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**BYLAWS  
OF  
SCOLIOSIS RESEARCH SOCIETY  
(AN ILLINOIS NOT-FOR-PROFIT CORPORATION)**

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**BYLAWS  
OF  
SCOLIOSIS RESEARCH SOCIETY  
(AN ILLINOIS NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I**

**NAME**

The name of this corporation shall be the “Scoliosis Research Society” (hereinafter referred to as the “Society”). The Society is a nonstock, not-for-profit corporation organized under the Illinois Revised Statutes.

**ARTICLE II**

**OBJECTIVES, PURPOSES AND POWERS**

**Section 2.1 Objectives and Purposes.** The Society has been organized, and shall at all times be operated, exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Code (as defined in Section 20.3, below), which purposes shall include, but not be limited to, the fostering, promotion, support, augmentation, development and encouragement of (a) investigative knowledge of the causes, cures and prevention of Scoliosis and related spinal deformities; (b) standardization of medical terminology in Scoliosis and related spinal deformities; (c) basic research in the field of Scoliosis and related spinal deformities; (d) the teaching and education of the same by developing, publishing and copyrighting educational material and providing specialized training for orthopaedic surgeons, neurosurgeons, and other members of the medical profession; and (e) education of the public with respect to the recognition and prevention of Scoliosis and related spinal deformities.

**Section 2.2 Powers.** The Society shall possess all powers which a corporation organized under the General Not-For-Profit Corporation Act of the State of Illinois, as the same from time to time may be amended shall possess; all powers which are not in conflict with said purposes; provided, however, the Society shall not engage in any business which would disqualify it from being exempt from taxation under Sections 501(a) or (c) (3) of the Code.

**Section 2.3 Prohibited Practices.** Notwithstanding anything in these Bylaws or the Society’s Articles of Incorporation to the contrary, the Society shall exercise only those powers or engage in or carry on only those activities permitted to be exercised, engaged in or carried on by an organization exempt from federal income tax under Sections 501(c) (3) and 509(a) (1) of the Code and by an organization contributions to which are deductible under Section 170(c) (2) of the Code. The Society shall not engage in any activities which would result in the imposition of federal tax under Sections 4941 through 4945, inclusive, of the Code. No part of the net earnings of the Society shall inure to the benefit of any private individual, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth in Section 2.1 of these Bylaws. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in subsection 501(h) of the Code, and the Society shall not participate or intervene in, including the publication or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. In the pursuit of its purposes and the exercise of its powers, the Society shall make its services and activities available to the community that it serves regardless of, and shall not discriminate on the basis of, race, color, gender, sexual orientation, creed, religion or national origin.

**ARTICLE III**

**OFFICES**

**Section 3.1 Principal and Business Offices.** The Society may have such principal and other business offices as the Board of Directors may designate. The current principal offices are located at 555 East Wells Street, 11<sup>th</sup> Floor, Suite 1100, Milwaukee, Wisconsin 53202.

**Section 3.2 Registered Agent.** The Society shall maintain a registered agent as required by the Illinois Revised Statutes whose address may be, but need not be, identical with the principal office of the Society. The name and address of the registered agent may be changed from time to time by the Board of Directors.

**Section 3.3 Records.** The Board of Directors may keep the books of the Society in such place or places, including, without limitation, an authorized agent, as they may from time to time determine in accordance with the Illinois Revised Statutes.

**ARTICLE IV**

**CLASSES OF FELLOWSHIP**

**Section 4.1 Identification of Fellow Classes**

The Society shall have members, which shall hereinafter be referred to as “Fellows.” There shall be six (6) classes of membership (such term herein after referred to as “Fellowship”) in the Society, namely, Candidate, Active, Inactive, Associate, Emeritus, and Honorary. Any reference to Fellows in these Bylaws refers to all six (6) classes of Fellowship, unless otherwise specified. Only Active Fellows shall have the right to vote on matters submitted to a vote of the members of the Society, hold office or serve on the Board of Directors. Otherwise, Fellows of any class shall have the same rights and responsibilities including the right to attend meetings and serve on Committees or Councils. Fellowship status in any class shall be a privilege, not a right, and is dependent upon the applicant for any class of Fellowship demonstrating compliance with the requirements for such Fellowship as defined in the Bylaws and otherwise as determined by the Board of Directors of the Society.

The Board of Directors may from time to time, in its sole discretion, establish membership criteria, rules and procedures applicable to Fellowship in any class in order to implement and carry out the provisions of this Article IV, including, without limitation, specific membership criteria, requirements and procedures for application to Fellowship in any class, and procedures and requirements for transfer between such classes of Fellowship; provided, however, that no such criteria, rules or procedures shall be established which alter the membership criteria and/or classifications set forth in these Bylaws. All determinations whether an individual has met the requirements for or otherwise qualified for membership of any class shall be made by the Board of Directors in its sole discretion after receiving and taking into account the recommendation of the Fellowship Committee (as defined in Section 9.3, below).

**Section 4.2 Candidate Fellowship**

The following individuals shall be eligible to be Candidate Fellows of the Society: (a) orthopaedic surgeons and neurosurgeons in active clinical practice who have a demonstrated interest and involvement in, and commitment to, the field of Scoliosis and related spinal deformities; and (b) scientists in a field related to Scoliosis and/or related spinal deformities who have a demonstrated interest and involvement in, and commitment to, scientific research and investigation in the field of Scoliosis and/or related spinal deformities. A Candidate Fellow shall be eligible to be considered for Active Fellow status after five (5) years of membership as a Candidate Fellow in good standing.

