

**Dryad  
Proposed Bylaws  
version 3.0**

**ARTICLE 1  
NAME**

The name of this nonprofit tax-exempt organization shall be Dryad (“Corporation”).

**ARTICLE 2  
MISSION AND VISION**

The scientific, educational, and charitable **mission** of Dryad is to promote the availability of data underlying findings in the scientific literature for research and educational reuse.

The **vision** of Dryad is a scholarly communication system in which learned societies, publishers, institutions of research and education, funding bodies and other stakeholders collaboratively sustain and promote the preservation and reuse of data underlying the scholarly literature.

**ARTICLE 3  
MEMBERS**

**Section 1. Members**

The Corporation shall have members.

**Section 2. Membership categories**

Members shall be comprised of those organizations that support and advance the educational, scientific, and charitable mission of Dryad. Membership eligibility, rights, and obligations by category shall be established by the Board of Directors and published in a Membership Policy manual and on the Corporation’s website.

There shall be one category of membership.

1. Organizational Members. An organizational membership shall be comprised of unincorporated associations, partnerships, corporations, limited liability companies, and governmental entities.

### **Section 3. Membership application**

Any organization desiring to become a member and who agrees to abide by the Corporation's mission and goals shall submit an application and fee to the Board of Directors and may be admitted to membership upon approval of their Application by the Board of Directors.

### **Section 4. Membership rights**

Members shall have the following rights and through their lawful representative:

- (1) to amend the Corporation's Articles of Incorporation and Bylaws at the Annual Meeting, at a special meeting called for the purpose of amending either document; or by such electronic means as shall provide for secure voting procedure;
- (2) to elect the Board of Directors by a membership vote at the Annual Meeting or at a special meeting called solely for the purpose of voting on the Board of Directors; or by such electronic means as shall provide for secure voting procedure.

### **Section 5. Membership obligations**

Members shall be obliged to abide by the policies and procedures as determined or amended by the Board of Directors and set forth in a Membership Policy manual and published on the Corporation's website.

### **Section 6. Dues**

Members shall pay annual membership dues which shall be determined annually by the Board of Directors and published in a Membership Policy Manual and on the Corporation's website.

### **Section 7. Resignation**

Members may resign at any time by providing written notice to the Corporation's Secretary or Executive Director or by failing to pay their dues in timely manner.

### **Section 8. Expulsion**

Any member whose actions do not support the Corporation's educational, scientific, and charitable mission, jeopardize the Corporation's tax exempt status, or fail to abide by the membership policies are subject to expulsion upon a majority vote of the Board of Directors at the Annual Meeting or any regularly scheduled board meeting.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The business and affairs of this organization shall be managed by a Board of Directors of twelve (12) Directors who shall be nominated by the Governance Committee and elected by the members at the Annual Meeting.

### **Section 2. Terms**

Except for the term of office for the initial Board of Directors, the term of office for a Director shall be three (3) years and shall expire at the expiration of the term to which they have been elected by the membership or when their successors have been elected and qualified as set forth, whichever shall be later. The terms of Directors elected at the Annual Meeting shall begin at the conclusion of that meeting. No Director shall serve for more than two (2) consecutive terms. A Director who has served for two consecutive terms or a total of six (6) non consecutive years may be considered for election to one additional final three (3) year term only after the conclusion of not less than one calendar year following the expiration of their last term. Under no circumstances shall a Director serve for more than nine (9) years.

The initial Board of Directors shall be equally divided with one third being elected to serve an initial one (1) year term, one third elected to serve an initial two (2) year term and one third elected to serve an initial three (3) year term. Upon the conclusion of their initial term, a Director may be eligible for reelection to a three (3) year term as set forth above.

### **Section 3. Duties**

Each Director shall discharge their duties as a Director, including their duties as a member of a committee, in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interest of the Corporation. Directors shall abide by board and Corporation policies.

Each Director shall attend all regularly scheduled or special Board and committee meetings.

