

# **ASSOCIATION FOR GLYCOGEN STORAGE DISEASE**

## **BYLAWS**

### **I**

#### **NAME**

The name of the organization is Association for Glycogen Storage Disease. It shall be incorporated under the provisions of the laws of the State of Iowa, pursuant to provision of Section 501(c)(3) of the Internal Revenue Code for the purpose of non-profit corporation recognition.

### **II**

#### **FUNCTIONS**

The Association for Glycogen Storage Disease (AGSD) is a patient advocacy organization dedicated to protecting and promoting the best interest of all persons affected by the glycogen storage disease. AGSD is incorporated under the provision of the laws of the State of Iowa, pursuant to provisions of Section 501(c) (3) of the Internal Revenue Code for the purpose of nonprofit corporate recognition.

- AGSD is committed to the identification, treatment, and cure of glycogen storage disease through programs of education, advocacy, research, and patient services.
- AGSD acts as a vehicle of communication on glycogen storage disease related matters and to publish and distribute such material to all members of the organization, as well as others whom does the disease impact, but are not members of the organization.
- AGSD promotes the establishment and improvement of facilities and the management of such facilities for the treatment, study, education, shelter, recreation, recuperation and other general benefit to individuals impacted by glycogen storage disease and their families.
- AGSD acts as a clearinghouse for scientific, education, and charitable activities related to the disease.

### **III**

## **AREAS OF OPERATION and ETHICAL GUIDELINES**

The areas of operation are not restricted to any location in any State of the United States or any foreign country. AGSD does not and shall not discriminate based on race, color, religion, gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation or military status in any of its activities or operations.

Ethical guidelines for Industry interaction - AGSD engages with industry to advance the development of therapies and improve patient's lives and care, while maintaining independence and neutrality as an independent organization. AGSD fosters research by all stakeholders, including pharmaceutical companies. AGSD enumerates the criteria for evaluating corporate relationships including mission-related benefit, independence and control, consistency with mission, income balance, and privacy.

#### **Company Engagement:**

AGSD board members and members of the Scientific Advisory Board will disclose all relationships with companies with whom the organization engages and will annually sign a statement agreeing to the organizations Conflict of Interest

#### **Financial Contributions:**

AGSD can accept donations from pharmaceutical companies; however, AGSD board members and staff may not receive honoraria to speak on behalf of the organization. Travel expenses incurred to participate in disease-awareness activities may be reimbursed directly to the individual or the organization.

#### **Clinical Trial and Approved Therapy Communication:**

AGSD shall exercise reasonable efforts to disseminate information about clinical trials that are provided by the pharmaceutical company as being accurate without addition commentary or opinion that may influence an individual's decision to participate in a clinical trial or that may change the meaning of the information. AGSD shall exercise reasonable efforts not to communicate in a manner that could be interpreted as advertising or promoting a drug or treatment that has not been approved by applicable agencies or authorities.

## IV

### MEMBERSHIP

#### A. Types of Membership:

The Association for Glycogen Storage Disease shall have the following types of membership:

- 1) Active Membership – Active Membership is open to all persons 18 years of age or older that are impacted by the disease. Active members enjoy the right to vote and hold office provided their application has been received by the Association by March 1<sup>st</sup>.
- 2) Honorary Lifetime Membership - Individuals designated to personal, professional, and humanistic service to this organization, will become honorary lifetime members. These individuals will have full active membership rights and would be able to participate in meetings at their discretion. The Board would choose these people.
- 3) Professional Lifetime Membership – Individuals who are health professionals and or scientists that are actively engaged in the treatment, research, or care of Glycogen Storage Disease. Professional lifetime members have an unlimited subscription and enjoy the rights to vote and serve on the board.

#### B. Application for Membership

Application for membership shall be made by completing an application either electronically or forwarding a completed application form to the Association. Applicants choosing to be voting members must have submitted their application by March 1<sup>st</sup>.

## V

### OFFICERS

#### A. Number

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer all of whom are active members and are elected by the active membership. Each candidate shall have previously served as a board member.

#### B. Election and Term of Office

The slate of candidates for each office shall be formulated by an Election Committee that certifies the qualification of each candidate and his/her willingness to accept the duties of the office sought. The slate of candidates shall initially be presented at the annual meeting, which immediately precedes the next election. At the time of this presentation, the President shall have the authority to accept additional nominations from the floor. An officer on the Board at that time shall certify that any nominations made are made from the list of active members with voting privileges.