1 **Section 4.3 Active Fellowship**

2 Individuals who have been Candidate Fellows in good standing for five (5) years shall be eligible to become Active  
3 Fellows of the Society upon application made by such individual.  
4

5 **Section 4.4 Inactive Fellowship**

6 Any Active Fellow who has become disabled by sickness or accident or otherwise becomes incapacitated for a  
7 period of more than fifteen (15) consecutive calendar months and who is unable to engage in his or her normal  
8 professional activities that give rise to his or her eligibility for Active Fellow status may apply to the Board of  
9 Directors for a transference to Inactive Fellow status. Individuals whose applications for Inactive Fellow status are  
10 approved shall be Inactive Fellows, in which event any rights and privileges accorded to any such individual as  
11 Active Fellow shall be suspended for such period as such individual is an Inactive Fellow. An individual who is an  
12 Inactive Fellow may apply to the Board of Directors for resumption of Active Fellow status as the case may be,  
13 once such individual resumes his or her normal professional activities which qualified him or her as an Active  
14 Fellow.  
15

16 **Section 4.5 Associate Fellowship**

17 Individuals engaged in professional, scientific or academic activities and/or allied health specialties who:  
18

19 (a) have a demonstrated interest and involvement in, and commitment to, the field of Scoliosis  
20 and related spinal deformities but who are not otherwise eligible for Candidate Fellow or Active Fellow status; or  
21

22 (b) are eligible for Candidate Fellow or Active Fellow status but do not desire to become,  
23 Candidate Fellows or Active Fellows shall be eligible to be Associate Fellows of the Society.  
24

25 **Section 4.6 Emeritus Fellowship**

26 An Active Fellow or Associate Fellow who has retired from the active conduct of his or her profession or vocation  
27 regardless of age or who has otherwise reached the age of sixty-five (65) shall be eligible to apply to the Board of  
28 Directors for a transfer to Emeritus Fellowship status. Membership dues shall be waived for Emeritus Fellows.  
29

30 **Section 4.7 Honorary Fellowship**

31 Honorary Fellowship may be conferred, upon the recommendation of the Fellowship Committee and approval by  
32 the Board of Directors by a two-thirds (2/3) vote thereof, upon an individual who has contributed significantly to,  
33 or is otherwise preeminent in, the field of Scoliosis and/or related spinal deformities. Honorary Fellows shall not  
34 be required to pay dues. Honorary Fellows may be issued a certificate, in the discretion of the Board of Directors,  
35 signifying their admission as Honorary Fellows.  
36

37 **Section 4.8 Annual Meeting.** The annual meeting of the Society shall be held at such time and place each year as  
38 may be determined by the Board of Directors from time to time (which time and place shall be specified in a notice  
39 of meeting), in order to elect new directors and officers, conduct such scientific sessions and discussions as the  
40 Board of Directors may determine and transact such other business as shall come before such meeting.  
41

42 **Section 4.9 Special Meetings.** Special meetings of the members may be called for any purpose by (a) the  
43 President; (b) the Board of Directors by majority vote thereof; or (c) the written petition of five percent (5%) of the  
44 number of Active Fellows delivered to the Secretary of the Society.  
45

46 **Section 4.10 Voting.** Each Active Fellow in good standing, and only Active Fellows in good standing, shall be  
47 entitled to vote in person on all matters to be voted on by members of the Society, including, without limitation,  
48 electing directors and officers of the Society as provided

1 herein. Any matter to be decided by a vote of the members of the Society shall, except as otherwise provided in  
2 the Illinois Revised Statutes or as expressly provided herein, be decided by a majority of Active Fellows voting in  
3 person at a duly held meeting of Active Fellows at which a quorum is present. Cumulative voting or placing all  
4 votes for a particular candidate or a particular issue is prohibited. Whenever within these Bylaws an individual is  
5 specified as an Ex-Officio member of a board or committee, said Ex-Officio member shall not have the right to  
6 vote as such unless otherwise expressly provided in these Bylaws.

7  
8 **Section 4.11 Quorum.** The presence in person of not less than twenty percent (20%) of the total number of  
9 Active Fellows shall constitute a quorum for the transaction of business at any annual or special meeting of Active  
10 Fellows of the Society. If a quorum is not present at any such meeting, a majority of the Active Fellows present  
11 thereat may adjourn the meeting from time to time, without further notice. The Active Fellows present in person at  
12 a duly organized meeting at which a quorum is present may continue to transact business until adjournment,  
13 notwithstanding the withdrawal during the meeting of that number of Active Fellows whose absence would cause  
14 less than a quorum.

15  
16 **Section 4.12 Notice of Meetings.** Written notice stating the place (which may be within or without the state of  
17 Illinois), day and time of any meeting of Active Fellows (including, without limitation, any annual meeting) shall  
18 be signed by the President or Secretary of the Society and shall be delivered either personally or by first class  
19 United States mail, electronic mail or facsimile, to each member entitled to vote at such meeting, not less than  
20 thirty (30) days nor more than sixty (60) days before the date of such meeting. In case of a special meeting or  
21 when otherwise required by Illinois Revised Statutes or by these Bylaws, such notice shall also include the purpose  
22 or purposes for which the meeting is called. In the case of a special meeting, no business other than that specified  
23 in the notice of such meeting shall be transacted at any such meeting. If mailed, the notice of meeting shall be  
24 deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as  
25 it appears on the records of the Society, with postage thereon prepaid. If such notice is given by electronic mail or  
26 facsimile, such notice shall be deemed delivered upon receipt by the sender of confirmation of successful  
27 transmission of such notice to the member at his or her electronic mail address or facsimile telephone number, as  
28 the case may be.

