

**AMENDED AND RESTATED BYLAWS
OF THE
INTERNATIONAL ASSOCIATION FOR THE STUDY
OF PAIN**

(Formed under the District of Columbia Nonprofit Corporation Act)

ARTICLE I. NAME

The name of the corporation is the International Association for the Study of Pain (hereinafter called the “Association”).

ARTICLE II. PURPOSES

The purposes for which the Association is organized are exclusively educational, scientific, and charitable in nature, consistent with the Association’s status as an exempt organization as described in Section 501(c) (3) of the Internal Revenue Code. In furtherance of these purposes, the mission of the Association is to bring together scientists, clinicians, health care providers and policy makers to stimulate and support the study of pain and to translate that knowledge into improved pain relief worldwide.

ARTICLE III. MEMBERSHIP

3.01 Classes.

There shall be four classes of Membership in the Association:

A. Regular Members. Scientists, physicians, health professionals and others interested in the mission of the Association. Regular Members in good standing upon retirement from professional activities may transfer to Retired Member status within this category. Past Presidents of the Association shall automatically attain Life Member status within this category.

B. Honorary Members. Persons who have made outstanding contributions in the fields of pain related to the mission of the Association are eligible for appointment as Honorary Members of the Association.

C. Trainee Members. Scientists, physicians and other health professionals in training who are interested in the mission of the Association.

D. Affiliate Members. Organizations, including charitable or business corporations, interested in furthering the mission of the Association are eligible for appointment as Affiliated Members in the Association.

3.02 Appointment of Members

Any person interested in being appointed as a Member shall submit an application for membership to the Secretariat. The application process will follow procedures developed by the Council. A person shall be appointed as an Honorary Member based on procedures established by Council and upon subsequent approval by affirmative vote of a majority of the Council.

3.03 Rights of Membership

A. Benefits. Membership in the Association is a privilege contingent on compliance with the requirements of these Bylaws and such other general requirements of membership that the Council may adopt. Members shall receive benefits that the Council determines. The Council may at its discretion confer different benefits for different classes of Members, but all Members within a class will receive the same benefits.

B. Voting Rights. All Regular and Trainee Members in good standing are entitled to one vote on matters brought before the membership. Honorary and Affiliate Members shall not be entitled to vote on matters brought before the membership, with one exception: Honorary Members who were Regular Members at the time of their selection to honorary status retain their voting rights. Voting on all matters may be conducted by mail, or any means of electronic or telephonic transmission.

C. No Power to Bind Association. No Member or group of Members may enter into a contract or agreement binding the Association, financially or otherwise, or purport to speak on behalf of the Association without prior express written authority from the Council.

D. Termination of Membership. Any Member may relinquish his or her membership in the Association by giving written notice to the Secretariat. The Council, by majority vote, may also revoke membership for good cause. Any Member in good standing may petition the Council for revocation of any other Member's membership for good cause, including but not limited to, activities in contravention of the activities or goals of the Association. The Association will not refund any dues or assessments upon either voluntary relinquishment or involuntary revocation of membership. In addition, the Member shall forfeit any and all rights and privileges of membership upon termination.

3.04 Membership Dues and Assessments

A. Annual Payments. Members shall pay dues and special assessments as established by Resolution of the Council according to the needs of the

Association. The Council may assess a different amount of dues or assessments to be paid by each class of membership. Life and Honorary Members shall be exempt from paying dues. Dues shall be payable to the Secretariat in the last quarter of each year and shall apply to the next calendar year.

B. Delinquency in Dues. A Member who has not paid dues within a period of six months after billing shall be notified of forfeiture of membership unless all indebtedness to the Association is met within thirty (30) days of the notice of forfeiture. A former Member can reinstate membership upon payment of dues.

C. Waiver of Dues or Assessments. The Council may waive the requirement of payment of dues or assessments from a particular Member according to policies approved by the Council.

3.05 Meetings of Members

A. Time and Place. A general meeting of the Members shall be held at such time and place as shall be fixed by the Council, occurring usually during the World Congress of the Association. Special meetings of the Members may be called by the President, at least two thirds (2/3rds) of the Council, or by Regular Members having at least one-tenth (1/10th) of the votes entitled to be cast at such meeting. Such meetings may be held at any place in the world. The meeting notice will provide the location.