Upon completion of the list of all candidates seeking office, the candidates will submit a brief biography less than 500 words to the Election Committee.

The term of all officers shall be three (3) years.

Each officer shall hold office until a successor to that office has been duly elected and instated (subject to conditions of section C). Each term of office shall begin on January 1 of the year following the election.

#### C. Vacancy of an Office

An office of the corporation shall become vacant if the officer holding the same becomes incapacitated or otherwise unavailable during the term of office or resigns the office through the submission of a formal letter of resignation to the Board of Directors of the corporation.

Any officer shall be subject to dismissal who fails to uphold the bylaws of the corporation and/or fails to carry out the duties as prescribed for the office held. In such case, if the Board of Directors receives any written complaints in regard to any officers of the corporation, the Board of Directors shall fairly evaluate the complaint(s) through the examination of evidence gathered from all parties concerned.

If, after examination of all evidence, the Board of Directors decides by majority vote that any officer is not carrying out the duties of his/her office in the best interest of the corporation, the Board may request the resignation of said officers by written letter. If the officer fails to resign by letter within one month of reception of the letter requesting resignation, the Board shall act unilaterally to dismiss the officer from further duties in the corporation.

D. Filling of Vacancies

A vacancy in any office during an unexpired term because of death, resignation, or dismissal may be filled by the Board of Directors for the unexpired portion of the term, except in the case of the Presidency. Vacancy in the Office of the President shall automatically be filled by the Vice-President.

E. President Ex-Officio

The immediate past President of the Organization shall become President Ex-Officio for 1 year as an advisor (non-voting) to the Board of Directors and the newly elected President as needed.

F. Compensation of Officers

No officer shall receive compensation for any services that he/she may render to the corporation in the capacity of officer. Each officer may be reimbursed for any actual expenditure reasonably incurred in connection with carrying out the business of the corporation. These reimbursements cannot exceed the allowable per diem rates for food and mileage set by the IRS. All other expenses will be reimbursed with actual receipts for the

expense. No Director, nor member shall be entitled to any salary or other compensation for services rendered by the corporation. Actual expenditures need prior Board approval and must be reasonably incurred in connection with the business of the corporation.

## VI

### DUTIES OF OFFICERS

#### A. President

1. Calls the annual meeting of the corporation and any other meeting deemed necessary.
2. Presides over annual meetings of the corporation and presents a report of the state of the corporation at the annual meeting.
3. Ensures that the agenda for the annual meeting is published publicly no later than 90 days prior to the meeting.
4. As the principal executive officer of the corporation, supervises the business affairs of the corporation, solicits, and appoints members to committees established to effectively carry out new programs or other functions of the corporation not specified delineated in the bylaws.
5. Authorizes, with the Board of Directors' approval, expenditure of corporation funds. Cosigns together with the Treasurer checks written against the corporation's funds for amounts equal to or greater than \$750.00.
6. Signs, together with the Secretary or any other officer of the corporation thereunto authorized by the Board of Directors, contracts or other instruments, which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to another officer or agent of the corporation, or shall be required by law to be otherwise signed or executed.
7. Performs all duties incident to the office of President and not specifically delegated to other officers of the organization. Performs such other duties as may be prescribed by the Board of Directors.

8. Appoints committee chairs for standing committees as decided by the Board.
9. Appoints a member to be parliamentarian from active membership for Board and member meetings.

B. Vice-President

1. In the event of the President's death or inability to act, or at the request of the President or Board of Directors, the Vice-President shall perform the duties of the President, subject to the powers and restrictions granted to the office of the President.
2. Assists the President at the annual meeting and any other meeting deemed necessary by the President or Board of Directors.
3. Performs such duties as may be assigned by the President and/or Board of Directors, and upon request may assist in the appointment and/or supervision of standing committees of the organization or other committees deemed necessary for the efficient functioning of the organization [i.e. Newsletter Committee, Publicity Committee, Ways & Means Committee, Election Committee, etc.]
4. Chairs the Conference Committee
5. The Vice President shall receive all sealed ballots or electronic ballots from the voting membership during elections and shall certify those who have voted and shall send sealed, unmarked ballots to the Election Committee for tabulation of results.

