

BYLAWS
Pain Medicine Academy of Advanced Practice Providers Inc.

ARTICLE 1 - NAME AND DOMICILE

- Sec. 1.01 The name of the duly constituted body shall be "Pain Medicine Academy of Advanced Practice Providers Inc." hereinafter referred to as the "Academy".
- Sec. 1.02 The domicile of the Academy shall be in the State of Florida with offices as determined from time to time by the Board of Directors.

ARTICLE II - ESTABLISHMENT

- Sec. 2.01 The Academy was incorporated on the 5th Day of February , 2024 in the State of Florida.

ARTICLE III - AIMS AND OBJECTIVES

- Sec. 3.01 The aims and objectives shall be: To advance the art and science of pain medicine by promoting and maintaining the highest standards of professional practice through post graduate clinical education and research; by aiding and encouraging the education of students, advanced practice providers, and other health care providers in pain management and by obtaining and publishing scientific information in pain medicine.
- Sec. 3.02 The Mission is to represent, support, empower, and educate Advanced Practice Providers within the specialty of pain medicine. We are committed to improving the quality of life and function for people in pain, on behalf of our members, through interprofessional collaboration, education, advocacy, and research.

ARTICLE IV - PURPOSE

- Sec. 4.01 The Academy is organized exclusively for post graduate educational purposes and for the promotion of common business interests as defined in Section 501(c) (6) of the Internal Revenue Code (the "Code"). The primary purpose of the corporation is to support and encourage post graduate education of advanced practice and other health care providers in the specialty of pain management.
- Sec. 4.02 Notwithstanding any other provision of these Bylaws:
- a. No part of the net earnings of the Academy shall inure to the benefit of any Director of the Academy, officer of the Academy, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Academy affecting its purpose); and no Director, officer, or any private individual shall be entitled to share in the distribution of any

corporate assets on dissolution of the Academy. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Academy shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- b. The Academy shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Code and its Regulations.
- c. The Academy is organized pursuant to the State of Florida not-for-profit statutes and may engage in any lawful activity for which corporations may be organized under the statutes so long as the Academy does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c) (6) of the Code and its Regulations.

ARTICLE V - MEMBERSHIP

Sec. 5.01 Membership Categories:
The membership shall be unlimited in number and will consist of the following ten categories:

- 1. Active Members
- 2. Affiliate Members
- 3. Honorary Members
- 4. Emeritus Members
- 5. Founder Members
- 6. Student Members
- 7. Corporate Members
- 8. Business Members

Sec. 5.02 Active Membership:

Active members are licensed Physician Associates/Assistants and/or Advanced Practice Registered Nurses and/or individuals who hold a Doctorate in Nursing and who are licensed in a State or with the Federal Government. Active members will have full voting rights and be eligible to hold office until retirement from professional practice. Active Members may be designated as a Fellow of the Academy upon completion of requirements as determined by the Board of Directors.

Sec. 5.03 Affiliate Membership:

Affiliate members are healthcare professionals who do not qualify under Section 5.02. Affiliate members will be accorded all the privileges of the Academy, but they do not have voting privileges and are not eligible to hold office in the Academy.

Sec. 5.04 Honorary Membership:

Honorary members shall be those distinguished individuals who have rendered outstanding services towards the subject of pain, and whom the Academy desires to recognize. Honorary membership shall be recommended by the Membership Committee and approved by the Board of Directors and the membership. Honorary members shall be accorded all the privileges of the Academy, but they do not have voting privileges and are not eligible to hold office in the Academy.

Sec.5.05 Emeritus Membership:

Emeritus members shall be members of the Academy who have retired from practice and who have been a member of the Academy for at least five years. Upon application for Emeritus status and satisfaction of qualifications outlined here, they shall be recommended by the Membership Committee and approved by the Board of Directors and the membership. Emeritus Members will be accorded all the privileges of the Academy, but they do not have voting privileges and are not eligible to hold office in the Academy.