### **Section 4. Conflict of interest**

**1. Persons affected and duty to disclose.** Directors; officers; trustees; key employees; disqualified persons as established by applicable IRS code and regulations; advisory board or board committee members; any organization related to the foregoing; and any other person(s) or organization designated by the Corporation [hereafter referred to as an “affected person(s)”] at all times shall have

an affirmative and continuing duty and obligation to disclose to the Board of Directors and the Executive Director at the earliest possible time any actual or potential conflict of interest and all relevant facts surrounding the matter in response to inquiry by other board members.

**2. Duty to abstain and leave.** After disclosing an actual or potential conflict of interest, the affected person(s) thereafter shall abstain from further discussion or consideration of the matter and shall leave the room in which the meeting is occurring immediately in order to permit the remaining independent board members who do not have a conflict of interest to determine what course of conduct or action shall be in the Corporation's best interests.

**3. Annual disclosure statement.** To enable the Corporation's ability to monitor and enforce this policy, each affected person annually shall:

- a) review this conflict of interest policy;
- b) provide a written disclosure of all known conflicts;
- c) update in writing their disclosure as appropriate continuously throughout the year;
- d) annually shall sign a statement attesting to their review and ongoing compliance with this policy.

Copies of each affected person's disclosure forms shall be maintained by the Secretary of the Corporation and the Executive Director who shall produce the same upon request by any person or entity. Copies shall be posted on the Corporation's website. The Board and Executive Director shall develop policies and procedures to facilitate their ability to monitor transactions and enforce compliance with this Section, related board policies, and other applicable law.

**4. Conflict of interest defined.** A conflict of interest transaction may be considered to be, but is not limited to, any transaction or activity with the Corporation, another entity, relationship, interest, or involvement with any person or entity in which an affected person's interests are or may be considered to contravene their fiduciary obligations, duties, and responsibilities to the Corporation and which results in; has the appearance of resulting in; or may result in personal, financial, business, organizational, or professional gain or advantage. The term conflict of interest shall be construed and interpreted broadly and liberally with the intent to protect the interests of the Corporation in fulfillment of its exempt purposes; to protect the integrity of the board's decision by avoiding the taint of a decision or transaction which may be construed by outside parties or entities to the Corporation as having been inappropriately influenced by an affected person with a conflict of interest; and to protect the affected person(s).

**5. Direct and indirect conflicts of interest.** A conflict may be of either a direct or indirect conflict of interest and of either a non-financial nature as well as one involving economic or financial matters. A conflict shall include, but not be limited

to, any transaction involving inurement or private benefit. A conflict of interest may include any bias or the appearance of bias in the board's decision making process or the Corporation's transactions which may reflect a duality of interests among affected person(s) and related entities and transactions or activities involving the Corporation.

Direct conflicts of interest are transactions or activities of any nature involving an affected person. Indirect conflicts of interest are transactions or activities of any nature involving third parties or entities associated with an affected person.

For purposes of determining whether an indirect conflict of interest exists, an affected person has an indirect interest in a transaction if it involves:

- (1) an affected person's family to include parents, siblings, spouse, children or children's spouses, and grandchildren;
- (2) another entity in which the affected person or any member of their family to include parents, siblings, spouse, children or children's spouses, and grandchildren; or a co-owner, partner, shareholder, employee, or other significant individual connected to or with an affected person has a material interest; or in which the affected person or any family member is a general or limited partner to a party to the transaction and has a material interest;
- (3) another entity in which the affected person or their family member to include their parents, siblings, spouse, children or children's spouses, and grandchildren are an officer, Director, shareholder, partner, owner, or trustee is a party to the transaction and the transaction is or should be considered by the Board.

**6. Duration of affected person's status.** An affected person's status continues for a period of five (5) years following the conclusion of their last date of active involvement with the Corporation. During this five (5) year period, the Corporation shall engage in a conflict of interest analysis to determine whether or not a proposed transaction with an affected person or entity is in the best interests of the Corporation.

**7. Vote on conflicted transaction.** Any corporate transaction in which an affected person has a direct or indirect interest shall only be authorized, approved, or ratified in good faith by a majority, not less than two (2), of the independent Directors who have no direct or indirect interest in the transaction even though less than a quorum; provided, however, no such transaction shall be authorized, approved, or ratified by a single Director.

