

**BYLAWS
of the
THEATRE ORGAN SOCIETY INTERNATIONAL
(TOSI)**

A Public and Charitable Membership Corporation

**ARTICLE I
Offices and Purpose**

Section 1.1 PRINCIPAL OFFICE. The principal office for the transaction of the business of the Theatre Organ Society International (TOSI), Inc. (hereinafter referred to as the Society) shall be located at such place as may be determined by the Board of Directors. The Board is hereby granted full power and authority to change the principal office from one location to another.

Section 1.2 PURPOSE. This Society is a Corporation formed under the laws of the State of Delaware. It is for public and charitable purposes, and not for the private gain of any person. The public purposes shall include:

- a. To preserve and promote the theatre organ and its artform;
- b. To further public appreciation of the theatre organ and its music with concerts and educational programs;
- c. To encourage talented musicians to preserve the art of theatre organ playing.

Section 1.3 LIMITATIONS.

a. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political or governmental campaign on behalf of any candidate for public office or any involvement with any country's political or governmental system.

b. The property, assets, profits and net income are dedicated irrevocably to the purposes set forth in Section 1.2 above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its Council Members, Directors, Officers, members, employees, or to the benefit of any private individual.

c. Upon the dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to pay back investments of its members as approved by the Council then in place.

**ARTICLE II
Membership**

Section 2.1 CLASSES AND BENEFITS OF MEMBERSHIP. There shall be one class of membership – Regular Member. A Regular member must be dedicated to the purposes set forth in Section 1.2.

Section 2.2 ADMISSION. Membership shall be without regard to race, sex, religion, national origin, disability, sexual orientation or age. Applications for membership shall be approved by the Board of Directors, or by a committee or officer charged by the Board of Directors with responsibility for such decisions.

Section 2.3 FEES, DUES AND ASSESSMENTS. The Board of Directors may set such fees, dues and assessments for membership in the Society as the Board, in its discretion, determines. Upon learning of such fees, dues or assessments, a member may avoid liability for them by promptly resigning from membership, except where the member is, by contract or otherwise, liable for them. This provision authorizing such fees, dues or assessments does not, of itself, create such liability.

Membership dues shall be for a period of one year, commencing on the first day of the month following the month in which the application was received and approved. Membership may be continued by paying dues each year on or before the anniversary date. Dues shall become delinquent and membership will be terminated if not paid by that date.

Section 2.4 TERMINATION OF MEMBERSHIP. Any membership may be terminated for cause by decision of the Board of Directors. Written notice of termination, stating the effective date and the reason(s) for the action, shall be sent immediately to the member by first class, certified return receipt. The effective date of termination shall be at least 15 days after the mailing of the notice. The member being terminated shall have the right of appeal to the Board of Directors not less than five days before the effective date of termination. Such appeal may be made orally or in writing; if oral, the Board shall notify the member in a timely manner of the date, time and place of the hearing. The decision of the Board following an appeal shall be final. Any action challenging a termination of membership must be commenced within one year after the date of termination. Any person whose membership has been terminated by the Board action shall be entitled to a pro rata refund of dues paid.

Any member may resign from the Society by submitting to the Secretary a written statement of resignation, specifying a future date on which the resignation is to become effective. A member resigning from the Society shall not be entitled to any pro rata refund of dues, fees, or assessments.

Section 2.5 PROPERTY RIGHTS. No member shall have any right or interest in any property or assets of this Society.

Section 2.6 LIABILITY. No member shall be personally liable for the debts, liabilities or obligations of this Society.

ARTICLE III

Membership Meetings and Voting

Section 3.1 ANNUAL MEETINGS. A meeting of members of the Society shall be held at least annually, at a time and place determined by the Board of Directors. Motions from the floor will be accepted by the Board of Directors for action at their next meeting. The Board of Directors will report the action taken on each motion to the members at, or before, the next Annual Meeting. Any motions which cannot be resolved by the Board of Directors will appear in the notice of the next Annual Meeting for resolution by the membership at that time.