Sec. 5.06 Founding Membership:

Founding members are any category of member who joins in the first 2 years after incorporation. This is a designation of membership in addition to other types of membership in Sections 5.02 – 5.05, 5.07, and 5.08. For so long as the member pays dues, the member will be listed as a Founding member.

Sec. 5.07 Student Membership:

Student members will be individuals currently in an accredited training program in health and related sciences. Students may stay in this membership category one additional year after the completion of their training program as they transition into practice. Student Members will be accorded all the privileges of the Academy, but they do not have voting privileges and are not eligible to hold office in the Academy.

Sec. 5.08 Corporate Membership:

Corporate members shall be corporations or any entity that manifests an interest in the members and/or pain management. Corporate members shall be accorded all the privileges of the Academy including invitation and attendance to all scientific and/ or educational meetings of the Academy but they do not have voting privileges and are not eligible to hold office in the Academy.

Sec. 5.09 Business Membership:

Business members shall be individuals that manifest an interest in the members and/or pain management. Business members shall be accorded the privileges of the Academy including invitation and attendance at all scientific and/ or educational meetings of the Academy but they do not have voting privileges and are not eligible to hold office in the Academy.

Sec. 5.10 Application for Election to Membership:

A Completed application for membership shall be in writing and submitted electronically for consideration by the Academy. The Application process shall be determined by The Membership Committee.

Sec 5.11 Annual Dues:

The Board of Directors may establish annual dues for all membership categories. Membership shall become inactive for failure to pay annual dues within ninety (90) days of the due date.

Sec. 5.12 Inactive Membership:

Any member shall cease to be accorded the privileges of the Academy if annual dues have not been paid within ninety (90) days of final notice, unless waived for cause by the Board of Directors. At all times, membership shall be contingent upon acceptance and compliance with the provisions of these Bylaws.

Sec. 5.13 Membership Meetings:

The members shall hold meetings at such place or places as the Board of Directors may determine, and one meeting each year shall be designated as the Annual Meeting of the Membership. Meetings may be live or by virtual electronic means.

Sec. 5.14 Annual Meeting of the Membership:

Annual meetings of the Membership will be held at the place and date to be determined by the Board of Directors. The venues shall be chosen by the Board of Directors. Meetings may be live or by virtual electronic means.

Sec. 5.15 Notice of Meetings:

Written notice, stating the time and place of a meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, shall be electronically mailed not less than seven (7) and not more than sixty (60) days before the date of the meeting to each member's electronic mail address as it appears in the records of the Academy. Notice will be deemed to have been given one business day after being sent.

Sec. 5.16 Quorum:

At least five percent (5%) of the voting members shall constitute a quorum for the transaction of business at any meeting of the members.

Sec. 5.17 Voting:

Each voting member shall be entitled to one vote, which may be cast in person or by proxy. A proxy shall be in writing signed by the member or a duly authorized attorney-in-fact and filed with the Secretary prior to the commencement of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Unless a proxy otherwise provides, any proxy holder may appoint in writing a substitute to act in the proxy holder's place.

Sec. 5.18 Manner of Acting:

Except as otherwise provided by law or in the Bylaws, the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members.

Sec. 5.19 Action Without Meeting:

Any action which the members could take at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by fifty-one (51) percent of the persons who would be entitled to vote upon such action at a meeting, which consent shall be filed with the Secretary of the Academy as part of the corporate records.

Sec. 5.20 Fixing Record Date:

For purpose of determining the members entitled to notice of or to vote at any meeting of members or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for the determination of members. The record date shall be not more than seventy (70) days before the meeting or action requiring a determination of members. A determination of members entitled to notice of or to vote at a members' meeting shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given shall be entitled to notice of the meeting, and members on the date of the meeting who are otherwise eligible to vote shall be entitled to vote at the meeting. If no record date is fixed for an action requiring a determination of members, members at the close of business on the day on which the Board adopts the resolution relating to such action, or the sixtieth (60th) day prior to the date of such action, whichever is later, are entitled to such rights. If no record date is fixed for action without a meeting, the record date for determining members entitled to take action without a meeting shall be the date the first member signs consent to the action taken. An alphabetical list of the names and addresses of the members entitled to notice shall be prepared and made available for inspection by any member.