29  
30 **Section 4.13 Induction of New Fellows**

31 Induction of new Fellows of any class shall take place at each annual meeting.

32  
33 **ARTICLE V**  
34 **MEMBER COVENANTS**

35  
36 **Section 5.1 Confidential Information.** Members, directors, officers, committee members and staff of the  
37 Society shall abide by such confidentiality policies relating to confidential information of the Society as the Board  
38 of Directors may establish from time to time.

39  
40 **Section 5.2 Conflicts of Interest/Disciplinary Process.** The Board of Directors may establish from time to  
41 time such rules or policies with respect to the ethical conduct of its members, including without limitation,  
42 procedures and policies for dealing with conflicts of interest and the discipline of its members in the event of a  
43 breach of any rules or policies of the Society.

44

**ARTICLE VI**  
**BOARD OF DIRECTORS**

**Section 6.1 General Powers and Responsibilities**

The Board of Directors shall have full responsibility for the management, direction and control of the business, policies and affairs of the Society, subject only to the limitations set forth in these Articles of Incorporation, these Bylaws, or by applicable law.

**Section 6.2 Number, Tenure and Qualification**

The Board of Directors shall, except as otherwise provided in this Section, consist of thirteen (13) members and shall be composed of (a) the President, the President-Elect, the Vice President, the Secretary and the Treasurer; (b) the two (2) most immediate Past Presidents; and (c) six (6) at-large directors. In years when there is a Treasurer-Elect and/or Secretary-Elect, as more fully described below, said officers shall also be directors and the number of directors comprising the Board of Directors shall be expanded accordingly. The President, President-Elect, Vice-President, Secretary, Treasurer, Treasurer-Elect and Secretary-Elect shall, by virtue of their positions as such, automatically be members of the Board of Directors for so long as they hold their respective offices. The above-referenced immediate Past-Presidents shall serve on the Board of Directors for terms of two (2) years each immediately after the completion of their respective terms as President, which terms shall not be renewable. At-large directors shall serve for terms of two (2) years, which terms shall be non-renewable. The terms of at-large directors shall be staggered so that, as nearly as possible, the terms of one-half of the at-large directors then in office expire each year. Only Active Fellows of the Society in good standing shall be eligible to be directors of the Society. At-large directors shall be nominated and elected in accordance with, and as part of, the procedure for electing officers of the Society as set forth in Section 7.2, below.

**Section 6.3 Regular Meetings**

Regular Meetings of the Board of Directors shall be held prior to or after but in conjunction with each annual meeting of the Society and/or at such other times as the President may designate for the transaction of such business that may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

**Section 6.4 Special Meetings**

Special Meetings of the Board of Directors may be called by or at the request of the President or any two (2) other directors by delivering such request in writing to the Secretary, designating the time and place, either within or without of the State of Illinois, for such meeting to be held and stating the purpose for such meeting or the items to be considered. In the event the Secretary fails, neglects or refuses to distribute proper notice of such requested special meeting, the persons requesting the meeting may schedule or convene such meeting by proper notice to all directors then in office.

**Section 6.5 Notice of Meetings**

Notice of any Special Meeting of the Board of Directors shall be given at least 48 hours previous thereto by written notice delivered personally or sent by United States mail, electronic mail or facsimile to each director at his address as shown on the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by electronic mail or facsimile, such notice shall be deemed delivered upon receipt by the sender of confirmation of successful transmission of such notice to the director at his or her electronic mail address or facsimile telephone number, as the case may be. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully

1 called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of  
2 the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically  
3 required by law or by these Bylaws.

#### 4 5 **Section 6.6 Quorum**

6 A majority of the number of directors in office shall constitute a quorum for the transaction of business at any  
7 meeting of the Board of Directors. If the number of directors necessary to constitute a quorum shall fail to attend  
8 at the time and place fixed for any regular or special meeting of the Board of Directors, the directors in attendance  
9 may adjourn from time to time without notice or other announcement at the meeting until the requisite number of  
10 directors to constitute a quorum shall attend.

#### 11 12 **Section 6.7 Manner of Acting**

13 The act of a majority of the number of directors present at a meeting at which a quorum is present shall be the act  
14 of the Board of Directors, except where otherwise provided by applicable law, the Articles of Incorporation of the  
15 Society, or by these Bylaws.

#### 16 17 **Section 6.8 Officers of the Board of Directors**

18 The President of the Society shall serve as Chairman of the Board of Directors. The Secretary of the Society shall  
19 serve as the Secretary of the Board of Directors.

#### 20 21 **Section 6.9 Informal Action by Directors**

22 Unless specifically prohibited by the Articles of Incorporation or by the Bylaws, any action required to be taken at  
23 a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors,  
24 may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all  
25 Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all directors shall  
26 have the same effect as a unanimous vote of the Board of Directors.

27  
28 **Section 6.10 Meetings by Electronic Means of Communication.** Notwithstanding any place set forth in the  
29 notice for a meeting of the Board of Directors, any director may participate in such meeting by, or through the use  
30 of, any means of communication by which (a) all participants may simultaneously hear each other, such as by  
31 conference telephone; or (b) all communication is immediately transmitted to each participant, and each participant  
32 can immediately send messages to all other participants. Before the commencement of any business at a meeting at  
33 which any director participates by electronic means, all participating directors shall be informed that a meeting is  
34 taking place at which official business may be transacted.

