

Revised August 1997, after amendment approval.

BYLAWS
OF
AMERICAN SOCIETY FOR MOHS HISTOTECHNOLOGY

We, the undersigned, do hereby associate ourselves to form a not-for-profit corporation under the provisions and subject to the requirements of the Illinois General Not For Profit Corporation Act of 1986, as amended. This corporation is formed as an ancillary society to the American College of Mohs Micrographic Surgery and Cutaneous Oncology ("ACMMSCO") and to that end set forth the following:

ARTICLE I – NAME

The name of the corporation is American Society for Mohs Histotechnology, hereinafter sometimes referred to as the "Society" or "ASMH".

ARTICLE II – PURPOSES

The Society is organized under and shall operate as an Illinois not for profit corporation, and shall have such powers as are now or as may hereafter be granted by the Illinois General Not For Profit Corporation Act of 1986, as amended. The purposes for which the Society is organized are exclusively scientific, educational and charitable, as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in the field of Mohs histotechnology.

ARTICLE III – GOALS

In furtherance of its purposes, the corporation shall endeavor to achieve the following goals:

- A. to provide an interchange of ideas pertinent to histotechnology as it relates to Mohs micrographic surgery, hereinafter sometimes referred to as "Mohs histotechnology";
- B. to advance professional growth, standards, knowledge and performance in Mohs histotechnology through continuing and formal educational programs;
- C. to create mutual understanding and cooperation between the members of the ACMMSCO, other allied professionals and professional organizations and the public;
- D. to safeguard the standards of histotechnology for processing micrographic surgery specimens; and
- E. to encourage research in the field of Mohs histotechnology.

ARTICLE IV – MEMBERSHIP

SECTION 1 -- MEMBERSHIP CLASSIFICATION

Membership in the Society shall be open to any person who is a member of the ACMMSO or is performing Mohs histotechnology services under the supervision or auspices of an ACMMSO member. There shall be five classes of members (Charter, Active, Honorary, International, and Associate) as follows:

- A. Charter Members: Individuals accepted to membership prior to January 1, 1995.
- B. Active Members: Charter Members and individuals who are actively engaged in Mohs histotechnology either by being an ACMMSO member or working for an ACMMSO member.
- C. Honorary Members: Individuals recognized for their outstanding contributions to the field of Mohs histotechnology. A recommendation from a member of the Society's Board, accompanied by the candidate's qualifications, shall be sent to the Society Secretary not less than sixty (60) days prior to an annual meeting. Honorary member status, upon being passed by majority vote of the Board and subsequently approved by a majority vote at the ASMH Annual Meeting, shall be bestowed at the annual meeting following the year in which it was approved.
- D. International Members: Individuals residing outside the United States, Canada and U.S. Possessions, who are actively engaged in Mohs histotechnology by either being an ACMMSO member or working under the supervision or auspices of an ACMMSO member.
- E. Associate Members: Any member of the Society who has chosen to end their association with an ACMMSO member to pursue an educational goal or manage a personal work situation can request reclassification to the Associate Member category. This category is valid for a maximum of two (2) years after initial approval by the Board of Directors. Reinstatement of this category after the initial two (2) year period is available one (1) time only. After the two (2) or four (4) year period, the person must request reinstatement as an Active Member.

SECTION 2 – PRIVILEGES

A member of this Society whose dues are paid in full for the current year (January 1 - December 31) and is not under suspension, shall be considered a member in good standing. Only Active Members (and Charter Members) shall be entitled to vote, hold office, act as delegates, or serve on the Board or a committee. Associate Members are not entitled to vote, hold office, act as delegates, or serve on the Board or a committee. Membership is not transferable or assignable. No person whose primary job description is that of selling of technical supplies or materials to laboratories shall be eligible to serve as an officer or member of the Board of the Society.

SECTION 3 – APPLICATION

- A. Initial Application for Membership Individuals seeking membership in the Society shall furnish information on application forms provided by the Society. Applications will be reviewed for verification of ACMMSO relationship, either current ACMMSO

membership or, for those performing Mohs Histotechnology services under the supervision or auspices of an ACMMSCO member, the ACMMSCO member must place his or her signature on the membership application. Applicants who successfully meet this requirement will be approved for membership. In the event the membership is denied, the applicant may reapply for membership.