Section 3.2 SPECIAL MEETINGS. Special meetings of members, for any purpose, may be called at any time by the President or by the Board of Directors.

A Special Meeting of members shall be called by the President upon written request from any member (except members of the Board) holding signed authorizations from at least 5% of the voting members of the Society. The request must state the business to be transacted at the special meeting, and it must be mailed to the principal office of the Society, or delivered to the President, the Vice-President or the Secretary. The President shall, within 20 days from receipt of such a request, cause notice to be given to all members entitled to vote, stating the nature of the business to be transacted and the place, date and time of the meeting. The meeting shall be held not less than 35 nor more than 90 days after receipt of such a request. No other business than that specified in the notice may be transacted at a Special Meeting.

Section 3.3 NOTICE OF MEETING. Notice of the Annual Meeting of members shall be given by the Secretary to all members entitled to vote. The notice shall be in writing, shall state the place, date and time of the meeting, and shall be sent by first class mail to every member at his or her last address of record. The notice must be sent at least ten days but no more than 90 days prior to the date set for the meeting. Publication of the required information in the Society's publication shall constitute acceptable notice, so long as the time limits specified herein are observed.

Notice of a Special Meeting shall be given as specified in Section 3.2.

Section 3.4 ADJOURNED MEETINGS. Any meeting of members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present in person, but in the absence of a quorum, no other business may be transacted at any such meeting. No meeting may be adjourned for more than 45 days. It shall not be necessary to give any notice of the time or place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken. If, after the adjournment, a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote at the meeting.

Section 3.5 QUORUM. The presence in person of at least five percent or at least five of the members entitled to vote at any membership meeting shall constitute a quorum for the transaction of the business set forth in the

required notice of the meeting.

Section 3.6 WAIVER OF NOTICE OR CONSENT OF ABSENTEES

a. Written Waiver or Consent. The transactions of any meeting of members held without proper call and notice shall be as valid as if regular call and notice were given, if a quorum is present in person, and if, either before or after the meeting, each member entitled to vote who was not present in person signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the Society records as part of the minutes of the meeting.

b. Waiver by Attendance. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 3.7 VOTING. Each member of the Society is entitled to one vote on matters requiring membership approval. Voting shall be by voice, unless the chairman of the meeting at which such vote takes place directs such voting to be by written ballot. No single vote shall be split into fractional votes, and no cumulative voting shall be authorized. If a quorum is present, the affirmative vote of the majority of the members present at the meeting shall be the act of the members.

Section 3.8 ACTION WITHOUT MEETING BY WRITTEN BALLOT. Any action which may be taken at any Annual or Special Meeting of members may be taken without a meeting if a written or electronic ballot is distributed to every member entitled to vote. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot. Approval by written or electronic ballot shall be valid only when the number of votes cast is at least equal to a quorum as specified in Section 3.5, and the number of approvals is at least a majority of a quorum. Ballots shall be distributed to members in accordance with the requirements for notice of meetings, as set forth in Section 3.3, and shall indicate the number of responses needed to meet the quorum requirements and the time by which the ballot must be received in order to be counted.

Section 3.9 RECORD DATE. The record date of membership shall be that shown on the most recent revision of the roster of members of the Society. The roster shall be revised at intervals of two months.

Section 3.10 PROXIES. There shall be no right to vote by proxy.

Section 3.11 CONDUCT OF MEETINGS. Meetings of members shall be presided over by the President of the Society, or in the absence of the President, by the Vice-President, and in the absence of both of them, by a chairman chosen by a majority of the Council. The Secretary of the Society shall act as the Recording Secretary of all meetings of members, provided that in the absence of the Secretary, the presiding officer shall appoint another member as acting Secretary for the meeting.

ARTICLE IV
Board of Directors

Section 4.1 POWERS. Subject to the limitations of the Bylaws as to action to be authorized or approved by members, and subject to the duties of Directors as prescribed by the Bylaws, all power shall be exercised by or under the authority of, and the business affairs of the Society shall be controlled by, the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove agents, employees and contractors, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Society, and to delegate responsibilities and authority to committees, officers and agents.