35  
36 **Section 6.11 Executive Committee.** There shall be established and maintained an Executive Committee which  
37 shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in  
38 the management of the affairs of the Society, except action in respect to election or removal of officers and  
39 directors or the filling of vacancies in the Board of Directors or committees created pursuant to this Bylaw, or acts  
40 contrary to prior action adopted by the Board of Directors in proper session. The Executive Committee shall  
41 consist of the following individuals: the President, the Immediate Past-President, the President-Elect, the Vice  
42 President, the Secretary, the Treasurer and, when in office, the Secretary-Elect and the Treasurer-Elect. All  
43 members of the Executive Committee shall have voting rights thereon. The Executive Committee may meet from  
44 time to time between meetings of the Board of Directors at the discretion of the President and shall be authorized  
45 to conduct such business of the Society as may be necessary, subject to the Board of Directors' general direction  
46 and the obligation to report to the full Board of Directors. Notwithstanding the foregoing provision, the Executive  
47 Committee shall not be authorized to take any of the following actions on behalf of the Board of Directors: (a)  
48 elect directors or officers; (b) hire or terminate the executive director, if any; (c) amend these Bylaws; (d) dissolve  
49 the Society; or (e) authorize or contract any loan or indebtedness on behalf of the Society other than in accordance

1 with these Bylaws. Meetings of the Executive Committee may be called by the President and shall be called upon  
 2 written petition of two (2) other members of the Executive Committee. Notice of the time and place of each  
 3 Executive Committee meeting shall be given in writing to each member of the committee not less than twenty-four  
 4 (24) hours before such meeting. At any meeting of the Executive Committee, a majority of the number of  
 5 Executive Committee members then in office shall constitute a quorum for the transaction of any business. The act  
 6 of the majority of the Executive Committee members present at a meeting at which a quorum is present shall be the  
 7 act of the Executive Committee.

#### 8 9 **Section 6.12 Director Vacancies**

10 In case of any vacancy in a directorship for any reason, including, without limitation, the death, resignation or  
 11 removal, before the expiration of the term of such directorship, the Nominating committee shall, as soon as  
 12 practicable after such vacancy occurs, recommend to the Board of directors for its approval a qualified individual  
 13 to fill such a vacancy. The Board of Directors shall as soon as practicable after such recommendation act on such  
 14 approval. If such recommended individual is so approved, he or she shall serve for the unexpired portion of the  
 15 term of the vacant directorship.

#### 16 17 **Section 6.13 Resignation/Removal of Directors**

18 Any director may resign from the Board of directors at any time by giving written notice to the President. Any  
 19 director may be removed from the Board of Directors with or without cause by the affirmative vote of at least two-  
 20 thirds (2/3) of the Active Members present at a duly held meeting thereof.

## 21 22 **ARTICLE VII**

### 23 24 **OFFICERS**

#### 25 26 **Section 7.1 Officers/Eligibility**

27 The officers of the Society shall be as follows: President, President-Elect, Vice-President, Secretary, Secretary-  
 28 Elect, Treasurer, and Treasurer-Elect. The President, President-Elect, Vice President, Secretary-Elect and  
 29 Treasurer-Elect shall each serve for terms of one (1) year, which terms shall be non renewable, except as provided  
 30 in Section 7.10 below. The Secretary and Treasurer shall, except as provided in Section 7.10 below, each serve for  
 31 terms of four (4) years, which terms shall be non renewable ( subject, however, to the proviso that individuals  
 32 having previously served as Secretary and Treasurer respectively, shall be subject to returning to office as more  
 33 fully described in Section 7.10, below, in the event of a vacancy in such office created by an immediate successor).  
 34 The terms of the Secretary and Treasurer shall be staggered so that such terms alternatively expire every two (2)  
 35 years. The President-Elect, the Vice President, the Secretary-Elect and the Treasurer-Elect shall each automatically  
 36 succeed to the office of President, President-Elect, Secretary or Treasurer, as the case may be, upon the expiration  
 37 of the term of the individual then serving in such office. Only Active Fellows who are then serving or who have  
 38 previously served as at-large directors shall be eligible to be nominated as Vice President, Treasurer-Elect or  
 39 Secretary-Elect.

#### 40 41 **Section 7.2 Election Procedure**

42 At least sixty (60) days before each annual meeting of the Society, the Nominating Committee shall prepare, and  
 43 submit for review to the Board of Directors, a list consisting of one individual recommended for each of the  
 44 following offices: Vice-President, two (2) at-large directors and one (1) member of the Fellowship Committee. In  
 45 the year immediately preceding any year in which the term of office of the Secretary or the Treasurer is to expire,  
 46 the Nominating Committee shall also select one individual that it recommends for nomination to the office of  
 47 Secretary-Elect or Treasurer-Elect, as the case may be. Should the Board of Directors have concerns about any  
 48 individual on the proposed slate, those shall be conveyed to the Nominating Committee within twenty (20) days of  
 49 receipt of the list. The Nominating Committee shall present a final slate of candidates to the SRS membership after

1 investigation and review of any concerns. Candidates for the positions to which they were nominated shall be  
2 elected upon receiving a majority of the votes cast by Active Fellows at such annual meeting. The term of office  
3 for those individuals elected to a position at an annual meeting shall commence as of the close of such meeting.  
4