Membership shall not be denied or abridged because of color, sex, creed, religion, sexual orientation or ethnic background.

- B. Application for Associate Member Category Active or Charter Members in good standing may request a reclassification to the Associate Member category. Application for reclassification requires a letter to the President outlining the request for reclassification. The letter is to include details on the educational goals being pursued or non-confidential information on the personal work situation requiring management. Requests for reclassification will be reviewed by the President and approved by the Executive Committee. Additional documentation may be requested by either the President or Executive Committee prior to approval. If approved, the Associate Member may request a maximum of one (1) additional extension to the original two (2) year time period. The steps needed to request an extension are identical to the ones identified in the original request process.

SECTION 4 – TERMINATION

The members by affirmative vote of two-thirds of all of the voting members may expel a member for cause after appropriate hearing. In situations where an ASMH member's working relationship with an ACMMSCO member ends, he or she can remain a member of the Society for up to one year (12 months) after the last day of employment without needing to reapply for membership. Written notification of this change in employment status must be sent to the President within two (2) weeks of the termination date. Relationship with another ACMMSCO member within that 12 month period will allow for continuous membership. It is necessary for membership dues to be paid during this time period. If relationship with an ACMMSCO member does not occur within the 12 month period, the member will be dropped from the roles of the Society and will need to reapply for membership.

SECTION 5 – LIMITATIONS

No person may hold more than one category of membership in the Society.

ARTICLE V – DUES

SECTION 1 -- ANNUAL DUES

Annual membership dues shall be recommended by a majority vote of ASMH members attending the annual meeting. An Honorary Member shall not be required to pay dues or fees to the Society.

SECTION 2 -- PAYMENT OF DUES

Dues payable shall be remitted to the Society's National Office no later than one hundred eighty (180) days following the annual dues collection date of January 1. All payments must be made in U.S. currency.

SECTION 3 -- DELINQUENT DUES

A member who fails to remit dues within one hundred eighty (180) days following the annual dues collection date shall be deemed delinquent. A delinquent member shall forfeit all membership privileges and shall be notified of same by the Secretary. If dues are remitted within thirty (30) days following notification of a delinquent status, the delinquent member shall be reinstated and membership considered continuous. A delinquent member not remitting dues within thirty (30) days following notification shall be dropped from the membership rolls of the Society. An individual who has been dropped from ASMH because of delinquent dues may reapply for membership, but is subject to standard formal application to the Society.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The directors constituting the initial Board of Directors shall serve until the time of the first elections, which shall be no longer than two (2) years after formation of the Society. The initial ASMH Board will be appointed by the ACMMSCO Board of Directors.

ARTICLE VII – OFFICERS

SECTION 1 – TITLE

The officers of this Society shall be a President, Vice President, Secretary, Treasurer, Immediate Past President, and Executive ACMMSCO Representative and any other such officers as may be elected in accordance with the provisions of these Bylaws.

SECTION 2 – QUALIFICATIONS

An officer must have been an active member in good standing for two (2) consecutive years immediately prior to election. Candidates for the office of President and Vice President must have served at least one full term on the Board prior to election. No person whose primary job description is that of selling of technical supplies or materials to laboratories shall be eligible to serve as a director or officer of the Society.

SECTION 3 – DUTIES

The officers shall serve concurrently as voting members of the Board and the general membership.

- A. President: The President shall be the principal executive officer and shall in general supervise all business and affairs of the Society; preside over and prepare agendas for all membership meetings and Board meetings; serve as speaker Pro Tem at the general membership meetings; and be an ex officio member, without vote, of all committees

except the Nominating and Judicial Committees. Upon approval of the Board, the President shall appoint all chairpersons, committees and Society representatives to other organizations. The President, together with the Society Secretary, shall sign all legal instruments which the Board has authorized to be executed. The President shall submit an annual report to the Board and at the annual membership meeting and when necessary, call special meetings of the Board or the membership. Notification with respect to membership meetings shall be by mail not more than sixty nor less than five days before the called meeting; notification with respect to Directors' meetings shall be at least three days before the called meeting. The President upon leaving office, shall serve as Immediate Past President. The President shall present all honors and awards, perform all duties incident to the office and other duties as may be designated from time to time by the Board.

