

**BYLAWS**  
**OF THE**  
**PITTSBURGH DIFFRACTION SOCIETY**

2013 Revision

Article 1. Offices

Section 1. PRINCIPAL OFFICE: The principal office of the corporation is located in Allegheny County, State of Pennsylvania.

Section 2. CHANGE OF ADDRESS: The designation of the county or state of the corporations principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within Allegheny County by noting the changed address and effective date below, following the current address. Changes of address within Allegheny County shall not require an amendment of these Bylaws.

Changed from:

The Department of Chemistry, Indiana University of Pennsylvania, Indiana, PA 15705 (formerly effective date October 28, 2000).

Changed to:

The Department of Structural Biology, University of Pittsburgh, PA 15260.

c/o Professor Guillermo Calero

Effective date: February 1, 2013.

Article 2. Nonprofit Purposes

Section 1. IRC SECTION 501(c)(3) PURPOSES: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future code.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES: The specific purpose for which this corporation is organized is to promote interest in all forms of fundamental and applied diffraction and crystallographic research and to encourage the exchange of ideas and information concerning such research. The corporation will sponsor the annual Pittsburgh Diffraction Conference and will publish its proceedings, if and when such publication becomes desirable.

### Article 3. Membership

Section 1. DETERMINATION AND RIGHTS OF MEMBERS: The corporation shall have three classes of members, Life, Regular and Honorary Partners of the Pittsburgh Diffraction Society. Membership as Honorary Partners of the Pittsburgh Diffraction Society includes those persons who have made significant contributions to the Society and also all Sidhu Awardees. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, elsewhere in these Bylaws, or provisions of law, all members shall have equal rights, privileges, restrictions and conditions.

Section 2. QUALIFICATIONS OF MEMBERS: Any person actively interested in the purposes of the corporation may become a regular or life member by application to the Secretary and by payment to the Treasurer of dues on or before December 31. The Board of Directors shall have the discretion to set the amount of the biennial dues for regular members and the initial payment for becoming a life member. All attendees of a Pittsburgh Diffraction Conference are members of the Pittsburgh Diffraction Society for 2 calendar years after the conclusion of the Conference attended.

Section 3. NUMBER OF MEMBERS: There is no limit on the number of members that the corporation may admit.

Section 4. MEMBERSHIP BOOK: The corporation shall keep a Membership Book (an electronic version containing the required information is acceptable) containing the name and contact information of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. The Membership Book shall be maintained by the Secretary.

Section 5. NON-LIABILITY OF MEMBERS: A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 6. NON-TRANSFERABILITY OF MEMBERSHIP: No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 7. TERMINATION OF MEMBERSHIP: The membership of a member shall terminate upon the occurrence of any of the following events:

- a. his or her notice of such termination delivered to the President or Secretary of the corporation personally, by mail, or by email - the membership to terminate upon the date of delivery of the notice or date of deposit in the mail; or
- b. failure to renew his or her membership by paying dues on or before their due date - the membership to terminate thirty days (30) days after a written notification is given to the member by the Secretary of the corporation. The member may avoid such termination by paying the dues owed within a thirty (30) day period following the member's receipt of the written notification or by attending a Pittsburgh Diffraction Conference;

or

c. termination by the Board of Directors - after providing the member with reasonable written notice (either electronic or hardcopy is acceptable) and an opportunity to be heard either orally or in writing - that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease upon termination of membership as herein provided.

#### Article 4. Board of Directors and Officers

Section 1. DESIGNATION OF DIRECTORS: The corporation shall have six (6) to ten (10) Directors and collectively they shall be known as the Board of Directors. The four (4) officers of the corporation the President, President-Elect, Secretary and Treasurer - plus the immediate Past President and one (1) to two (2) Members-at-Large, shall make up the six (6) to seven (7) voting members of the Board of Directors. In addition, up to 3 previous Past Presidents may continue to serve as non-voting ex officio members of the Board of Directors.

Section 2. QUALIFICATIONS: Any member of the Pittsburgh Diffraction Society who is of the age of majority in this state may serve as a Director of this corporation.