### 5 **Section 7.3 President**

6 The President shall be the principal executive officer of the Society and shall, subject to the direction and control  
7 of the Board of Directors, supervise and be in charge of all the business affairs of the Society. The President shall  
8 preside at all general meetings of the Society and of the Board of Directors. The President may sign, with the  
9 Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds,  
10 mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed,  
11 except in cases where the signing and execution thereof shall be expressly delegated to the Board of Directors or  
12 by these Bylaws with the approval of the Board of Directors and shall be Ex-Officio member of all Committees  
13 except the Fellowship and Nominating Committees. The President may fill any vacancies between annual  
14 meetings subject to the approval of the Board of Directors unless such vacancies are to be filled as otherwise  
15 specified. The President is authorized to act in the event of any contingency or emergency not covered by the  
16 Bylaws. The President shall, in general, perform all duties incident to the office of President and such other duties  
17 as may be prescribed by the Board of Directors from time to time. The President shall preside at all meetings of  
18 the Board of Directors and shall, except as otherwise provided under applicable law or these Bylaws, be  
19 responsible for scheduling all meetings of the Board of Directors and to determine the order of business to be  
20 conducted at meetings of the Board of Directors. The President shall serve for one (1) year term of office, except in  
21 circumstances outlined in Section 7.10.  
22

### 23 **Section 7.4 President-Elect**

24 The President-Elect shall assume the duties of the President in the absence of the President or in the event of  
25 his/her death, inability or refusal to act and when so acting shall have the powers of and be subject to all the  
26 restrictions upon the President. The President-Elect shall perform such other duties and have such other powers as  
27 the Board of Directors may from time to time prescribe. In addition, the President-Elect shall, as the President-  
28 Elect of the Society, carry out such duties in such capacity as the President or the Board of Directors may from  
29 time to time determine. The President-Elect shall be an Ex-Officio member of all committees except the  
30 Fellowship and Nominating Committees. The President-Elect shall automatically succeed to the office of  
31 President at the close of the annual meeting at which the current President's term expires, or as otherwise provided  
32 in Section 7.10.  
33

### 34 **Section 7.5 Vice-President**

35 The Vice President shall assume the duties of the President-Elect in the absence of the President-Elect and in the  
36 event of his or her death or inability or refusal to act, and when so acting, shall have all the powers of and be  
37 subject to all of the restrictions upon the President-Elect. The Vice President shall also assume the duties of  
38 President in the absence of both the President and the President-Elect and in the event of death or inability or  
39 refusal to act of both of them, and when so acting the Vice President shall have all of the powers of and be subject  
40 to all of the restrictions upon the President. The Vice President shall perform such other duties and have such other  
41 powers as the Board of Directors may from time to time prescribe. The Vice President shall be ex-officio member  
42 of all committees except the Fellowship and Nominating Committees. The Vice President shall automatically  
43 succeed to the office of President-Elect at the close of the annual meeting at which the current President-Elect's  
44 term expires, or as otherwise provided in Section 7.10 below.  
45

### 46 **Section 7.6 Secretary**

47 The Secretary or its designee shall record the minutes of the meetings of the Society and of the Board of Directors  
48 and the Executive Committee; undertake to ensure that all notices of meetings are duly given in accordance with  
49 the provisions of these Bylaws or as required by applicable law; be custodian of the corporate records of the

1 Society; and perform all duties incident to the office of Secretary. The Secretary shall be an Ex-Officio member of  
2 all committees except the Fellowship and Nominating Committees. The Secretary shall maintain a register of the  
3 post office address and electronic mail address of each Fellow of any class, which information shall be furnished to  
4 the Secretary by such Fellows. The Secretary shall maintain the correspondence of the Society and a record of the  
5 names of the Fellows, guests and visitors in attendance at any meeting of the Society.  
6

### 7 **Section 7.7 Secretary-Elect**

8 The Secretary-Elect shall assume the duties of the Secretary in the absence of the Secretary or in the event of his or  
9 her death, inability or refusal to act. The Secretary-Elect shall perform the duties of the Secretary and when so  
10 acting shall have the power of and be subject to all the restrictions upon the Secretary. The Secretary-Elect shall  
11 automatically succeed to the office of Secretary at the close of the annual meeting at which the then-current  
12 Secretary's term of office expires, or as otherwise provided in Section 7.10 below. The Secretary- Elect shall  
13 perform such other duties as from time to time may be assigned to him or her by the President or the Board of  
14 Directors.  
15

### 16 **Section 7.8 Treasurer**

17 The Treasurer shall be in charge and have custody of and be responsible for any and all funds, securities and other  
18 valuable assets of the Society and other assets of the Society and shall, at the request of the Board of Directors or  
19 as otherwise required by applicable law, post a bond at the expense of the Society for the faithful discharge of his  
20 or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer  
21 shall oversee accurate accounts of the receipts and disbursements of the Board of Directors in books belonging to  
22 it. He or she shall ensure that all monies and other valuable effects are deposited in the name and to the credit of  
23 the Board of Directors in such accounts and in such depositories as may be designated by the Board of Directors.  
24 He or she shall check monthly the disbursements of funds of the Board of Directors in accordance with authority of  
25 the Board of Directors. The Treasurer shall render to the President and the Board of Directors whenever requested  
26 or otherwise required, a written detailed account of the transactions and of the financial condition of the Society,  
27 including a statement of all its assets, liabilities, and financial transactions. He or she shall perform such other  
28 duties as the Board of Directors, through the President, direct, and such other duties as usually pertain to the office  
29 of Treasurer. The Treasurer shall be relieved of all responsibility for any securities or monies or the disbursement  
30 thereof committed by the Board of Directors to the custody of any other person or the Society, or the supervision  
31 of which is delegated by the Board of Directors to any other officer, agent or employee, or for the performance of  
32 any other duties of the Treasurer delegated by the Board of Directors to any other officer, agent or employee, and  
33 he or she shall not be responsible for any actions of any other officer, agent or employee of the Board of Directors.  
34 The Treasurer shall be an Ex-Officio member of all committees except the Membership and Nominating  
35 Committees.  
36