ARTICLE VI - DIRECTORS

Sec. 6.01 General Powers:

The affairs of the Academy shall be managed by the Board of Directors and all corporate powers shall be exercised by the Board of Directors.

Sec. 6.02 Composition:

The Board of Directors shall consist of up to 9 Active members to serve for two-year terms each. The Initial Board of Directors shall serve from date of Incorporation until the conclusion of the First Annual Business Meeting and may be re-elected for an additional 2-year term (this initial term will not affect the term limits stated herein). The Immediate Past President shall be an *ex officio* voting member of the Board of Directors for one (1) year immediately succeeding the termination of his or her Presidency if not already one of the elected nine (9) Active members.

Sec. 6.03 Director(s) Emeritus:

The Board of Directors may appoint one or more Director(s) Emeritus to serve a life long term. Director(s) Emeritus will be previous Board members whose experience and knowledge is relied upon by the Board of Directors. Director(s) Emeritus will not have voting privileges.

Sec. 6.04 Nominations:

All nominations from the membership for Director shall be forwarded to the Secretary at least 45 days before the Annual Meeting. Self-Nominations shall be forwarded to the Secretary at least 60

days before the Annual Meeting. Election to the Board of Directors shall be held at the Annual Meeting.

Sec. 6.05 Eligibility:

To be eligible for nomination and election as a member of the Board, the nominee shall be an Active member in good standing with the Academy including the payment of dues.

Sec. 6.06 Vacancies:

Any vacancy in the Board of Directors may be filled for the unexpired period of the vacating Director by the majority vote of the remaining Directors then in office.

Sec. 6.07 Organization:

At each meeting of the Board of Directors, the President, or in the President's absence, the President-Elect shall act as Chairperson. The Secretary shall act as Secretary of the meeting, or in the Secretary's absence, secretary pro tem may be selected by the President.

Sec. 6.08 Resignation:

Any Director of the Academy may resign at any time by giving written notice to the Secretary of the Academy. Such resignation shall take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Sec. 6.09 Board Meetings:

An annual Board of Directors meeting shall be held in association with the Annual Meeting of the Membership. Special meetings of the Board of Directors may be called by the President or at least fifty percent (50%) of the Directors.

Sec. 6.10 Notice of Meetings:

At least two (2) days' written notice must be given to all Directors for all meetings of the Board. With respect to regular meetings, notice may be given collectively for multiple meetings, and, once given, no further notice will be required for each such regular meeting noticed collectively. Unless otherwise provided in these Bylaws, notice need only specify the date, time, and place for meetings and may, but need not, specify the purpose for which the meeting is called. The time, date, or place for any meeting previously fixed by notice may be changed by giving new notice in accordance with the requirements of this Section. Notice may be given by hand delivery, electronic mail, facsimile, overnight courier, or U.S. mail. Notice will be deemed to have been given as follows: (a) when delivered, if given via hand delivery; (b) one business day after being sent, if properly addressed and sent via electronic mail, facsimile, or overnight courier; and (c) two business days after being sent, if properly addressed and sent via U.S. mail. Any Director may waive notice of any meeting. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Sec. 6.11 Quorum:

One third of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Sec. 6.12 Manner of Acting:

Except as otherwise provided by law or in the Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Sec. 6.13 Action Without Meeting:

Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or of the members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken.

Sec. 6.14 Meeting by Conference Telephone or by online webinar:

Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or online webinar or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and any such participation in the meeting shall be deemed present in person at such meeting.