C. Secretary

1. Keeps minutes of the proceedings of the Board of Directors on permanent file.
2. Is the custodian of all papers, letters, and transactions of the corporation. Therefore, is responsible for filing such articles in a manner easily retrievable for reference as required by the Board of Directors.

3. Ensures new incoming officers and board members, especially the incoming secretary have access to historical documents via online archive.
4. Receives all membership applications electronic or via mail.
5. Assists Treasurer by depositing membership application related donations received with mailed application forms into AGSD national bank account. The Secretary shall provide the Treasurer with a detailed report of all deposits.
6. Reviews membership applications for completeness and appropriateness of membership level.
7. The Secretary creates, maintains and updates list of all members of the organization thorough membership management software, spreadsheets, etc.
8. Delegates to membership management committee any duties, as s/he feels fit. Except for the disposition of membership related donations.
9. If required by the Board of Directors, the Secretary shall post bond for the faithful discharge of his/her duties in such sum and with such sureties, as the Board of Directors shall determine.
10. The Secretary shall provide an itemized accounting of all deposits made to the Board.
11. Delegates to the Newsletter Editor: The assembling and distributing of the organization's newsletter to all members. Distributes all other notices to the membership as may be deemed necessary by the President or Board of Directors.
12. Delegates to the Election Committee to use the voting eligible membership list to assemble and distribute voting information and ballots to the active membership for all elections.
13. Performs all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

D. Treasurer

1. The Treasurer shall collect, receive, and manage the funds of the corporation at the discretion of the board. The Treasurer shall deposit such funds at banks, trust companies or other depositories designated by the Board of Directors and shall provide for the expenditure of such funds. The Treasurer shall be responsible for maintaining accurate records relative to the functions of the office as stipulated.
2. If required by the Board of Directors, the Treasurer shall post bond for the faithful discharge of his/her duties in such sum and with such sureties, as the Board of Directors shall determine.
3. In providing for the expenditure of the corporation's funds, the Treasurer and President or other officer designated by the Board of Directors shall each sign any checks (or otherwise by electronic means) drawn on the corporation's funds for amounts of \$750.00 or more.
4. The Treasurer's duty will be to prepare and furnish the source documents for any report on a quarterly basis to the President and Vice President. If either or both are incapacitated or otherwise absent, the Board will select a different person or persons to receive the source documents.
5. In general, The Treasurer shall perform all of the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors in writing.

## **VII**

### **BOARD OF DIRECTORS**

A. Duties

Except as otherwise required by law or provided by these bylaws, the control and responsibility of the affairs of business of this corporation shall be vested in its Board of Directors. The Board of Directors shall transact the business of the corporation, establish major administrative

policies governing the affairs of the corporation, establish committees and their guidelines not otherwise specified in these bylaws, and review the performance of any officer of the corporation and request resignation from office if such officer has not consistently performed duties as stated in these bylaws or has acted in such manner as to consistently misrepresent the goals and ideals of the corporation as specified in Articles I, II, III, and IV of these bylaws.

The Board of Directors Shall:

- Ensure the sustainability of the Organization.
- Establish Standard Operating Procedures (SOPs) for all officers, board members, the AGSD Office, committees, committee chairs, and committees.
- Coordinate on Standard Operating Procedures between the AGSD Board/committees and the Scientific Advisory Board.
- Establish and review a list of near-term, mid-term, and long-term goals and objectives for the organization.
- Vote on approval of the recommendations of various AGSD committees as appropriate.
- Review requests for funds from those seeking assistance and act upon such requests as they best serve the goals of the corporation. All Family Assistance requests will be kept confidential between the Treasurer and the President.
- Act on other AGSD/GSD related issues as appropriate.

B. Number-Tenure-Qualifications

Number:

The voting members of the Board of Directors shall be as follows:

- 1) President
- 2) Vice-President
- 3) Treasurer
- 4) Secretary
- 5) to 9) five members elected from the active membership as Board Members
- 10) The Chairperson of the Scientific Advisory Board.

In the event of a tie vote, the President will cast the tie-breaking vote. The AGSD's President Ex-Officio shall be a non-voting member of the Board of Directors and will serve as an advisor to the Board of Directors as needed.