B. Notice of Meetings. The Secretariat shall inform the Members either by written or electronic communication of the place, day, and hour of the general meeting not less than three (3) months prior to the meeting. Persons calling for a special meeting in accordance with the requirements of section 3.05A above shall inform the Members, either by written or electronic communication, of the place, day and hour of the special meeting and of the purpose(s) for which the meeting is called, no less than thirty (30) days prior to the date of the meeting.

C. Quorum/Voting. A quorum is one-tenth (1/10th) of the Regular Members or 100 voting Members, whichever is the smaller, represented in person or by proxy. An affirmative vote is the simple majority of the quorum unless otherwise stated in the bylaws.

3.06 Proxies

A. Regular Proxies. A Member entitled to vote may vote in person at a general meeting or special meeting of Members or may authorize in writing or other form of transmission another person to act for such Member by proxy.

B. Irrevocable Proxies. Each Regular Member shall, as a condition of membership, sign an irrevocable proxy form empowering the Council to be his or her proxy for general membership meetings of the Association held when there is not a World Congress and for purposes of amending these Bylaws pursuant to Article XIII below.

C. Proof of Proxy. A copy, facsimile, or other reliable reproduction of the writing or transmission made under Section A or B may be substituted or used in lieu of the original writing or transmission for any purpose for which the original writing or transmission could be used provided that the copy, facsimile, or other reproduction is a complete reproduction of the entire original writing or transmission.

ARTICLE IV. COUNCIL

4.01 Number of Councilors.

The affairs and properties of the Association shall be managed by its Officers and a Council, comprised of fifteen (15) persons, each a Councilor, each with the right of one vote each. The number of Councilors may be increased or decreased upon the express determination and resolution of the Council.

2.02 Qualifications of Councilors.

Councilors must be over eighteen (18) years of age and must be Regular Members of the Association for at least two years. Councilors must have such additional qualifications as the Council may prescribe.

2.03 Composition of Council.

Insofar as practical, at least one Councilor shall be a resident of each of the following regions: (a) Asia, Australasia and Oceania; (b) Middle East and Africa; (c) Europe; (d) Latin America and the Caribbean; and (e) the United States and Canada. Also insofar as practical, the Council shall reflect the various disciplines of the Regular Members.

4.04 Powers and Duties.

All corporate powers shall be exercised by, or under the authority of, the Council, and the business and affairs of the Association shall be managed under the direction of the Council. The powers and duties of the Council shall include but not be limited to the following: (a) to implement and further the mission of the Association stated in the Articles of Incorporation; (b) to review and approve the scientific program for the World Congress of the Association; (c) to review, modify and/or approve a proposed budget for the Association prepared by the Finance Committee; (d) to review and present to the general

meeting of the Members of the Association the Treasurer's report concerning the financial condition of the Association; (e) to approve arrangements and adopt resolutions relating to deposit of funds of the Association; (f) to appoint an executive officer to serve at the discretion of the Council; and (g) to perform such other functions as may be necessary or desirable in furtherance of the purposes of the Association.

4.05 Limitation on Powers.

Except as otherwise set forth expressly in these Bylaws or as authorized in advance by Council resolution, no Councilor or group of Councilors may enter into a contract or agreement binding the Association, financially or otherwise, or purport to speak on behalf of the Association.

4.06 Compensation.

Councilors shall serve as such without compensation.

4.07 Terms of Office.

In each even year the voting Members shall elect five (5) individuals for a six-year term on the Council pursuant to Section 4.09 and 4.10 below. No person may serve a consecutive term except as set forth in Section 5.05. However, any Councilor may be re-elected to the Council after a six-year interval. Each Councilor shall hold office from the end of the even year general meeting in the year which he or she is elected until the election of his or her successor or until his or her earlier resignation, removal from office, or death.

4.08 Election of Councilors.

A. Nominations. At least six (6) months prior to the opening date of an even year general meeting, the Nominating Committee will solicit Regular Members for nominations of persons to be elected as Members of the Council. A Regular Member may nominate up to as many persons as there are positions to be filled on the Council. The Council will develop nominating policies and procedures.