### 37 **Section 7.9 Treasurer-Elect**

38 The Treasurer-Elect shall assume the duties of the Treasurer in the absence of the Treasurer or in the event of his  
39 or her death, inability or refusal to act and when so acting shall have the power of and be subject to all restrictions  
40 upon the Treasurer. The Treasurer-Elect shall automatically succeed to the office of Treasurer at the close of the  
41 annual meeting at which the then-current Treasurer's term of office expires or as otherwise provided in Section  
42 7.10 below. The Treasurer-Elect shall perform such other duties as from time to time may be assigned to him or her  
43 by the President or the Board of Directors.  
44

### 45 **Section 7.10 Vacancies**

46 In the event of the President's death, resignation or removal while in office, the President-Elect shall succeed to the  
47 office of President for the remainder of such term and shall continue to serve as President for the immediately  
48 succeeding one-year term. In such event, the Vice President shall succeed to the office of President-Elect serving  
49 the remainder of such term and shall continue as President-Elect for the immediately succeeding one year term.

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In the event of the President-Elect’s death, resignation or removal while in office, the Vice President shall succeed to the office of President-Elect for the remainder of such term and shall continue to serve in such office for the immediately succeeding one-year term. The current President shall finish his/her term and will be asked to serve the term originally designated for the President-Elect.

In the event that the Vice President ceases to serve in such office for any reason during his or her term, including, without limitation, by reason of death, resignation or succession to fill a vacancy of the President-Elect as described above, the Board of Directors may (taking into account any recommendations of the Nominating Committee as described in section 9.6 below) appoint a new Vice President to serve the remainder of that term who then becomes President-Elect at the Annual Meeting. In the event the Board of Directors does not appoint a qualified individual to replace the Vice President, a new Vice President shall be elected at the next annual meeting at which officers are elected in accordance with the procedures applicable to the election of officers generally.

In the event of the Secretary’s death, resignation or removal while in office with less than six(6) months remaining before the expiration of the term, the immediate past Secretary will be asked to serve the balance of that term and one more additional year. The Secretary-Elect shall then succeed to the office of Secretary for the term for which he or she was originally slated. If the remaining term is greater than six months, then the Secretary-Elect will succeed to become Secretary as originally intended, and the additional year of service by the past Secretary will not be necessary.

In the event of the Secretary-Elect’s death, resignation or removal while in office, the Board of Directors shall fill such vacancy as soon as practicable for the unexpired portion of that term and potentially one more year. The Secretary-Elect then becomes Secretary.

In the event of the Treasurer’s death, resignation or removal while in office, the immediate past Treasurer will be asked to serve the balance of that term and then one additional year, if the remaining term is less than six months. If the remaining term is greater than six months, the one additional year will not be necessary. The Treasurer – Elect then succeeds to the office of Treasurer considering the above. Following succession of the Treasurer-Elect to the Treasurer, a new Treasurer-Elect is appointed by the Board of Directors as soon as practicable for the same time period.

In the event of the Treasurer-Elect’s death, resignation or removal while in office, The Board of Directors will appoint a new Treasurer-Elect for the balance of that term and potentially one more year. This Treasurer-Elect will then become the Treasurer.

In the event of an At-Large Director’s death, resignation or removal while in office, The Board of Directors will appoint a new Director in the appropriate category for the balance of that term.

**Section 7.11 Resignation/Removal**

Any officer may resign from such office at any time by giving written notice to the Secretary of the Society. Any officer may be removed from such office with or without cause by the affirmative vote of at least two-thirds (2/3) vote of the Active Fellows present at a meeting thereof.

**ARTICLE VIII**  
**COUNCILS**

1 The Society shall establish and maintain four (4) Councils, namely, the Education Council, the Research Council,  
 2 the Governance Council and the Finance Council, which Councils shall oversee the functions and operations of  
 3 those committees placed under their respective jurisdiction from time to time by the President with the approval of  
 4 the Board of Directors. Councils shall function in the same manner and be subject to the same procedures and  
 5 restrictions as committees of the Society and as may be otherwise determined by the Board of Directors from time  
 6 to time. The membership of each such Council shall be comprised of the chairpersons of the committees under the  
 7 jurisdiction of such Council and the President, with the approval of the Board of Directors, shall appoint a  
 8 chairperson for each such Council from among such Members. The Board of Directors may, at any time, by  
 9 resolution, create, combine, consolidate and/or terminate any Council and change the composition, terms of  
 10 membership and any other attribute or aspect of any Council as it deems appropriate in its discretion.

## 11 **ARTICLE IX**

### 12 **COMMITTEES**

#### 13 **Section 9.1 Classification and Organization.**

14 There shall be established and maintained the following Standing Committees of the Society:

- 15 (a) Education Committee;
- 16 (b) Fellowship Committee;
- 17 (c) Program Committee;
- 18 (d) Bylaws and Policies Committee; and
- 19 (e) Nominating Committee.