All voting members of the Board of Directors, except the Chairperson of the Scientific Advisory Board, shall be elected from the active membership. The President Ex-Officio will serve in his/her advisory capacity for one year following his/her term.

The Chairperson of the board and/or AGSD officers may request the presence of other members of the AGSD in an advisory capacity as they see fit.

Tenure:

The term of the Directors/officers will be for 3 years each and shall be staggered to ensure there are always experienced/past members on the board and rarely a full board turnover in any given year.

Qualifications:

Voting members of the board of directors must be active members.

Treasurer and Secretary will have to reside within the US to make deposits in a national bank.

Receive approval from the Election Committee

C. Chairperson of the Board

Of the elected, non-officer board members one shall be elected by plurality vote of the Board to serve as Chairperson of the Board of Directors. If consensus cannot be reached than, an officer can be chosen. It shall be the responsibility of the Chairperson to call the annual meeting of the Board and other meetings deemed necessary. The Chairperson shall prepare the agenda for all Board meetings and shall conduct such meetings.

D. Meetings of the Board of Directors

1) Annual Meeting

The annual meeting of the Board of Directors shall be held each year at a place and time which is coordinated with the annual meeting of the Association for Glycogen Storage Disease. Notice of the date, place and time of the annual Board meeting shall accompany the posting of the date, place and time of the Association for Glycogen Storage Disease, which shall be published not less than 90 days prior to these meetings. The Secretary of the organization shall record minutes for each annual meeting.

Yearly recommendations for location of the annual Association meeting shall be proposed by the Conference Committee and presented to the Board of Directors by the Conference Committee and Chairperson at least two years in advance allowing for a six-month start-up time for the committee to be established and begin operations.

2) Quarterly Meetings

At a minimum, it is expected that there be at least three other conference call meetings of the board, in addition to the annual meeting.

The Chairperson shall be responsible for fixing a time and place for the meetings that is agreeable to a majority of the Board members and shall be responsible for preparing the agenda for that meeting.

In all cases a written record of the meeting shall be taken, and the results of any votes recorded by the Secretary, or, in the Secretary's absence, an Officer appointed to take the minutes.

3) Special Meetings

The Chairperson of the Board or three voting members of the Board of Directors may call special Meetings of the Board of Directors. The Secretary of the organization shall record minutes for this meeting.

4) Email Correspondence and Board Voting

Each member of the board is expected to be responsibly accessible via email and other technology for matters of the AGSD Board. The board shall agree upon the chosen technology. This technology shall be used to better transmit board documents. Additionally, when a matter arises that cannot wait for a quarterly meeting and does not necessitate a special meeting; a quorum of the board may choose to vote by email (or other technology).

E. Quorum

A majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. A Director shall be considered present at a meeting of the Board of Directors if he/she participates in such meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can freely communicate.

F. Actions Undertaken by the Board of Directors

The act of the majority of Directors present at a meeting at which quorum is present shall be the act of the Board of Directors.

G. Vacancies

A vacancy occurring on the Board of Directors as the result of the death or resignation of a Board Member during his/her term of tenure shall be filled by the Board of Directors at any meeting thereof. Director so appointed shall fill the unexpired term of his/her predecessor in office.

H. Compensation

By resolution of the Board of Directors, each Director may be reimbursed for any actual expenditures that had prior Board approval and reasonably incurred in connection with the business of the corporation, these reimbursements cannot exceed the allowable per diem rates for food and mileage set by the IRS. All other expenses will be reimbursed with actual receipts for the expense. No Director nor member shall be entitled to any salary or other compensation for services rendered from the corporation, however.

## VIII

### SCIENTIFIC ADVISORY BOARD

#### A. Membership

The Board of Directors shall appoint a Scientific Advisory Board from the professional membership of the organization. The Board shall be comprised of *up to fifteen* professionals representing physicians who care for *individuals* having Glycogen Storage Diseases, nutritionists who are concerned with nutritional therapy for these disorders, and *scientists/health care professionals actively engaged in clinical care/research* pertaining to the genetics or the metabolic disruptions associated with Glycogen Storage Diseases.

#### B. Tenure

Each appointment will be *for a minimum of three (3) years*, with the consent of the appointee.