B. Secret Ballot. Each Regular Member, in the election of persons to the Council, shall be entitled to one vote for each of the positions to be filled. Election shall take place by secret written and/or electronic ballot. The nominee per position who receives the highest number of votes shall be deemed elected.

4.09 Removal of Councilors.

The Council may remove any Councilor for good cause at any time by a majority vote of the Councilors, provided that such action is taken at a meeting of the Council called expressly for that purpose.

4.10 Resignation.

Any Councilor may resign at any time by delivering written notice to the Secretariat. Unless the notice specifies a later effective date, the resignation shall be effective when the notice is delivered.

4.11 Vacancies.

Any vacancy occurring on the Council shall be filled by the affirmative vote of a majority of the remaining Councilors, giving due weight to the guiding principles referred to in Section 4.03. The person so appointed shall hold office for the length of the unexpired term. If the unexpired term is two (2) years or less, that person is eligible to be elected to a consecutive term.

4.12 Council Meetings.

A. Time and Place. At the call of the President, the Council shall hold general meetings, at least annually, at such time and place anywhere in the world. The Council shall hold special meetings at other times as the affairs of the Association make necessary or desirable, upon the call of the President, or two thirds (2/3rds) of the Council Members.

B. Notice. The Council shall receive notice of meetings not less than thirty (30) days prior to the date of the meeting.

C. Participation. Members of the Council may participate in a special meeting of the Council by means of telephone, videoconference or any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

D. Presiding Officer. Meetings of the Council shall be presided over by the President, or by a person designated by the President to preside at the meeting.

E. Quorum. A quorum consists of at least two thirds (2/3rds) of the total number of Councilors. In the absence of a quorum, a majority of the Councilors present may adjourn a meeting to another place and time.

F. Voting. Council resolutions require a simple majority of all Councilors present when there is a quorum or a unanimous vote when the Council conducts business by mail or email. The written consent or consents to such action shall be filed with the minutes of the proceedings of the Council.

ARTICLE V. OFFICERS

5.01 Officers.

The Officers of the Association shall be a President, the President-Elect, the Immediate Past-President, a Secretary, and a Treasurer. The Council may designate other officers. Election as an Officer shall not of itself create any contract rights in the Officer or the Association. The Officers make up the Executive Committee of the Council and Association.

5.02 General Powers and Duties.

Subject to the control of the Council, all Officers as between themselves and the Association shall have such authority and perform such duties in the management of the Association as set forth expressly in these Bylaws or as expressly provided by the Council. Projects involving sponsorship by the Association shall be submitted to and approved by the Executive Committee before any agreement is effective.

5.03 Specific Powers and Duties.

A. President. The President shall preside at meetings of the Executive Committee, Council and Members; be responsible for executing policies determined by the Council; and act as principal spokesperson for the Association. The President shall be ex officio without vote of all committees and task forces of the Association.

B. President-Elect. The President-Elect shall assist the President in his or her duties as the President shall request, and shall carry out the responsibilities of the President in his or her absence or disability. The President-Elect shall perform such other duties and have such other powers as the Council may prescribe by standing or special resolution, or as the President may provide, subject to the powers and supervision of the Council.

C. Immediate Past-President. The Immediate Past-President shall assist the President-Elect in his or her duties as the President shall request, and shall carry out the responsibilities of the President-Elect in his or her absence or disability. The Immediate Past-President shall perform such other duties and have such other powers as the Council may prescribe by standing or special resolution, or as the President may provide, subject to the powers and supervision of the Council.

D. Secretary. The Secretary shall be responsible for maintenance of the corporate books and records of the Association (other than the financial records); prepare the minutes of all meetings held by the Members, the Council and

the Executive Committee; and perform such other duties as provided by the Council.

E. Treasurer. The Treasurer shall be the chief financial officer of the Association. He or she shall have custody of the Association's funds and securities, shall keep full and accurate account of receipts and disbursements of funds belonging to the Association, and shall deposit all moneys and other valuable effects in the name and to the credit of the Association, in such depositories as may be designated by the Council. He or she shall also disburse the funds of the Association as may be ordered by the Council and shall render to the President or to the Council at its general, Council or Executive Committee meeting, an account of the financial condition of the Association. The Treasurer shall, if required by the Council, give bond or other security for the faithful performance of his or her duties, the premium for which will be paid by the Association.

