possibly internationally, these By-laws specifically authorize committees to meet electronically, and to electronically communicate with interested parties and committee members.

Article VI. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, except in the ordinary course of business.

Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by two (2) of the following Officers, either the President and Conference Chair, Vice-President and Program Chair, or the Secretary/Treasurer 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 Officers may select.

Section 4 Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this Corporation.

Article VII. POWERS

To accomplish the purposes stated in Article I, the Corporation shall have and may exercise any and all powers now or hereafter conferred by the laws of the State of Illinois upon corporations not for profit, provided that:

Section 1 Limitations of Activities

(a) Notwithstanding any other provisions of the Articles, the Corporation shall not have nor exercise any power nor carry on any activities not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or as hereafter amended, or by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, as now enacted or as hereafter amended.

(b) No part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent allowed to an eligible Section 501(c)(3) organization to make expenditures to influence legislation and electing to do so; nor shall the Corporation in any manner or to any extent participated in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Illinois

(c) The Corporation shall not engage in any activity contrary to its nonprofit purpose as designated by the State of Illinois, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as “prohibited” under Section 503 of the Internal Revenue Code of 1954, as now enacted or as hereafter amended.

(d) The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this Corporation shall be used, nor shall this Corporation ever be organized or operated for purposes that are not exclusively

religious, charitable, scientific, or educational within the meaning of Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or hereafter amended.

Section 2 Compensation for Duties

(a) Many duties and operations related to the Corporation are of sufficient burden as to justify compensation to those so engaged. These include the following:

- Development and management of the annual meeting program and scholarships requires effort by an office staff-member (10% effort for the year) under the Vice President. That individual will also attend the meeting to serve on-site duties, including help in registering attendees and other related tasks arising at the annual meetings, as determined by the Officers.
- On-site A/V support is provided by a graduate student or post-doc, selected by the Officers, who will receive all attendance and travel costs for the annual meeting.
- Reasonable allowance for actual expenditures or services actually made or rendered to or for this Corporation.

(b) **Benefits of Director and Officer Participation:** Members of the Board receive priority for desirable room assignments at annual meetings. Where possible, registration and payment for a basic room at a meeting of the Corporation will be upgraded automatically at no additional cost to the Directors or Officers.

(c) **Financial Support for Site Visits:** A critical job of the President is to evaluate and recommend future meeting sites. This will require multiple site visits by the President or a designate. Such visits will be paid to the extent possible by the Corporation. Every attempt should be made to couple site visits with other travel plans to reduce costs. However, it is understood that there are instances where a specific trip is necessary for site inspection, the Corporation will finance these visits only as its budget and funds allow.

Section 3 Prohibitions

Neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among members, directors or trustees, officers or other private persons; provided further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or hereafter amended.

Article VIII. DISSOLUTION

In the event of termination, dissolution, or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organizations described in Section 501(c)(3) of the Federal Internal Revenue Code of 1954, as now enacted or hereafter amended, as selected by the Board of Directors, and such distributions shall not inure to the benefit of any officer, Director, member, agent, or employee of the Corporation.

Article IX. AMENDMENTS

The Certificate of Incorporation and these Bylaws may be added to, amended or repealed by a two-thirds (²/₃) vote of the entire sitting Board at any regular meeting or at any special meeting called for that purpose.

Article X. ACCOUNTING YEAR

The corporation's accounting year shall be from January 1 to December 31.

Article XI. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article XII. ADOPTION OF BYLAWS

The foregoing Bylaws being ratified and adopted by a regular meeting of the Board held on the _____ day _____ of _____, 2008, at _____, the same being so ratified and adopted by the unanimous consent of the Board.

Dated: _____

Secretary/Treasurer