#### C. Chairperson of the Scientific Advisory Board

The membership of the Scientific Advisory Board shall elect a Chairperson of this group by plurality vote. The Chairperson shall represent the Scientific Advisory Board at meetings of the Board of Directors of the Association for Glycogen Storage Disease, and it shall be the duty of the Chairperson to advise the Board of Directors regarding medical, nutritional, and scientific matters relating to Glycogen Storage Diseases.

#### D. Duties

The Scientific Advisory Board shall prepare reviews of current reports on diagnosis, treatment, or research regarding Glycogen Storage Diseases to be published in the Newsletter as requested by the Chairperson of the Newsletter Committee. The Chairperson of the Scientific Advisory Board shall appoint various members of this Board to prepare such reviews or may invite contributions from professionals not specifically present on the

Board as dictated by the specifics of the topics to be covered. This Scientific Advisory Board will recommend research projects for financial support and the amounts of money to be spent, to the AGSD Board of Directors for approval.

## **IX**

### **MEETINGS OF THE CORPORATION**

#### **C. Annual Meeting**

An annual meeting of the corporation shall be held each year, and will be called by the President and announced to the membership at large. The announcement will precede the meeting date by not less than 90 days. At this annual meeting, the general business meeting for the corporation as well as the annual Board of Directors meeting shall be held.

The meeting shall be held at a location and time to be designated by the Board of Directors.

Those in attendance shall vote upon any issues discussed by the Board that need membership approval at the General meeting. Any new issues presented at the meeting may be acted upon by a special meeting of the Board in an agreed upon timely manner after the annual meeting.

Active members of the organization may submit items for the agenda of the corporation's meetings. Such items shall be submitted in writing to the President of the corporation not later than *120* days before the next scheduled meeting. The President shall place all such items of organizational interest on the agenda as time allows. Items not placed on the agenda by the Board of Directors shall be returned to the members who submitted them with explanations regarding why they could not be placed on the agenda.

#### **D. Special Meetings**

The President or the Board of Directors may call special meetings of the members, for any purpose or purposes. The same rules governing the annual meeting shall apply to the special meetings.

## **X**

### **COMMITTEES**

The Association of Glycogen Storage Disease shall have the following standing committees: A. Election Committee B. Program Committee C. Newsletter Committee.

#### C. Election Committee

The Election Committee shall consist of at least two and not more than five active members. The President shall appoint the Chairperson of this committee and the members.

The appointees shall be representative of the membership, none of whom should be on the ballot. At least one member of the committee should be a current member of the Board of Directors. Chairperson will coordinate the activities of the committee in its responsibility to solicit the membership for nominations of Officers and/or Board of Directors. It shall be the responsibility of the Election Committee to validate all nominations are from the active membership and prepare voting material and mail to the active membership.

The material, which the Election Committee shall prepare for the Secretary, shall include 1) instructions, 2) an official statement from each candidate or the qualifications thereof, 3) an official ballot, 4) a special sealable ballot envelope to receive the marked ballot, and 5) an addressed envelope for mailing the ballot envelope containing the marked ballot.

The Secretary of the organization shall inform the Election Committee of the number of ballots required to be sent to the active, voting membership. Electronic and paper ballot voting can be employed. When paper ballots are used, the Vice President shall receive the sealed ballot envelopes from the voting membership. If Vice President is on the ballot the board will appoint another board member to this responsibility. After

validating all sealed ballots from the voting membership, Vice President shall send the ballots in their sealed ballot envelopes to the Election Committee for the final tally.

When paper ballots are used, the voting members shall sign the addressed mailing envelope, place the envelope containing the sealed ballot within the provided envelope, and mail the provided envelope to the Vice President who shall use the signature to verify the ballot cast. The Election Committee shall report the winner of the election to the membership via the Newsletter and shall retain all ballots for a minimum of three months before they are destroyed.

D. Conference Committee

The Conference Committee shall consist of at least 2 and not more than 5 active members who have been appointed by the President. The President shall designate one of the appointees to serve as Chairperson of the committee. This committee shall provide the Board of Directors with a list of recommended locations, sites, and dates for the annual meetings 12 months in advance of the proposed meeting dates. The committee shall assist the President and/or the Board in preparing for the meeting by following any written SOPs, arranging for speakers, assuring all necessary accommodations hospitality arrangements and recreational activities for conference attendees while attending the meetings. The Conference Committee shall take responsibility for arranging the annual dinner for the organization. The committee shall have all details of its plans in regards to the aforementioned in the hands of the Board of Directors 120 days in advance of the next annual meeting so that this information may be distributed to the membership 90 days prior to this meeting

E. Newsletter Committee

Membership shall consist of at least 2 and not more than 5 members appointed by the President of the corporation. The committee shall select a Chairperson who shall coordinate the activities of the group and serve as Newsletter Editor.