### **Section 5. Certain Director liability<sup>1</sup>**

In addition to other liabilities imposed by law upon the Directors, a Director shall be subject to the following liabilities:

- (a) all Directors who vote for or assent to any distribution of assets of the Corporation contrary to any lawful restriction in the North Carolina Nonprofit Corporation Act (the “Act”), the Articles of Incorporation, or these Bylaws, shall be jointly and severally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating such restrictions;
- (b) all Directors who vote for or assent to the making of any loan or guaranty or other form of security by the Corporation to or for the benefit of the Directors or officers of the Corporation, or any of them, except loans, guaranties or others forms of security made to full-time employees of the Corporation who are also Directors or officers of the Corporation shall be jointly and severally liable to the Corporation for the repayment or return of the money or value loaned, with interest thereon at the legal rate until paid, or for any liability of the Corporation.

### **Section 6. Actual knowledge and reliance upon others**

Unless actual knowledge concerning the matter in questions makes such reliance unreasonable, an officer or Director shall not be liable under the above provisions, if the officer or Director performed any and all duties in compliance with this article or the officer or Director relied on information, opinions, reports, or statements, including financial statements and other financial data, if prepared and presented by (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent at in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within their professional or expert competence; or (c) a committee of the board of which the Director is not a member if the Director reasonably believes the committee merits confidence.

### **Section 7. Vacancies.**

In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors upon recommendation by the Governance Committee may elect a successor to hold office for the remainder of the unexpired portion of the departing member’s term.

### **Section 8. Compensation.**

No member of the Board of Directors shall be compensated for service as Director of this Corporation except for reimbursement of actual expenses incurred while in the performance of their duties as a member of the board.

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<sup>1</sup> It is intended that Dryad supplement the basic legal and financial protections to which Directors are entitled with Board Liability Insurance.

## **Section 9. Removal**

A Director may be removed for good cause, to include, but not limited to, failure to attend board meetings; to disclose conflict of interests; or to abide by board or corporate policies at a regular or special meeting by a vote of the majority of the Board of Directors only if written notice has been given not less than ten (10) days before the meeting.

## **Section 10. Attendance and automatic resignation**

Attendance at regularly scheduled or special meetings of the board is a primary responsibility and duty for a Director and committee meetings for a committee member.

Any Director or committee member who misses three consecutive regularly scheduled meetings or who, in the course of the calendar year, misses more than fifty (50%) per cent of the regularly scheduled or special meetings shall be deemed to have resigned immediately and automatically. Their automatic resignation shall not require any action or vote by the Board of Directors or Committee to effect said automatic resignation. The Secretary shall record in the meeting minutes the fact of a Director's or Committee member's automatic resignation by nonattendance and shall send a copy of the minutes to the Director or Committee Member. Any Director or Committee Member who has resigned due to absences shall not be eligible for reappointment or election to the board or committee for a period of not less than one calendar year following their automatic resignation.

If a Board or Committee member's absence is due solely to a significant medical consideration, the Board of Directors or Committee may excuse their absence on that basis by a majority vote of the Board or Committee during the meeting at which the absence occurred. An absence excused under these circumstances shall be recorded contemporaneously in the minutes of the meeting for which an absence has been excused. The Board may authorize a Board or Committee member to attend a physical meeting through electronic means under special circumstances provided the technology enables full participation by all board members simultaneously. The Board shall not authorize nor shall there be any other basis for an excused absence by a Board or Committee member from a board or committee meeting.

## **Section 11. Advisory board**

The Governance Committee may recommend and the Board of Directors shall be empowered to appoint to an Advisory Board those individuals and organizations based on their knowledge, skill, expertise, standing, or such other qualifications as deemed necessary or appropriate who will be able to advise and to assist the organization in the fulfillment of its mission. The Advisory Board shall have such tasks and responsibilities as may be assigned it by the Board of Directors. The Advisory Board serve in an *ex officio* capacity and shall not have governing or management responsibilities for the organization. A member of the Advisory Board shall serve a term of three (3) years and

shall be eligible to be reappointed to serve for one additional term of three (3) years. In no event shall an Advisory Board member serve for more than six (6) years. No Director shall serve on both the Board of Directors and the Advisory Board simultaneously.