Section 4.2 NUMBER AND QUALIFICATION OF DIRECTORS.

a. Council. There will be five members who serve on the Council. These will be considered permanent members and serve without term limits. They shall have full voting rights on all matters before the Board. Council members may not serve as Officers or Executive Director.

b. Officers. There shall be four Directors who serve by virtue of an office or position held, as follows: the President, the Vice-President, the Secretary, and the Treasurer. The Officers shall have full voting rights on all matters before the Board. The President and Vice-President shall be elected by the membership for a term of two years and shall be considered Elected Directors. The Secretary and Treasurer shall be appointed by the Council and shall be considered Appointed Directors.

c. Executive Director. There will be one member appointed by the Council as the Executive Director, a non-voting position, who is essentially involved in the membership processing activities and day to day operation of the Society.

d. Honorary Vice Presidents. One or more Honorary Vice Presidents may be selected by the voting Directors (Council members and Officers) as they deem appropriate. Such persons shall be non-voting Directors who have seat and voice at any Board meeting when physically present.

Section 4.3 NOMINATION AND ELECTION OF OFFICERS.

The President and Vice-President are nominated and elected by the membership. The Secretary and Treasurer are appointed by the Council for purposes of continuity.

The President and Vice-President shall be elected by written ballot. In the event that the Society fails to comply with this Section 4.3, then these Officers shall be elected at the annual meeting of members or at a special meeting of members.

In each year that nominations for the offices of President and Vice President are open (i.e., the year preceding elections of President and Vice President), notice of this fact shall be given to members not earlier than November 1 and not later than December 31. Each member is eligible for nomination and may nominate himself or herself or be nominated by other members, in which case written consent of the nominee is required and must be received before the nominee's name can be placed on the ballot. The close of nominations shall be not less than 50 nor more than 120 days before the day Officers are to be elected. No nomination can be made after the date set for the close of nominations. Each nominee shall furnish to the Nominating Committee Chairman such personal information as is specified in the notice of the election postmarked on or before January 15th.

The Nominating Committee shall prepare a list of candidates for the positions of President and Vice-President, which list shall contain but not be limited to all nominations submitted by the members in accordance with this Section 4.3. The Nominating Committee shall report its selection of candidates to the Board of Directors on or before February 15 of each year. If, after the close of nominations, the number of nominees is not more than the number of Officers to be elected, the Board then serving may without further action declare those nominated and qualified to have been elected.

On or before March 5, a written ballot and information on the candidates shall be sent to every member entitled to vote. The ballot and information shall be sent in the most expeditious manner or by inclusion in an official publication. The ballot shall name each candidate by position nominated and arranged in alphabetical order according to surname.

All ballots shall be returned to the place designated and shall be postmarked not later than April 15 in order to be counted; further, all ballots shall be counted the day following the last day for receiving ballots. On or before May 15, the Secretary shall notify the candidates and the Board by mail or e-mail of election results. Following notification of the candidates and the Board, the members shall be notified of the results of the election, which may be done by publishing the results in a Society publication.

Section 4.4 TERM OF OFFICE.

a. Council. Members of the Council serve an unlimited term until they resign or are otherwise incapacitated to serve longer or are replaced for whatever reason.

b. Officers: The President and Vice-President serve terms of two years and can be reelected. The Secretary and Treasurer serve until they resign or otherwise incapacitated to serve longer or are replaced by the Council for whatever reason.

c. Executive Director: The Executive Director serves an unlimited term until resignation or is otherwise incapacitated to serve longer or is replaced by the Council for whatever reason.

Section 4.5 VACANCIES. Vacancies in the Board of Directors will be replaced in a very fair and just manner. A vacancy shall be deemed to exist in the case of the death, resignation or removal of the incumbent. A vacancy in the Council will be filled by a majority vote of the remaining members of the Council. A vacancy by the President, Vice-President, Secretary, or Treasurer and Executive Director shall be filled by a procedure specified by the Council.