5.04 Compensation.

The Association may pay compensation to Officers for services rendered in such reasonable amounts as may be fixed by the Council.

5.05 Terms of Office.

The terms of office of the Officers of the Association shall begin at the end of the even year general meeting at which they are elected pursuant to Section 5.06 below and shall expire at the end of the next even year general meeting or until his or her earlier resignation, removal from office, or death. Only the Secretary and Treasurer shall be entitled to succeed themselves in their respective offices for one additional term.

5.06 Election of Officers.

A. Nominations. At least six (6) months prior to the even year general meeting, the Nominations Committee solicit nominations from Regular Members of candidates for the offices of President-Elect, Secretary, and Treasurer. Only Regular Members may be nominated for an office in the Association, and a Regular Member may nominate only one person for each office to be filled. Only present or past Councilors or Officers, excluding the Immediate Past President, may be nominated for the office of President-Elect. The Council will develop policies and procedures for the nomination process.

B. Secret Ballot. Each Regular Member shall be entitled to one vote for each of the officer positions to be filled. Election shall be by secret written and/or electronic ballot. The nominee per position who receives the highest number of votes, shall be deemed elected.

5.07 Removal from Office.

The Council may remove any Officer for good cause at any time by a majority vote of the Councilors, provided that such action is taken at a meeting of the Council called expressly for that purpose.

5.08 Resignation.

Any Officer may resign at any time by delivering written notice to the Secretariat. Unless the notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Association.

9.09 Vacancies.

In the event of the death, disability, removal, resignation or other permanent incapacity of an officer of the Association, except the President, the Council shall elect one of its Councilors to serve in such capacity for the remainder of the unexpired term. If the office of the President shall become vacant, the President-Elect shall immediately assume the office of President and, notwithstanding anything to the contrary herein contained, serve the remainder of the unexpired term as well as the succeeding term.

ARTICLE VI. EXECUTIVE DIRECTOR

There shall be a chief executive officer of the Association, called the Executive Director, who shall, subject to the direction and control of the Council, supervise and control all of the assets, business, and affairs of the Association. Without limiting the generality of the foregoing, the Executive Director is authorized to take any or all of the following actions without prior Council approval in managing the normal and usual day-to-day operations of the Association, provided that such actions are consistent with the approved annual budget, Council policies and resolutions, the mission and purpose of the Association and the provisions of the Association's Articles and Bylaws, and provided that such actions will not jeopardize the Association's status as an exempt entity under Section 501(c)(3) of the Internal Revenue Code: (a) execute contracts, agreements and other documents on behalf of the Association; (b) certify factual matters pertaining to the Association; and (c) execute checks for Association purposes from the Association's bank accounts subject to such monetary limits established by the Council. The Council may assign the Executive Director other duties.

ARTICLE VII. CHAPTERS**7.01 General.**

As part of its mission to promote research and communication among scientists, physicians, and other health professionals with specialized

knowledge in different fields, the Association may charter Association Chapters. A Chapter is defined by geographic region, usually a country or group of countries.

The Council shall establish policies and procedures for an organization having twenty five (25) Association Members and representing such a geographic region to attain Chapter status. The Association recognizes that the developing status of certain nations can preclude the timely formation of chapters with twenty five (25) Members. The Council shall establish policies and procedures for such an organization that has fewer Members to apply for status as a “Chapter-in-Formation”.

Chapters and Chapters-in-Formation Officers shall be Association Members.

7.02 Obligations.

All Chapters and Chapters-in-Formation shall promote the mission, objectives and goals of the Association, including its multidisciplinary nature. They shall also a) meet at least once each year; b) keep the Secretariat informed of any events or developments in its geographic region of interest; c) make prompt reply to all inquiries and questionnaires of the Association; and d) identify in their bylaws and electronic and written materials that the organization is a Chapter (or equivalent term in other languages) of the Association.

7.03 Limitations.

Only one organization in each country shall be admitted as a Chapter or Chapter-in-Formation of the Association. However, if a country, because of prevailing political circumstances, is divided into two or more parts with separate governments, the national organization recognized by the Association as representative of each may become a Chapter or Chapter-in-Formation of the Association with the same requirements, obligations, duties, rights and privileges accorded to other Chapters through the bylaws and policies. In the absence of a national organization, more than one regional organization may become a chapter given that each serves different geographical areas.