## **ARTICLE 5. OFFICERS AND EMPLOYEES**

### **Section 1. Officers**

The officers of this organization shall consist of a Chairperson, Vice-Chairperson, and Secretary, and Treasurer. Officers shall be members of the Board of Directors, be nominated by the Governance Committee, and elected by the Board of Directors at its Annual Meeting. The immediate former Chairperson shall serve as an *ex officio* member of the Board for one year following their term as Chairperson should they no longer be a Director at that time.

### **Section 2. Terms**

The term of office for each officer shall be one (1) year from the date of their election. The Secretary and Treasurer only are eligible for reelection to serve for two (2) additional one (1) year terms in these offices.

### **Section 3. Duties**

The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall insure that the business of the board is conducted in compliance with applicable law, the Bylaws of the Corporation, and the board's policies. The Chairperson shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

The Vice-Chairperson shall preside at all meetings at which the Chairperson is not in attendance and shall succeed the Chairperson in the event that the Chairperson is unable to complete their term of office or to perform other duties. The Vice-Chairperson shall perform such other duties as may be assigned by a majority vote of the Board of Directors.

The Secretary shall insure the board's compliance with responsibilities required by law and the Corporation's Bylaws and policies. Representative duties include, but are not limited to, recording minutes of all regular and special meetings; documenting and monitoring board policies; recording the Directors' attendance at board meetings; and maintaining and assuring the accuracy of all Corporation documents. The Secretary shall be responsible for developing, implementing, assessing, and overseeing the Corporation's document retention policy and reporting on the same to the Board. The Secretary shall be responsible for securing the annual conflict of interest statements from each Director and committee member and maintaining and reporting on the attendance record of each



Director. The Secretary shall perform such other duties as may be assigned by the Chairperson or a majority vote of the Board of Directors.

The Treasurer, in conjunction with the Executive Director, shall have and maintain supervision over the Corporation's funds, receipts and disbursements; shall maintain full and accurate records thereof in the offices of the Corporation; and shall provide financial reports to the Board of Directors and such other organizations as may be required. The Treasurer shall perform such other duties as may be assigned by the Chairperson or a majority vote of the Board of Directors.

In the event of death, resignation, disqualification or temporary absence or disability of any officer of the Corporation, the officer's duties and powers may be delegated by the board of Directors to any other officer of the Corporation or to any Director of the Corporation for a specified period of time.

#### **Section 4. Governance Committee**

The Governance Committee shall be a standing committee of the board and shall consist of not less than three (3) nor more than seven (7) board members. The Committee solicit the membership for prospective nominees. The Committee shall select and recommend for nomination and election the officers and members of the Board of Directors and Advisory Board.

The Governance Committee annually shall orient and train Directors as to their duties and responsibilities. The Committee annually shall assess the performance of the board of Directors as a governing body and its individual members throughout their tenure as board members. In conjunction with the Chairperson, the Committee annually shall assess and review the Executive Director's performance. The Committee shall review membership applications and recommend for approval those individuals eligible for membership in the Corporation.

#### **Section 5. Finance Committee**

There shall be a Finance Committee consisting of not less than three (3) nor more than seven (7) Directors and non Board members. The Committee shall relate the Corporation's financial needs to its current operations and long term goals. It shall have the responsibility of recommending an equitable system of dues and other revenues sufficient to meet the Corporation's needs. In conjunction with the Executive Director, the Finance Committee shall prepare and review an annual budget for the Corporation and submit the same for approval to the Board. The budget shall be submitted for review to the board prior to the Annual Meeting and approved at the Annual Meeting. No member of the Finance Committee shall be eligible to serve on the Audit Committee. No member of the Finance Committee shall serve for more than six (6) years.

#### **Section 6. Audit Committee**

There may be an Audit Committee consisting of not less than three (3) nor more than seven (7) elected Directors and non board members. At least one member of this committee shall have expertise in financial and accounting matters affecting the Corporation. The committee shall have oversight responsibility to assure the fiscal and operational integrity of the Corporation. The Committee may contract for and receive an independent audit of the Corporation's financial transactions each year and shall report its findings and recommendations in writing to the entire board at its annual meeting.