Section 4.6 PLACE OF MEETING. Meeting of the Board of Directors may be held at any place which has been designated by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the Society.

Section 4.7 ANNUAL BOARD MEETING. A meeting of the Board of Directors shall be held at least annually at a time and place determined by the Board.

Section 4.8 SPECIAL MEETINGS. Special Meetings of the Board of Directors for any purpose may be called at any time by the President. The use of telephonic conference calls as a means to hold special meetings of the Board is permissible.

Section 4.9 NOTICE OF MEETINGS. The President shall cause notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws to be given to each Director not less than 48 hours before the date of the meeting if given personally or by telephone, and not less than seven days before the date of the meeting if given by first class mail or e-mail.

Section 4.10 CONSENT TO MEETINGS. The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice, if a quorum be present, and if either before or after the meeting each Director not present signs a written waiver or notice or a consent to the holding of such meeting, or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the records as a part of the minutes of the meeting.

Section 4.11. QUORUM. A majority of the then-acting voting Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 4.12 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.13 FEES AND COMPENSATION. Directors shall not be compensated for serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred on behalf of the Society. Members of committees may receive such reimbursement for expenses as may be determined by the Board of Directors.

Section 4.14 NONLIABILITY OF DIRECTORS. Subject to compliance with the provisions of Section 4.17, 4.18, and 4.19 of these Bylaws, no Director shall be personally liable for the debts, liabilities, or other obligations of this Society.

Section 4.15 INDEMNITY FOR LITIGATION. The Society shall have and hereby agrees to exercise the power to indemnify any person who was, or is, a party, or is threatened to be made a party to any proceeding by a reason of the fact that such person is or was a Director, officer, employee or other agent of the Society. The amount of such indemnity shall be as much as the Board of Directors determines and finds to be reasonable.

Section 4.16 STANDARD OF CONDUCT. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial

statements and other financial data, in each case prepared by:

- a. One or more officers or employees of the Society whom the Director believes to be reliable and competent in the matters presented; or
- b. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 4.17 SELF-DEALING TRANSACTIONS. The Society shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless:

a. Approval by Board. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest, and after investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the Interested Director):

(i) Resolves and finds that the transaction is in the Society's best interests and for the Society's own benefit, the transaction is fair and reasonable as to the Society, and after reasonable investigation as to alternatives, the Society could not have obtained a more advantageous arrangement without reasonable efforts under the circumstances; and

(ii) Approves the entire transaction; or

b. Interim Approval by Authorized Committee or Person. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the Society entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Society at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office, without counting the vote of the Interested Director.

In light of the foregoing limitations, all Directors shall fill out an annual questionnaire dealing with this subject matter.

Section 4.18 PUBLICATIONS. The Board shall make available to its members such publications as it determines. These publications can also be made available to non-members on a prescription basis as the Board approves.

ARTICLE V

Officers

Section 5.1 OFFICERS. The Officers of this Society shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that the offices of President and Treasurer shall not be held by the same person. Each shall hold office until resignation or removal or otherwise disqualified to serve, or until a qualified successor shall be selected.

Section 5.2 SELECTION AND TERM OF OFFICERS. Any member at least 18 years of age and who has been a member of the Society for two years prior to the nomination may serve as an Officer of the Society. The Officers of the Society shall be elected/appointed in accordance with the provisions of Section 4.3 and Section 4.4.

Section 5.3 REMOVAL AND RESIGNATION. Any officer may be removed, with cause, by the Board of Directors at any regular or special meeting thereof.

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

Section 5.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office or as determined by the Council.

Section 5.5 PRESIDENT. Subject to the approval of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Society. He or she shall preside at all meetings of the members and of Directors, shall appoint all committees except the nominating committee, shall serve as an ex-officio member of all committees, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 5.6 VICE-PRESIDENT. In the absence or disability of the President, the Vice-President shall perform all of the duties of the President and in so acting shall have all of the powers of the President. The Vice-President shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 5.7 SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Society, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 5.8 TREASURER. The Treasurer shall receive and safely keep all funds of the Society and deposit them with such depositories as may be designated by the Board of Directors, shall disburse the funds of the Society as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer, and of the financial condition of the Society, and shall have such other powers and duties as may be prescribed by the Board of Directors.