Neither a Chapter nor Chapter-in-Formation as a whole may enter into a contract or agreement binding the Association or purport to speak on behalf of the Association. Such actions may only be taken upon a resolution adopted by the Council. The Council may take action to decertify a Chapter for failure to comply with the requirements of the Association’s bylaws and policies.

ARTICLE VIII. FEDERATIONS

8.01 General.

In recognition of certain geographic regions of Chapters or regions of Chapters which share common interests and concerns in the study and treatment of pain, the Association may charter Federations that support the mission and purpose of the Association. The Council shall establish policies and procedures for a group of Chapters, ideally having no less than five (5) Chapters to attain Federation status. The Association President, or designee, will be a non-voting Member of the Federation's executive committee. The Federation's officers must be members of the Association and represent its multidisciplinary nature.

8.02 Limitations.

A Federation as a whole may not enter into a contract or agreement binding the Association or purport to speak on behalf of the Association. Such actions may only be taken upon a resolution adopted by the Council. The Council may take action to decertify a Federation for failure to comply with the requirements of the Association's bylaws and policies.

Federations shall not hold general meetings in the same year as the World Congresses of the Association. Federation bylaws and governance must be consistent with those of the Association.

ARTICLE IX. SPECIAL INTEREST GROUPS

9.01 General.

As part of its mission to promote research and communication among scientists, physicians, and other health professionals with specialized knowledge in different fields, the Association may charter Special Interest Groups to focus on specific areas. A Special Interest Group provides participating Members with an opportunity to carry on intensive, in-depth discussion in certain areas of interest. A Special Interest Group promotes the educational and scientific purposes of the Association relevant to a specific area of interest. In addition to those stated here, the Council shall establish policies and procedures outlining qualifications, requirements, benefits and obligations of the Special Interest Groups.

9.02 Limitations.

Special Interest Groups shall maintain the multidisciplinary emphasis of the Association and shall not consist of one professional group or discipline area. Each Special Interest Group must be international, and only one Special Interest Group will be permitted in a subject area. All Members of a Special Interest

group must be Members of the Association. A Special Interest Group must have at least 25 Members to apply for and maintain its status.

A Special Interest Group as a whole may not enter into a contract or agreement binding the Association or purport to speak on behalf of the Association. Such actions may only be taken upon a resolution adopted by the Council. The Council may take action to decertify a Special Interest Group for failure to comply with the requirements of the Association's bylaws and policies.

9.03 Meetings.

Any Special Interest Group may hold scientific and professional meetings, provided that these are organized and financed by the Special Interest Group. Such meetings must not conflict with the World Congresses of the Association and must be open to all Association Members on a space-available basis.

9.04. Finances.

The Association will collect Special Interest Group dues concurrently with Association dues. The Association will keep the Group's dues under separate account and dispense funds only upon the direction of the Group's President.

9.05 Termination.

Any Special Interest Group not submitting an annual report will be notified that if a report is not submitted within six (6) months, the Special Interest Group may be considered inactive and all Group funds will be distributed to the general Association budget.

ARTICLE X. COMMITTEES

10.01 General.

The Council, by resolution adopted by a majority of the Councilors in office, may designate and appoint one or more standing, special or ad hoc committees and/or task forces for a tenure designated by resolution. The President may designate and appoint one or more special or ad hoc committees and/or task forces for a tenure corresponding to the tenure of office of the President. The committees shall have and exercise the authority established by resolution or by these Bylaws. The creation of, delegation of authority to, or action by a committee, whether standing, special or ad hoc, shall not operate to relieve the Council, or any individual Councilor, of any responsibility imposed upon it or him or her by law.

10.02 Composition.

Whether designated by the Council or President, each committee shall consist of two or more Councilors in addition to any further membership

requirements imposed by resolution or these Bylaws and each committee shall be chaired by a Regular Member except as otherwise provided by resolution or these Bylaws. Wherever possible, committee chairs shall be Officers or Councilors. Any persons designated as ex officio members of a committee, either by resolution or these Bylaws, shall be non-voting members of that committee.