### **Section 7. Other committees**

The Board of Directors upon recommendation of the Chairperson or the Governance Committee may approve the creation other committees or task forces as required to address the business of the Corporation. Membership on any committee or task force shall consist of not less than three (3) nor more than seven (7) individuals and shall be chaired by a Director. The Board shall prescribe the duties and duration of such committees and task forces in writing at the time of their formation. Committees and Task Forces shall be reviewed annually by the Chair-elect and Governance Committee and, as appropriate, renewed by a vote of the board at its Annual Meeting.

### **Section 8. Committee or task force term and conflict of interest policy**

The term of service for each committee or task force member shall expire at the conclusion of the Annual Meeting or upon completion of the work required by a task force matter, whichever occurs first. Members are eligible for reappointment.

All persons serving on a board committee or task force shall be subject to the board's conflict of interest disclosure policy.

### **Section 9. Employees**

The Board of Directors may employ an Executive Director ("ED") who shall serve as an officer of the Corporation and shall be directly and solely accountable and responsible to the Board of Directors for the daily management and operations of the Corporation's business. This person shall serve at the pleasure of the board; shall be reviewed and evaluated annually on their performance and the Corporation's performance by the Chairperson and the Governance Committee; and shall be fully responsible for discharging the directives and policies of the board of Directors through the Corporation's day to day operations. In conjunction with the Board Treasurer, the ED shall be custodian of the Corporation's funds, shall work with the Treasurer to assure the financial solvency of the Corporation, and shall annually, or more often as required, submit to the Board of Directors management and financial reports.

The ED may hire additional employees as needed. All Corporation employees shall work solely at the direction and under the management and supervision of the ED. The ED shall be responsible for reviewing and evaluating each employee annually on their

performance. The ED and all employees of the Corporation shall be bonded<sup>2</sup> in an amount determined by the Board of Directors.

No member of the Board of Directors shall serve as the ED or other paid staff member.

## **ARTICLE 6 MEETINGS**

### **Section 1. Regular and special meetings**

Regular meetings shall be held at a time and place to be determined by the Board of Directors. Except for the Annual Meeting, the board may also meet via electronic medium as may be determined appropriate by the board.

Special meetings may be called for by the Chairperson or by two or more members of the Board of Directors at any time. Special meetings shall be held at a date, time, and place as indicated in the notice of the meeting and may also meet via electronic medium as may be determined appropriate by the board.

### **Section 2. Annual meeting**

The Annual Meeting shall be held in May of each calendar year. At the Annual Meeting the Membership shall:

- elect the Board of Directors;
- vote on amendments to the Articles of Incorporation or Bylaws if required;
- exercise its role to review progress, provide feedback, contribute to strategic planning, exchange knowledge and advise on issues of relevance to the Corporation.

At the Annual Meeting the Board of Directors shall:

- elect the board officers;
- elect the Advisory Board;
- set the forthcoming annual calendar of meetings;
- make available an annual report of accomplishments and activities of the Corporation to the membership and such other entities and persons as the Board shall deem appropriate;
- file the annual conflict of interest statements with the Secretary;
- report the annual attendance for each board member;
- report the receipt of conflict of interest disclosure statements;
- transact such other business as deemed necessary and appropriate.

### **Section 3. Notice of meetings**

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<sup>2</sup> This refers to the practice of insuring against unforeseen financial loss due to the actions of an employee.

The date and time for the Annual Meeting shall be established at the Annual Meeting immediately preceding it and shall be published to the membership immediately thereafter in the first regular publication and posted on the Corporation's website. The date and times for regular board meetings shall be established by the Board of Directors at the Annual meeting for the calendar year with written notice given to the Board of Directors at that meeting. A board meeting date may be changed subsequently to accommodate the organization's needs as may be determined necessary from time to time upon a majority vote by the Board.