This committee shall develop a format for the official publication of the corporation, The Ray. Such format, subject to the approval of the Board of Directors, shall provide for a quarterly publication to all the membership mid-month of February, May, August, and November. It

shall also provide a mechanism of communication for the membership, which allows the dissemination of information relative to the operation of the Association, its ongoing activities, the various activities of the membership, the current activities in research, nutrition, and medicine that pertain to the study, treatment or cure of Glycogen Storage Diseases.

The committee shall be responsible for requesting and assimilating information relative to the aforementioned topics, editing the same and providing the Newsletter Editor with the finished publication ready for reproduction and mailing at the times indicated. At least two (2) people active in the organization and one Board member shall proofread the Ray. In carrying out the above duties, the committee may establish its own deadlines for receiving material for The Ray.

F. Other Committees

The President shall designate one or more other committees, such as fundraising, communications, membership, etc. as he/she feels are necessary to carry out the functions of the Association. Each such committee shall have an appointed Chairperson. The committees, to the extent provided by the Board of Directors, in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors. The designation of such committees and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it of him/her by these bylaws.

G. Removal of a Member of a Committee

Any member of the organization appointed to a committee may be removed from said committee by the President whenever, in his/her judgment, the best interests of the Association for Glycogen Storage Disease shall be served by such removal.

H. Committee Tenure

Each member of a committee shall continue until the next annual meeting of the members of the Association for Glycogen Storage Disease, or until his/her successor is appointed, unless the committee shall be sooner

terminated, or unless such member be removed from the committee, or unless such member shall cease to qualify as a member thereof.

B. Vacancies

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

C. Quorum

Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members shall be the act of the committee.

## **XI FINANCES**

A. Fiscal Year

The fiscal year of the corporation shall be the calendar year.

B. Contracts

The Board of Directors may authorize any office or officers, agent or agents, to enter into any contracts 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 issues.

C. Loans

No loans or extensions of credit of any kind shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its

name unless authorized by a resolution issued by a majority of the Board of Directors.

D. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors; all authorizations for the expenditure of \$750.00 or more shall require approval by the Treasurer and President ( or in lieu of either of the foregoing an officer designated by the Board of Directors, in the form of signing checks or otherwise authorizing the disbursement of funds by electronic means) and maintaining a permanent electronic record of the same.

E. Deposit of the Corporation's Monies

Monies of the corporation shall be deposited by the Treasurer to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors selects.

F. Quarterly Reports

The Treasurer's duty will be to prepare and furnish the source documents for any report on a quarterly basis to the President and Vice President. In the event that either or both are incapacitated or otherwise absent, the Board will select a different person or persons to receive the source documents.

G. Gifts

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

## **XII**

### **AMENDMENT TO THE BYLAWS**

Any active member (including officers of the corporation and members of the Board of Directors) may submit to the Board of Directors bylaw revision(s) for consideration, action and approval at the annual meeting at least 120 days in advance of the date of the annual meeting.

## **XIII**

### **BOOKS AND RECORDS**

Books and records of the corporation shall be kept on file electronically by the Secretary and Treasurer of the corporation as indicated under Article VI indefinitely and paper copies for at least 10 years. All books and records of the corporation shall be available for inspection by any member or his agent or attorney for any proper purpose at a reasonable time. The Treasurer's books and records, shall be reviewed routinely every three (3) years or with a change in Treasurer, provided however, the Board of Directors reserves the right to review such books and records or have a designated representative do so at any time if deemed necessary by a majority of the Board.

## **XIV**

### **EARNINGS**

No part of the funds of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No funds may be used for nor will the corporation participate in carrying on propaganda activities to influence legislation, and the

corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of and future United States Internal Revenue Law).

## **XV**

### **DISSOLUTION OF THE CORPORATION**

Dissolution of the Corporation shall be decided by a majority vote by the Board of Directors. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Membership Approved September 11, 2020