20 The President, with the approval of the Board of Directors, may from time to time designate other committees  
 21 (including standing committees in addition to those described above, ad hoc committees and committees existing  
 22 and operating under any Council), subcommittees, working groups and task forces. All Standing Committees and  
 23 other committees, subcommittees, working groups and task forces (collectively referred to for purposes of this  
 24 Article IX as "Committees") shall have the powers and duties as hereinafter set forth and/or other powers and  
 25 duties delegated or assigned by the President, with the approval of the Board of Directors and shall make regular  
 26 reports to President and the Board of Directors. All Committee chairpersons shall be appointed by the President,  
 27 with the approval of the Board of Directors, except as otherwise provided in these Bylaws. Except for the  
 28 Nominating Committee and the Fellowship Committee and as otherwise provided in these Bylaws, the President,  
 29 with the approval of the Board of Directors, may determine the number of members to serve on each Committee  
 30 and the eligibility requirements for same. Members of any such Committee shall be appointed by the President for  
 31 such terms and on such terms as the President may determine from time to time, with the approval of the Board of  
 32 Directors. The President, with the approval of the Board of Directors, shall establish such procedures for each  
 33 Committee as he or she may determine in his or her discretion, with the approval of the Board of Directors. The  
 34 Board of Directors may, at any time, by resolution, create, combine, consolidate or terminate any Committee (other  
 35 than a Standing Committee described in subs. (a) through (e), above) as it deems appropriate in its discretion.

#### 36 **Section 9.2 Education Committee**

37 The Education Committee shall be primarily responsible for the education of, dissemination of new information to,  
 38 and public relations to promote a better understanding of Scoliosis and related spinal deformities including but not  
 39 limited to availability of treatments and early symptoms of Scoliosis and related spinal deformities.

#### 40 **Section 9.3 Fellowship Committee**

1 The Fellowship Committee shall be responsible for verifying the professional credentials and qualifications of the  
 2 applicant for Fellowship in any class. All completed applications, except those for Honorary Fellowship, shall be  
 3 forwarded by the Secretary of the Society to the Fellowship Committee. The Fellowship Committee shall conduct  
 4 such investigation, personal interviews, or inquiries it deems necessary in order to determine the qualifications of  
 5 an applicant for Fellowship in any class.

6  
 7 **Section 9.4 Program Committee**

8 The Program Committee shall be responsible for the initiation, organization, implementation and conduct of the  
 9 annual meeting of the Society. The Program Committee shall be responsible to review all papers, exhibits and  
 10 audiovisual materials to be used in connection with any program or event held in connection with any annual  
 11 meeting of the Society, subject to such procedures as the Program Committee and the Board of Directors may  
 12 establish from time to time.

13  
 14 **Section 9.5 Bylaws and Policies Committee**

15 The Bylaws and Policies Committee shall be responsible for considering matters relating to the content of the  
 16 Articles of Incorporation, the Bylaws and the policies and procedures of the Society, including amendments  
 17 thereto, and to advise and make recommendations to the Board of Directors with respect to same.

18  
 19 **Section 9.6 Nominating Committee**

20 The Nominating Committee shall consist of five (5) Active Fellows, the Chairman of which shall be appointed by  
 21 the President with the approval of the Board of Directors. The four (4) additional members shall be Active  
 22 Members elected at each annual meeting of the Society by a majority of the Active Members present at such  
 23 meeting. The term of each member of the Nominating Committee shall be one year, no Fellow may serve two (2)  
 24 consecutive terms on the Nominating Committee. The Nominating Committee shall present to the Board of  
 25 Directors a list of nominees as described in Section 7.2 and otherwise provide recommendations to the Board of  
 26 Directors with respect to the filling of vacancies in any office or on the Board of Directors.

27  
 28 **ARTICLE X**

29  
 30 **COMPENSATION**

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 32 No director, officer, Council or Committee member or any other private individual shall receive at any time any of  
 33 the net earnings or pecuniary profit from the operations of the Society; provided that this provision shall not  
 34 prevent the payment to any such person of such reasonable compensation for services rendered to or for the  
 35 Society in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of  
 36 any of the corporate assets upon the dissolution of the Society. Notwithstanding the foregoing, no director, officer  
 37 or Council or Committee member shall receive compensation from the Society for serving in such capacity;  
 38 provided, however, the Society may reimburse expenses of such persons in attending meetings and conducting  
 39 other activities on behalf of the Society. Upon such dissolution or winding up of the affairs of the Society, whether  
 40 voluntary or involuntary, the assets of the Society, remaining in the hands of the Board of Directors after all debts  
 41 have been satisfied shall be distributed, transferred, conveyed, delivered, and paid over exclusively to charitable  
 42 and/or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the  
 43 Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

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 46 **ARTICLE XI**

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 48 **AMENDMENTS**  
 49

1 Amendments to these Bylaws or to the Articles of Incorporation of the Bylaws may be proposed by the Executive  
2 Committee, the Board of Directors on its own motion or the written petition of at least four (4) Active Fellows.  
3 Any such proposal must be submitted to the Secretary of the Corporation not less than ninety (90) days before an  
4 annual meeting of the Society in order to be eligible for consideration of approval at such annual meeting. Such  
5 proposed amendment, once submitted to the Secretary, shall be submitted to the Bylaws and Policies Committee  
6 for review and consideration, which Committee shall then make a recommendation with respect to same to the  
7 Board of Directors. The Board of Directors shall then make a determination regarding whether to submit such  
8 proposed amendment to a vote of the Active Fellows. Any proposed amendment submitted to the Secretary for  
9 consideration at least ninety (90) days before an annual meeting of the Active Fellows of the Society which the  
10 Board of Directors has determined to be submitted to a vote of the Active fellows as described above shall be  
11 submitted to the Active Fellows at least 30 days prior to the Annual Meeting at which they will be voted on.  
12