10.03 Limitation on Powers.

Each committee shall serve at the pleasure of the Council or President and shall act solely in an advisory capacity. Neither a committee member nor the committee as a whole may enter into a contract or agreement binding the Association or purport to speak on behalf of the Association. Such actions may only be taken upon a resolution adopted by Council. Persons active in committee or task force work who are not Members of the Association are external consultants to the committee and shall not have the right of vote.

10.04 Standing Committees.

The Association will have the following committees, but may add other committees and task forces as needed; Executive, Membership, Nominations, Committee on Committees, Finance, Scientific Program and Audit. All committees shall annually submit a written report of their activities and proposals. All committees' actions are subject to approval by the Council.

A. Executive Committee. This committee shall consist of the President, President-elect, Immediate Past President, Secretary and Treasurer. The Committee shall have the power to execute the policies and directions of the Council and shall oversee the financial affairs of the Association.

B. Membership Committee. This committee shall consist of five or more Regular Members of the Association and will develop policies and procedures regarding the membership application process.

C. Nominations Committee. This committee shall be chaired by the Immediate Past-President and shall consist of five or more Regular Members of the Association. The duties of the committee shall be to propose to the Association membership the names and of candidates for election to the Council and to the Officers of the Association.

D. Committee on Committees. This committee shall be chaired by the President-Elect. The duties of the committee shall be to propose to the Council the names of and terms of all committee Members.

E. Finance Committee. This committee is chaired by the Treasurer and composed of the Secretary, a member of the Editorial Board of the Association's journal and three Regular Members of the Council. The President and President-Elect shall be ex officio members. The duties shall be to determine the amount of annual dues and any special assessments for Members, prepare a budget of anticipated income and expenditures, and make recommendations on reserve funds and investments of the Association.

F. Scientific Program Committee of the World Congresses of the Association. This committee shall consist of a chair and at least four other Members, two of whom shall have been Members during a previous congress. The committee, subject to Council approval, plans, directs and supervises the scientific program presented at the World Congresses of the Association.

G. Audit Committee. This committee shall consist of the President-Elect as Chair, the Treasurer and at least three other Regular Members who are not members of the Finance committee. The committee works with the Association's external auditor to ensure compliance with accounting rules and regulations.

ARTICLE XI. FINANCIAL AND ADMINISTRATIVE MATTERS

11.01 Fiscal Year.

A fiscal year of the Association shall commence on the first day of January and end on the thirty-first day of the following December.

11.02 Expenditures.

All expenditures must be for purposes authorized by the Articles of Incorporation or these Bylaws and must be within the annual budget. The Council may authorize the establishment of special bank accounts and authorize the Executive Director to deposit funds into and withdraw funds from such accounts subject to withdrawal limitations established by the Council.

11.03 Borrowing Authority and Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances. No loans shall be made by the Association to its Councilors or Officers.

11.04 External Audit.

Prior to October 1 of each year, the Treasurer shall forward to the Council an audited statement of the preceding fiscal year's income and expenses prepared by a certified public accountant.

11.05 Books and Records.

The Association shall keep correct and complete books and records of the accounts, activities and transactions of the Association, minutes of the proceedings of the Council and any committee of the Association, and a current list of the Members, Councilors and Officers of the Association and their official addresses. Any of the books, minutes and records of the Association may be in written form or in any other form capable of being converted into written form within a reasonable time. All books and records of the Association may be inspected by any Member having voting rights, or his or her agent or attorney, for any proper purpose at any reasonable time.

11.06 Authority to Enter Agreements.

The Council may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Except as so authorized, no Member or group of Members, committee or committee member, Special Interest Group, Chapter, Federation, Officer or Councilor may enter into a contract or agreement binding the Association financially or otherwise, or purport to speak on behalf of the Association.

ARTICLE XII. INDEMNIFICATION AND INSURANCE**12.01 Indemnification of Councilors, Officers and Others.**

The Association shall indemnify any Councilor or Officer, former Councilor or Officer, employee, agent, or other person who may have served at its request (each, an "Indemnified Party") against all expenses and liabilities incurred by or imposed on him or her in connection with any claim, action, suit or proceeding (including whether actual or threatened, civil, criminal, administrative or investigative, and appeals) in which he or she is or may be made a party by reason of being or having been such Councilor, Officer, employee or agent of the Association, except in relation to matters as to which any Councilor or Officer or person shall be adjudged in such action, suit or proceeding to be guilty of a criminal offense or liable to the Association for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Association.