Section 3. TERMS OF OFFICE: The President-Elect holds office for one (1) calendar year, beginning January 1 of the year following his/her election. (S)he automatically succeeds to the Presidency in the second year, and to immediate Past President in the third year. Upon mutual agreement with a majority of the other Directors, (s)he may then continue to serve as a non-voting ex officio Past President Emeritus for up to 3 calendar years following completion of his/her term as immediate Past President. The Secretary and Treasurer shall hold office for initial terms of two (2) calendar years beginning January 1 of the year following their election, with the option of continuing for an additional 2-year term upon mutual agreement with a majority of the other Directors. One (1) to two (2) Members-at-Large may be appointed by a majority of the Board of Directors, for a mutually agreeable term.

Section 4. POWERS: Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by the Board of Directors.

Section 5. DUTIES OF THE BOARD: It shall be the duty of the Board of Directors:

- a. to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. to appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. to supervise all officers, agents and employees of the corporation to assure that their

duties are performed properly;

d. to meet regularly at the principal office of the corporation, at the annual Pittsburgh Diffraction Conference, or by voice/video conference call, unless otherwise provided by a resolution of the Board of Directors; and

e. to register their addresses with the Secretary of the corporation so that notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof.

Section 6. COMPENSATION: Directors shall serve without compensation.

Section 7. QUORUM FOR BOARD MEETINGS: A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of the law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

Section 8. PRESIDING OFFICER: Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the President-Elect.

Section 9. MINUTES OF BOARD MEETINGS: The Secretary of the corporation shall record minutes of all meetings (hardcopy and/or electronic versions are acceptable) of the Board of Directors. In his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 10. RESIGNATIONS: A Director may resign by giving written notice (electronic notice is acceptable) to the President, the Secretary or the Board of Directors of the corporation. Any such resignation shall take effect on the date of receipt of such notice or on any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the corporation would then be left without any duly elected Director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Section 11. VACANCIES: Vacancies on the Board of Directors shall exist upon the death or resignation of any Director or by the removal of a Director by written or electronic ballot, as prescribed in Article 7 of these Bylaws. In the event that the office of President becomes vacant, the President-Elect shall succeed to the Presidency for the remainder of the unexpired term and will succeed in the following term in accordance with the provisions of Section 3 of this Article. If any other vacancy occurs, the remaining members of the Board of Directors shall appoint a member of the corporation to fill that office for the duration of the unexpired term or until his or her death, resignation or removal from office.

Section 12. NON-LIABILITY OF DIRECTORS: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 13. INDEMNIFICATION BY CORPORATION OF DIRECTORS: The Directors of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 14. INSURANCE FOR CORPORATE AGENTS: Except as may be otherwise provided under provision of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

#### Article 5. Election of Directors

Section 1. NOMINATIONS: Elected Directors include President-Elect, Treasurer, and Secretary. Nominations for each position to be filled can be made by any member of the Pittsburgh Diffraction Society, no later than November 30 of each year. Nominations can be forwarded by mail or electronically to any member of the Board of Directors, and collected by the Secretary for ballot preparation.

Section 2. VOTING: The Directors shall be elected by ballots mailed, faxed, emailed, or made available electronically, no later than December 15 of each year. Ballots are to be returned and counted no later than December 31 of the same year. The election shall be determined by a plurality of votes on the ballots returned.

#### Article 6. Duties of Officers

Section 1. PRESIDENT: The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall:

- a. have general administrative charge of the affairs of the corporation and of the activities of the officers;
- b. 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;
- c. preside at all meetings of the Board of Directors and at all meetings of the members except those of the Pittsburgh Diffraction Conference and those concerned with Conference planning and administration unless another person is specifically appointed as chairperson by the Board of Directors;
- d. appoint the Chairperson of each Permanent Committee except the Pittsburgh Diffraction Conference General Committee;
- e. execute in the name of the corporation such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of

Directors except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws;

f. appoint or nominate representatives of the corporation to other organizations as necessary; and

g. be member, ex-officio, of all committees.

Section 2. PRESIDENT-ELECT: In the absence of the President, or in the event of his or her inability to discharge his or her duties as President, the President-Elect shall act in place of the President, and when so acting shall have all the power of and be subject to all the restrictions on the President. The President-Elect shall:

a. have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors;

b. chair the Pittsburgh Diffraction Conference General Committee and be responsible for arranging the program of the Pittsburgh Diffraction Conference in the calendar year of his or her term of office; and

c. designate other corporation members to be local and program chairpersons. This may be appropriate if the Pittsburgh Diffraction Conference is held outside the Pittsburgh area.