Notice of a board meeting shall be given not less than ten (10) days by email or other electronic communication medium as the Board may determine appropriate before said meeting unless such notice is waived by a majority of the board at the meeting. Notice of a meeting to remove a Director for good cause shall be given not less than ten (10) days prior to said meeting date and said notice shall not be waived by the Board of Directors. Notice of the meeting shall include the date, time, place, and agenda for said meeting. Notice of a special meeting shall be given by mail not less than ten (10) days by mail other electronic communication medium as the Board may determine appropriate. Notice of a special meeting to remove a Director for good cause shall be given not less than ten (10) days prior to said meeting date and said notice shall not be waived by the Board of Directors. Notice of the meeting shall include the purpose of the meeting, who called the meeting, as well as the date, time, and place for said meeting.

Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called.

#### **Section 4. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business and, whenever a quorum is present, all acts and decisions taken by said Directors assembled at said meeting shall be valid as a corporate act.

#### **Section 5. Voting**

Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Voting on all matters shall be by voice vote, by show of hands, or by such electronic medium as to insure the integrity of the voting process. Silence or failure to vote by a Director shall be counted as an affirmative vote on the matter before the Board. The Secretary shall record the votes on all matters in the meeting minutes. Sturgis Standard Code shall govern the conduct at meetings.

#### **Section 6. Ratification of action**

Any action taken and unanimously assented to in writing by all of the Board of Directors, either by a written Consent to Action or by electronic signature, shall be valid and effective as if passed by the Board at any regular meeting or special meeting called for that purpose, except as to the removal of a Director for good cause, which action must

occur at a scheduled meeting.

## **ARTICLE 7 CONTRACTS, CHECKS AND FUNDS**

### **Section 1. Contracts**

The Board of Directors may authorize the Chairperson, other Director, employee, agent, or any combination thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general in nature or restricted to specific matters or instances.

### **Section 2. Checks, drafts, etc.**

All checks, drafts, or other orders for the payment of money issued in the name of the organization shall be signed by such Director, officer, employee, agent, or any combination thereof of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or Executive Director. For checks, drafts, etc. in excess of \$5,000.00 such instruments shall be signed by two of the following three persons: the Chairperson, the Treasurer, the Executive Director, or other board designated person.

### **Section 3. Gifts**

The Board of Directors may accept on behalf of the organization any contribution, gift, or bequest for the organization. The Board of Directors may authorize any Director, officer, agent, or combination thereof to negotiate with any donor as to the terms of any gift, contribution, or grant.

## **ARTICLE 8. FISCAL YEAR**

The fiscal year for the organization begins on the 1<sup>st</sup> of July<sup>3</sup>.

## **ARTICLE 9. INDEMNIFICATION**

The organization shall, to the fullest extent permitted by law, indemnify<sup>4</sup> any person

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<sup>3</sup> This determines that the Annual Meeting will be in May.

<sup>4</sup> In other words, the corporation assumes financial responsibility for lawsuits against persons acting as its agents.

made, or threatened to be made, a party to an action or proceeding by reason of the fact that the person, their testator or intestate, was an associate, Director, officer or other agent of the organization, or of any other organization served by that person in any capacity at the request of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

The Board shall at all times maintain appropriate board and liability insurance policies commensurate with the appropriate level of risk and liability to the board.

## **ARTICLE 10 PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, Directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the Articles of Incorporation or these Bylaws. No substantial part of the activities of the Corporation shall be the carry on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as may be permitted by law. Notwithstanding any other provisions of these Articles of Incorporation or Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

## **ARTICLE 11 DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

## **ARTICLE 12**

## **CORPORATE SEAL**

The Directors shall provide a corporate seal that shall be circular in form and shall have inscribed thereon the name of the Corporation, the state of incorporation, year of incorporation, and the words, "Corporate Seal".

## **ARTICLE 13 AMENDMENTS**

These bylaws may be amended by an affirmative vote of a majority vote of the Members at the Annual Meeting or at a Special Meeting called for the purpose of modifying said bylaws. Notice with copies of the proposed bylaw changes shall be mailed to Membership and the Board of Directors not less than thirty (30) days in advance of any meeting to modify them.