12.02 Amounts Paid in Indemnification.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against and amounts paid in settlement by an Indemnified Party. The Association may advance expenses to or, where appropriate, may itself, at its expense, undertake the defense of any Indemnified

Party provided that such Indemnified Party shall undertake to repay or reimburse such expense should it ultimately be determined that he or she is not entitled to indemnification under this Article.

12.03 Effective Date.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption.

12.04 Scope.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Indemnified Party may be entitled under any statute, Bylaw, agreement, resolution of the Council or otherwise and shall not restrict the power of the Association to make any indemnification permitted by law.

12.05 Insurance.

The Council may authorize the purchase of insurance on behalf of any person against any liability which could arise out of such person's status as Councilor, Officer, employee or agent of the Association or out of acts taken in that capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

12.06 Limitations.

Notwithstanding anything to the contrary in this Article 12: (1) in no case shall the Association indemnify, reimburse or insure any person for any taxes imposed on such person under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"); (2) if at any time the Association is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article 12 if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d) of the Code; and (3) the Association shall not indemnify, reimburse or insure any person in any instance inconsistent with either Section 4958 of the Code or any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

12.07 Savings Clause.

If any part of this Article 12 shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

ARTICLE XIII. AMENDMENTS

13.01 These Bylaws may be amended or repealed in whole or in part as follows:

1. On resolution by a majority action of the Councilors then in office, or by a written proposal signed by one hundred (100) or ten (10) percent of the Regular Members, whichever is less, followed by approval of a simple majority of votes cast by voting Members, with the effective date of the amendment being the date of the vote.
2. A ballot of voting Members initiated by the Council, approved by a simple majority of votes cast by voting Members, with the effective date of the amendment being the deadline for the return of ballots.
3. A two thirds (2/3rds) majority vote of the Councilors acting as proxy for the Members pursuant to Section 3.06.A of these Bylaws, subject to ratification by a simple majority of votes cast by voting Members of the Association, with the effective date of the amendment being the date of the Council vote. In the event the voting Members do not ratify the amendment, any actions taken by the Council pursuant to the amendment shall be valid and binding but the amendment will no longer be effective after the membership vote.

When amendments are put to a vote at a general meeting or ballot, written notice of the proposed amendment shall be sent to all voting Members thirty (30) days prior to the vote or ballot.

ARTICLE XIV. ELECTRONIC TRANSMISSIONS

14.01 Record Defined.

As used in this Article XIV, "record" means information inscribed on a tangible medium or contained in an electronic transmission.

14.02 Electronic Notice Procedure

A. Consent Required. Any notice required or permitted by these Bylaws may be electronically transmitted. Any notice to Members in an electronic transmission is effective only with respect to those Members who have consented, in the form of a record, to receive electronically transmitted notices.

B. Notice Address. A Member who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent

the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted (“Notice Address”).

C. Notice Procedure. Notice to Members who have consented to receipt of electronically transmitted notices may be provided notice either: (a) at the Notice Address designated by the recipient; or (b) by posting the notice on the Association’s website and delivering to the Member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the Association’s website.

D. When Effective. Notice provided in an electronic transmission is effective when it is made pursuant to the consent provided by the recipient and either: (a) electronically transmitted to the Notice Address designated by the recipient; or (b) has been posted on the Association’s website and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the Association’s website.

E. Revocation of Consent. A Member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Member in the form of a record. The consent of any Member shall be deemed automatically revoked if the Association is unable to electronically transmit two consecutive notices given by the Association in accordance with the consent. The inadvertent failure by the Association to treat this inability as a revocation does not invalidate any meeting or other action.

14.03 Effect. The provisions of this Article XIV supersede any inconsistent provisions set forth in any other Article of the Bylaws, including without limitation Article 3.

CERTIFICATE OF ADOPTION

I hereby certify that:

On the 28th day of November 2007, the foregoing Amended and Restated Bylaws were read and approved by the Council and on the 30th day of June 2008, they were read, approved and duly ratified by a simple majority of votes cast electronically by voting Members of the Association.