Section 3. SECRETARY: The Secretary shall:

a. 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;

b. keep minutes of all meetings (either written or electronic), including those of the Pittsburgh Diffraction Conference General Committee, recording therein the time and place of each meeting, whether regular or special, how called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings thereof;

c. keep at the principal office of the corporation, or at such other place as the Board of Directors may determine, a book of minutes (or an electronic version thereof) of all Board Meetings and General Meetings of members;

d. see that all notices of meetings are duly given in accordance with the provisions of these Bylaws or as required by law;

e. be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation;

f. keep at the principal office of the corporation the Membership Book (or an electronic version thereof) containing the names and addresses of all members of the Pittsburgh Diffraction Society. In the case of a membership that has been terminated, the Secretary shall record the termination in the Membership Book together with the date of termination;

g. exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the Membership Book, or the minutes of all meetings of the Board of Directors of this corporation (or an electronic version thereof).

h. perform all general 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.:

- i. attend to correspondence and notices (written and/or electronic) of the corporation; and
- j. be a member, ex-officio, of all committees.

Section 4. TREASURER: The Treasurer shall:

- a. 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;
- b. disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for disbursements;
- c. keep and maintain adequate and correct accounts (written and/or electronic) of the corporations properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and finances of the Pittsburgh Diffraction Conference. Funds of the Pittsburgh Diffraction Conference shall be accounted for separately from other funds of the corporation;
- d. exhibit at all reasonable times the books of accounts and financial records to any Director of the corporation, or to his or her agent or attorney, on request there for;
- e. render to the President and Directors, whenever requested and at least once a year, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- f. prepare and certify the financial statements to be included in any required reports;
- g. perform all general 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;
- h. collect the dues of the corporation;
- i. submit the financial records of the corporation to the Board of Directors for audit upon completion of his or her term; and
- j. pay the bills of the corporation and of the Pittsburgh Diffraction Conference that are approved for payment by the Board of Directors.
- k. submit reports to state and federal regulating agencies.

#### Article 7. Committees

Section 1. DESIGNATION of COMMITTEES: The committees of the corporation shall be:

- a. Pittsburgh Diffraction Conference General Committee,
- b. Nominating Committee, and
- c. Awards Committee.

Section 2. COMMITTEE CHAIRS: The chairperson of the Pittsburgh Diffraction Conference General Committee shall be the President-Elect of the corporation. Chairs of

other committees shall be appointed by the President of the corporation. Unless otherwise specified, it is the duty of such chairpersons to select at least two other members of the corporation to serve on the committee.

**Section 3. TEMPORARY COMMITTEES:** The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the Board of Directors. Temporary committees have functions of a limited nature. The President of the Board may appoint and terminate temporary committees at his or her discretion.

## Article 8. Meetings of Members

**Section 1. PLACE OF MEETINGS:** Meetings of members shall be held at the annual Pittsburgh Diffraction Conference or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

**Section 2. DATE OF ANNUAL MEETING.** A regular meeting of members shall be held no later than December 10 of each calendar year for the purpose of transacting any business that may come before the meeting.

**Section 3. SPECIAL MEETINGS OF MEMBERS:** Special meetings of the members shall be called by the Board of Directors, by the President or by others specifically authorized under the laws of this state to call special meetings of the members.

**Section 4. NOTICE OF MEETINGS:** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, a notice of any meeting of the membership - stating the place, day and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called - shall be delivered either personally, by mail or electronically not less than ten (10) nor more than fifty (50) days before the date of the meeting to each member entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited with postage prepaid in the United States Mail, addressed to the member at his or her address as it appears on the records of the corporation. Personal notification includes notification by telephone or by facsimile machine, provided, in the case of facsimile notification, that the member to be contacted acknowledges personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours or electronic with receipt acknowledged as outline for facsimile. Notices shall be sent by or at the direction of the President, by the Secretary or by the persons calling the meeting.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 5. QUORUM FOR MEETINGS:** A quorum shall consist of ten (10) members of the corporation. Except as otherwise provided under the Articles of Incorporation, these



Bylaws, or provisions of law, no business shall be considered by the members of any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 6. MAJORITY ACTION AS MEMBERSHIP ACTION: Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 7. VOTING RIGHTS: Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote.