ARTICLE VII - OFFICERS

Sec. 7.01 Officers:

The officers of the Academy shall be the Immediate Past President, President, President-Elect, Secretary, and Treasurer.

Sec. 7.02 Term of Office:

The Initial Officers of the Academy shall serve from date of Incorporation to the First Annual Meeting. Thereafter, the Board of Directors shall elect the officers from the Board of Directors at its Annual Board Meeting. Each officer shall serve a term of two (2) years but may be reelected for additional terms. Terms of office shall commence immediately following the Annual Meeting of the Academy.

Sec. 7.03 Removal:

Any officer may be removed by resolution declaring such removal to be in the best interests of the Academy and adopted at any regular or special meeting of the Board of Directors by two-thirds (2/3) of the Directors then in office.

Sec. 7.04 Resignations:

Any officer may resign at any time by giving written notice to the President or Secretary of the Academy. Any such resignation shall take effect at the date of receipt of such notice or any later time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Sec. 7.05 Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled for the unexpired portion of the term of the vacating Officer by a member of the Board of Directors appointed by the President, unless otherwise expressly provided for in these Bylaws.

Sec. 7.06 Business by Correspondence:

The President shall have the power to decide what business may be conducted by correspondence, and he or she may request the members of the Board to cast their vote on such business in writing or by electronic communication. Written or electronic voting is deemed approved when 51 percent of the voting Board members affirm the written motion.

Sec. 7.07 Subordinate officers:

The Board of Directors may from time to time establish officers in addition to those designated in Section 7.01 with such duties as the Board of Directors may from time to time determine.

Sec. 7.08 Staff:

The Academy may employ an Academy Executive Director selected by the Board of Directors and such staff as may be required to assist the Board of Directors and officers in the running of the Academy. Compensation shall be paid for these management services as determined by the Board of Directors.

Sec. 7.09 President:

The President shall be the chief executive and administrative officer of the Academy, subject however to the approval of the Board of Directors. He or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him or her by the Board of Directors. He or she may be a signatory on the Academy's accounts.

Sec. 7.10 President-Elect:

The President-Elect shall assist the President in ways established by the President with approval of the Board of Directors. The President-Elect shall, in the absence of the President, perform the duties of President, and shall serve as President in the event that the office of President becomes vacant prior to an election, and in that capacity shall assume all the powers and duties of the President for the unfinished portion of the Presidential term.

Sec. 7.11 Secretary:

The Secretary shall keep a register of all categories of membership and shall keep the minutes of the meetings of the Board of Directors and membership and shall publish the minutes after ratification by the Board of Directors.

Sec. 7.12 Treasurer:

The Treasurer shall prepare an Academy budget for approval by the Board of Directors; keep an accurate account of all monies received and disbursed annually; work with a certified public account / auditor as required by law; prepare a report to the Board of Directors and membership for presentation at the Annual Board of Directors Meeting and Annual Business Meeting and be a signatory on Academy accounts.

Sec. 7.13 Immediate Past President:

The Immediate Past President shall serve as Chair of the Nominating Committee and Assist the President in his/her role. The Immediate Past President provides continuity to the organization by providing historical context for issues.

ARTICLE VIII - COMMITTEES

Sec. 8.01 Executive Committee:

The Executive Committee shall be a standing committee consisting of (i) such officers of the Academy as may hold office from time to time, and (ii) such other Directors as may be nominated by the President and appointed by the Board from time to time. The President of the Academy will be the Chairperson of the Executive Committee. Each member of the Executive Committee will hold office for the duration of such person's term in an office that qualifies such person for membership on the Executive Committee. The primary function of the Executive Committee will be to execute the policies prescribed by the Board and carry out the responsibilities assigned to it by the Board and these Bylaws, including, without limitation, conducting strategic planning for the Academy, establishing criteria to evaluate the Executive Director and other officers and employees of the Academy, and overseeing relationships with the Academy's outside service providers. The Executive Committee will also be responsible for reviewing and making recommendations regarding conflicts of interest of Directors, officers, employees, and independent contractors and their employees associated with the Academy. During the intervals between the meetings of the Board, the Executive Committee will have and exercise all the powers of the Board that may be lawfully delegated to the management of the business and affairs of the Academy.