Section 5.9 EXECUTIVE DIRECTOR. The Executive Director does not have voting rights. The Executive Director is responsible for the membership processing activities of the Society and the day-to-day operations as required.

ARTICLE VI Committees

Section 6.1 APPOINTMENT OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of Directors then in office, may authorize such committees as the Board deems necessary or appropriate to conduct the business and further the objectives of this Society. The President shall appoint all committees except the Nominating Committee. Any committee having the authority of the Board shall have at least one Director appointed to it.

ARTICLE VII Miscellaneous

Section 7.1 FISCAL YEAR. The fiscal year of the Society shall end on the last day of December of each year.

Section 7.2 INSPECTION OF CORPORATE RECORDS. The books of account and minutes of the proceedings of members and Directors shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 7.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Society and any and all securities owned by or held by the Society requiring signature for transfer, shall be signed or endorsed by such person or persons and in such manner as shall be determined by the Board of Directors.

Section 7.4 FIDUCIARY STATEMENT. Unless otherwise specifically directed in the instrument by which such assets are vested in the Corporation, the Board shall be authorized to invest the same or the proceeds of separately or together with other assets of the Corporation in such investments as the Board may in its discretion deem advisable and to retain any investments made. The Board, by its treasurer, shall invest in prudent, conservative instruments, for example by way of illustration, certificates of deposit, U.S. Treasury bills, blue chip securities, rather than speculative instruments with a high level of risk, such as low rated debt ("junk bonds") or high risk equity securities (stock of companies in developing countries). Preservation of capital rather than

increase in capital appreciation is an important investment objective.

Section 7.5 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Board of Directors shall cause an annual statement of certain transactions and indemnification to be sent to the members and to the Directors not later than 120 days after the close of the fiscal year. If the Society issues an annual report or financial statement of the Society to all members, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

a. The amount and circumstances of any indemnification or advances aggregating more than \$10,000 paid during the fiscal year of the Society to any officer or Director of the Society; provided, that no such report need be made in the case of indemnification approved by the members; and

b. Any "covered transaction" (defined below) during the previous fiscal year of the Society involving more than \$50,000 or which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000. The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested person's" relationship in the transaction, and where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership to which the "interested person" is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a "covered transaction" is a transaction in which the Society was a party, and in which either one of the following had a direct or indirect material financial interest:

- (i) Any Director or officer of the Society; or
- (ii) Any holder of more than 10% of the voting power of the Society.

Section 7.6 PARLIAMENTARY AUTHORITY. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern all meetings of members and of the Board of Directors when applicable, provided they do not conflict with these Bylaws or with any special rules of order the Board of Directors may adopt, or with provisions of the Delaware Corporation Law.

ARTICLE VIII

Amendments and Effective Date

Section 8.1 AMENDMENTS. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice, unless the action would materially and adversely affect the rights of the members as to voting or transfer, except that Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the members present and voting at a duly held meeting of members at which a quorum is present, or by written ballot in accordance with Section 3.8:

- a.** A Bylaw specifying or changing the number of Directors;
- b.** A Bylaw changing the quorum of members; and
- c.** A Bylaw repealing, restricting, creating or expanding proxy rights.

Section 8.2 EFFECTIVE DATE. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors or members of the Society in adopting them provide that they are to become effective at a later date.

These Bylaws were approved at a meeting of the Board of Directors, February 10, 2007,
In O'Fallon, Illinois. A definition of a Quorum (para. 3.5) was made at a meeting of the Board of Directors
in Suffern, New York, on September 16, 2007. The change in Vice Presidents Section 4.2 was done by e-mail vote
on November 3, 2007. Change to Section 4.3 and 4.7 by e-mail vote on January 7, 2008.