Section 8. CONDUCT OF MEETINGS: Meetings of members shall be presided over by the President or, in his or her absence, by the President-Elect, or in their absence, by the Treasurer, or in their absence, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as the Secretary of all meetings of members. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of the Incorporation, these Bylaws, or with provisions of law.

#### Article 9. Action by Written Ballot

Section 1. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or electronic ballot to each member entitled to vote on the matter.

The ballot shall:

- a. set forth the proposed action;
- b. provide an opportunity to specify approval or disapproval of each proposal;
- c. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted: and
- d. specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Section 2. Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in Article 8 of these Bylaws.

Section 3. Approval of an action by written or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the

action at a General Meeting of the Membership.

#### Article 10. Amendments

Section 1. An amendment to these Bylaws may be proposed either by a member of the Board of Directors or by a motion from any member with a second by another member at a duly called meeting of the members.

Section 2. An amendment shall be adopted upon approval by a majority of the voting members of the Board of Directors, or after submission to the entire membership for vote by letter, email, or electronic ballot which yields an affirmative vote of two-thirds of those voting.

#### Article 11. Dissolution

Section 1. This corporation may be dissolved only after a Special Meeting of the corporation is called to consider dissolution. The meeting shall be duly announced as prescribed in Article 8.

Section 2. If dissolution is approved by a two-thirds vote of those in attendance at the duly called meeting of the membership, at least ten (10) members being assembled for this purpose, then a written or electronic ballot asking for a vote for or against dissolution of the corporation shall be sent to the entire membership, as prescribed in Article 9.

Section 3. If dissolution is approved by a two-thirds vote of those responding to the written or electronic ballot, then the Board of Directors shall carry out the necessary legal steps to dissolve the corporation and transfer the assets and liabilities of the corporation to another non-profit corporation that has IRC 501(c)(3) status and goals that are similar to those of the Pittsburgh Diffraction Society.

#### Article 12. Execution of Instruments. Deposits and Funds

Section 1. EXECUTION OF INSTRUMENTS: The Board of Directors, 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 or 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 to any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. CHECKS AND NOTES: Except as otherwise specifically determined by resolution of the Board of Directors, 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 approved by at least 3 board members and then subsequently signed by the Treasurer or a board-authorized representative.

Section 3. DEPOSITS: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS: The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

### Article 13. Corporate Records. Reports and Seal

Section 1. MAINTENANCE OF CORPORATE RECORDS: The corporation shall keep at its principal office or in electronic form:

- a. minutes of all meetings of the Board of Directors and of the general membership in either written and/or electronic form, indicating the time and place of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. a record of its members, indicating their names and addresses and the termination date of any membership in either written and/or electronic form; and
- d. a copy of the corporation's Articles of Incorporation and Bylaws as amended to date in either written and/or electronic form, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 2. CORPORATE SEAL: The Board of Directors may adopt, use, and – at will – alter, a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. DIRECTORS' INSPECTION RIGHTS: Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 4. MEMBERS' INSPECTION RIGHTS: Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. to inspect and copy the records of all members' names, addresses and voting rights, at reasonable times, upon written or electronic demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are

requested;

b. to obtain - upon written or electronic demand to the Secretary and payment of a reasonable fee to the Treasurer - a list of the names, addresses and voting rights of the members of the corporation. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary; and

c. to inspect at any reasonable time - upon written or electronic demand to the Secretary - the books, records, or minutes of meetings of the board, of the general membership or of committees of the board. The demand shall state the purpose for which the records are requested. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 5. RIGHT TO COPY AND MAKE EXTRACTS: Any inspection under the provisions of this Article may be made either in person or by agent or attorney of a Director or member of the corporation. The right to inspection shall include the right to copy and make extracts.

Section 6. PERIODIC REPORTS: The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

#### Article 14. IRC 501(c)(3) Tax Exemption Provisions

Section 1. LIMITATIONS ON ACTIVITIES: No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation {except as otherwise provided by Section 501(h) of the Internal Revenue Code}, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members. Directors or 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 of this corporation.

Section 3. DISTRIBUTION OF ASSETS: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of this corporation shall be distributed for one or more tax-exempt purposes within the

meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

#### Article 15. Construction and Terms

Section 1. 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.

Section 2. 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.

Section 3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

Section 4. 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.