Sec. 8.02 Special Committees:

Special *ad hoc* committees may be appointed by the President for any purpose which will further, expedite or continue activities resulting from implementation of the aims and objectives of the Academy. Such committees may be appointed by the President at regular or special meetings of the Board of Directors.

Sec. 8.03 Nominating Committee:

The Nominating Committee shall be a standing committee consisting of three (3) Active members including the Immediate Past President, President, and President-Elect. The Nominating Committee is chaired by the Immediate Past President. Committee members shall serve two (2) years and may be reappointed for additional terms. This committee shall make recommendations for the Officers and Directors and then present the nominees to the Board of Directors for ratification. Ratified slates of officers and directors are then presented to the membership at the Annual Meeting of the Academy for vote.

Sec. 8.04 Membership Committee:

The Membership Committee shall be a standing committee consisting of up to three (3) members and the President-Elect. The Membership Committee is chaired by the President-Elect. The President-Elect shall appoint the other two members of this committee. Committee members shall serve two years and may be reappointed for additional terms. The Membership Committee shall review applications for membership in accordance with Article V. The Committee shall handle other matters related to the membership at the request of the President.

Sec. 8.05 Program Committee:

The Program Committee shall be a standing committee consisting of at least three (3) members. The most senior member of the Committee shall serve as Chairperson. The Chairperson will have served at least one prior term on the Program Committee. The Chairperson shall report to the Board of Directors and attend the Board of Directors Meetings but will not vote at the meeting. Committee members shall serve two (2) years and may be reappointed for additional terms. This

committee shall plan the Annual Scientific Session and other educational programming as directed by the Board of Directors.

Sec. 8.06 Industry Advisory Committee

The Industry Advisory Committee shall be a standing committee consisting of at least one representative from each corporate member. Committee members shall serve one (1) year and may be reappointed by their company for additional terms. The committee shall have a chairperson appointed from the committee by the President. The Chairperson shall report to the Board of Directors and attend the Board of Directors Meetings but will not vote at the meeting. The committee shall plan strategies for interactions with membership consistent with rules and laws governing support of healthcare professionals; promotion of Academy membership among clients and constituents; and such other business appropriate to advance the mission of the Academy.

ARTICLE IX - FUNDS AND EXPENDITURE

Sec. 9.01 Sources of Funds:

Funds shall be derived from the annual dues of the membership, grants, meeting registration fees, exhibition, gifts, bequests and from any other sources as approved and accepted by the Board of Directors. The Academy's fiscal year is January 1 to December 31.

Sec. 9.02 Authorized Expenditure:

Funds may be expended by the Board of Directors within the limits of the budget approved by the Board of Directors consistent with the limitations on expenditures for organizations which are tax exempt under Section 501(c)(6) of the Code and with the Articles of Incorporation of the Academy.

Sec. 9.03 Audit:

The accounts of the Academy will be kept by the Treasurer and may be subject to a periodic audit or review by a qualified accountant of all monies received and disbursed to December 31 of each year.

ARTICLE X - INDEMNIFICATION

Sec. 10.01 Indemnification for Expenses and Liabilities:

- (a) Any person who at any time serves or has served: (1) as a Director, honorary Director, officer, employee, advisor or agent of the Academy; (2) at the request of the Academy as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, or other enterprise; or (3) at the request of the Academy as a trustee or administrator under an employee benefit plan, will have a right to be indemnified by the Academy to the fullest extent from time to time permitted by law against Liability and Expenses in any Proceeding (including without limitation a Proceeding brought by or on behalf of the Academy itself) arising out of his or her status as such or activities in any of the foregoing capacities or results from him or her being called as a witness at a time when he or she was not a named defendant or respondent to any Proceeding.