13 Any such proposed amendment submitted to the Secretary less than ninety (90) days before such annual meeting  
14 which the Board of Directors has determined to be submitted to a vote of the Active Fellows shall be eligible to be  
15 considered for approval by the Active Fellows at the next subsequent annual meeting or at the discretion of the  
16 Board of Directors at a special meeting of the Active Fellows of the Society. The Secretary shall include a copy of  
17 the proposed amendment with the notice of the meeting at which such proposed amendment is to be considered for  
18 approval, together with a statement that the Board of Directors recommends such amendment for adoption. Any  
19 amendment to these Bylaws or the Articles of Incorporation of the Society shall require approval of the Active  
20 Fellows by at least a two-thirds (2/3) majority of the Active Fellows present in person at a duly held meeting at  
21 which a quorum is present.  
22

## 23 **ARTICLE XII**

### 24 **DUES**

#### 25 **Section 12.1 Annual Dues**

26 Annual Dues, in amounts to be determined by the Board of Directors, shall be paid by Candidate Fellows, Active  
27 Fellows and Associate Fellows in accordance with such procedures as the Board of Directors may from time to  
28 time establish.  
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#### 32 **Section 12.2 Exemption from Dues**

33 The Board of Directors may, in its discretion, exempt a Fellow of any class from dues for good cause in any  
34 particular instance.  
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## 36 **ARTICLE XIII**

### 37 **RULES OF ORDER**

38 Except to the extent otherwise provided in these Bylaws, all meetings of the Society, the Board of Directors, the  
39 Councils or any Committee (as that term is defined in Section 9.1, above) shall, as and when determined by the  
40 presiding officer of such body, be governed by the parliamentary rules and usages set forth in the most current  
41 edition of Robert's Rules of Order.  
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## 45 **ARTICLE XIV**

### 46 **DISSOLUTION**

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1 The Board of Directors shall, after paying or making provisions for the payment of the Society's liabilities, if any,  
2 distribute the Society's net assets, to such Society(s), association(s), fund(s), and/or foundation(s) engaged in  
3 activities substantially similar to those of the Society as are designated by the Executive Committee and in such  
4 proportions as are determined thereby, subject to any order of court as provided by law, for charitable, educational  
5 or scientific purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any of the foregoing  
6 provisions of this Article, the distribution of any assets of the Society in liquidation shall be made in accordance  
7 with Illinois Revised Statutes.

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9 **ARTICLE XV**

10 **CONTRACTS, CHECKS, DEPOSITS AND GIFTS**

11 **Section 15.1 Contracts**

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14 The Board of Directors may authorize any officers, agent or agents of the Society, in addition to the officers so  
15 authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on  
16 behalf of the Society and such authority may be general or confined to specific instances.

17  
18 **Section 15.2 Checks, Drafts, Etc.**

19 All checks, drafts, or other orders for the payment of money notes or other evidence of indebtedness issued to the  
20 name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner  
21 as shall be determined by action of the Board of Directors.

22  
23 **Section 15.3 Deposits**

24 All funds of the Society shall be deposited to the credit of the Society in banks, trust companies, or other  
25 depositories as the Board of Directors may select.

26  
27 **Section 15.4 Gifts**

28 The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general  
29 purposes or for any special purpose of the Society.

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31 **ARTICLE XVI**

32 **BOOKS AND RECORDS**

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35 The Society shall keep and maintain correct and complete books and records of account and shall also keep  
36 minutes of the proceedings of any meeting of the Active Members (including any business session), the Board of  
37 Directors and any Council or Committees, and shall keep and maintain at the principal office of the Society a  
38 record of the names and addresses of Fellows of any class.

39  
40 **ARTICLE XVII**

41 **FISCAL YEAR**

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44 The fiscal year of the Society shall be as determined by the Board of Directors from time to time.

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46 **ARTICLE XVIII**

47 **SEAL**

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49 The Society shall have no seal.  
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**ARTICLE XIX**

**INDEMNIFICATION**

The Society shall, to the fullest extent provided by applicable law, indemnify every director, officer or Committee (as that term is defined in Section 9.1, above) or Council chair or member, and his or her heirs, executors and administrators who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that he or she is or was a director, officer, employee or agent of the Society, or is or was serving at the request of the Society, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Society, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

**ARTICLE XX**

**MISCELLANEOUS**

**Section 20.1 Trademarks.** No member may use the Society's name or trademarks for personal, commercial purposes or funding purposes without prior approval of the Board of Directors.

**Section 20.2 Interpretation.** In interpreting these Bylaws, whenever the context so requires, (a) the singular shall include the plural and the plural shall include the singular, and (b) any gender shall include all genders.

**Section 20.3 Definition of "Code."** All references in these Bylaws to sections of the "Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions subsequently enacted.

**Section 20.4 Headings.** The headings in these Bylaws are intended for convenience only and should not affect the meaning or interpretation hereof.

**Section 20.5 Executive Director.** An Executive Director may be employed directly or by contract by the Board of Directors. The Executive Director shall have general charge of the day-to-day operations and management of the Society. The Executive Director may sign in the name of or on behalf of the Society any contract or agreement authorized by the Board of Directors and shall do and perform such additional duties as may be assigned by the Board of Directors and/or otherwise expressed in a management agreement.

Approved September 6, 2007  
Amended September 11, 2008  
Amended September 22, 2010