- (b) The Board will take all action as may be necessary and appropriate to authorize the Academy to pay the indemnification required by this provision, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.
- (c) Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Academy will be deemed to be doing so or to have done so in reliance upon, and as consideration for, the rights provided for herein. Any repeal or modification of these indemnification provisions will not affect any rights or obligations existing at the time of the repeal or modification. The rights provided for herein inure to the benefit of the legal representatives of any such person and will not be exclusive of any other rights to which such person may be entitled apart from this provision.

Sec. 10.02 Advance Payment of Expenses:

The Academy will pay Expenses incurred by the Director, honorary Director, officer, executive director, employee, advisor or agent in defending a Proceeding or appearing as a witness at a time when he or she has not been named as a defendant or a respondent with respect thereto in advance of the final disposition of the Proceeding, provided, however that the Academy must first have received an undertaking by or on behalf of the Director, officer, executive director, employee, or agent involved to repay the Expenses described in this Article X unless it is ultimately determined that he or she is entitled to be indemnified by the Academy against the Expenses.

Sec. 10.03 Insurance:

The Academy will have the power to purchase and maintain insurance on behalf of the Academy and/or any person who is or was a Director, officer, executive director, employee, or agent of the Academy, or is or was serving at the request of the Academy as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust, or other enterprise or as a trustee or administrator under an employee benefit plan, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Academy would have the power to indemnify him or her against such liability.

Sec. 10.04 Definitions:

The following terms as used in this Article X will have the following meanings:

- (a) “Proceeding” means any threatened, pending or completed action, suit, or proceeding and any appeal thereof (and any inquiry or investigation that could lead to such action, suit, or proceeding), whether civil, criminal, administrative, investigative or arbitral and whether formal or informal;
- (b) “Expenses” means expenses of every kind, including counsel fees and court costs;
- (c) “Liability” means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan),

reasonable Expenses incurred with respect to a Proceeding, and all reasonable Expenses incurred in enforcing the indemnification rights provided herein;

- (d) “Director,” “honorary Director,” “officer,” “executive director,” “employee,” “advisor,” and “agent” include, unless the context requires otherwise, the estate or personal representative of a Director, honorary Director, officer, executive director, employee, advisor or agent; and
- (e) “Corporation” will include any domestic or foreign corporation absorbed in a merger which, if its separate existence had continued, would have had the obligation or power to indemnify its directors, officers, employees, or agents, so that a person who would have been entitled to receive or request indemnification from the corporation if its separate existence had continued will stand in the same position with respect to the surviving corporation.

ARTICLE XI - AMENDMENTS

- Sec. 11.01 During the first five (5) years of the Academy, Amendments to the Bylaws may be enacted by a majority vote of the Board of Directors. Thereafter, Amendments to the Bylaws shall be proposed by the Board of Directors or by at least twenty (20) Active Members and shall be presented to the Secretary at least forty-five (45) days before the Annual Membership Meeting or a special meeting. The Secretary shall then circulate by electronic and/or US Mail the full text of the proposed amendments to members at least thirty (30) days before the Annual Membership Meeting or the special meeting. An affirmative vote of two-thirds (2/3) of the members present at the Annual Membership Meeting or special meeting shall be necessary for adoption of amendments to the Bylaws.

ARTICLE XII - DISSOLUTION AND LIQUIDATION

- Sec. 12.01 The Academy shall not be dissolved except with the consent of not less than three-fifths (3/5) of its total Active Members expressed either in person at the Annual Meeting or by electronic or mail vote. Any proposal for dissolution shall be made by the Board of Directors and the Secretary shall give three months notice of such proposal. In the event of the Academy being dissolved, all debts and liabilities legally incurred on behalf of the Academy shall be fully discharged and the remaining funds and properties shall be paid and distributed exclusively to a charitable organization under the provisions of Section 501(c)(3) of the Code and its Regulations.

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