- B. Vice President: In the absence of, or the inability to act as President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to the restrictions upon the President. The Vice President shall perform all other duties assigned from time to time by the President or the Board.
- C. Secretary: The Society Secretary shall keep and report the minutes of all meetings of the members and the Board. The Society Secretary, together with the President, shall sign all official documents; be the custodian of all official Society records and documents; keep an accurate inventory of all Society property and perform other duties incident to the office as assigned from time to time by the President or the Board.
- D. Treasurer: At the election of the Directors, the Treasurer shall be bonded in an amount determined by the Board. The Treasurer shall maintain an inventory of all fiscal assets; perform all bookkeeping duties of the Society; be responsible for all monies, funds, securities and negotiable instruments of the Society; and maintain accurate records. An annual audit shall be provided to the Board by an outside auditing firm, which the Board shall retain. Annual financial reports shall be submitted to the Board, National Office, Budget and Finance Committee and the general membership. The Treasurer shall serve as a member of the Budget and Finance Committee, but cannot chair that committee, and shall perform all duties incident to the office and such duties as may be assigned from time to time by the President or the Board. The dispersion of funds and signatures required shall be handled by administrative regulations.
- E. Immediate Past President: The Immediate Past President shall have a vote on the Board and assume such tasks as the President may from time to time require.
- F. Executive ACMMSCO Representative: The most senior of the three ACMMSCO representatives to the Board shall serve as an appointed officer of the ASMHS and sit on ASMHS's Executive Committee. All other bylaws as set forth for officers shall apply to this representative. It is the duty of this officer to serve as the official intermediary between ASMHS and ACMMSCO.

SECTION 4 -- SELECTION OF OFFICERS AND BOARD MEMBERS

Officers and Board members shall be chosen by the following procedures:

A. Nominations:

1. A Nominating Committee shall consist of the three (3) most recent Past Presidents of the ASMH other than the Immediate Past President. After appointment to the Nominating Committee, each Past President shall, while eligible, willing and able to serve on the committee, continue to serve until such time as that individual is no longer one of the three (3) most recent eligible and available Past Presidents. The chair of the Nominating Committee shall be the most senior member of the (3) most recent Past Presidents.

Until such time as there are three (3) available Past Presidents the initial Nominating Committee shall consist of three (3) individuals who are currently serving on the Board of Directors as follows:

The First President, who shall chair the Committee, one (1) Board appointed At Large Member, and one (1) Board appointed ACMMSCO Representative. The terms of the initial Nominating Committee shall expire as follows:

ACMMSCO Representative - Year 2000
Appointed Board Member - Year 2002
First President - Year 2004

2. Any member in good standing may submit to the Nominating Committee Chairperson the names of persons they wish to nominate for office. A person so offered for nomination shall have been informed of this and expressed a willingness to serve. If nominated, the nominees shall submit a curriculum vitae and a letter of acceptance to the Nominating Committee Chairperson at a time specified by the committee.
3. It shall be the policy of the Nominating Committee to present to the members of the Society at least one (1) candidate for each elected office (except Immediate Past President and Executive ACMMSCO Representative, which are appointed offices). Provisions shall be made on the ballot for write-in votes.
4. Neither the Nomination-Election Committee Chairperson nor any Nomination-Election Committee member or immediate family members shall be a candidate for office.

B. Election procedures:

1. Officers (other than Immediate Past President and the Executive ACMMSCO Representative) and Board members shall be elected by secret mail ballot.

2. The Nominating Committees shall present a slate of candidates in ballot form to the general membership for election at a time specified by the Committee. All ballots shall be mailed first-class to the membership. The ballots must be returned to the committee no later than sixty (60) days before the Annual Meeting for tally. The Nominating Committee shall announce the election results at the general membership meeting.
3. The candidate receiving a majority of votes shall be deemed elected.
4. Records of election results shall be kept by the Society Secretary.
5. Officers shall be installed during the Annual Convention following their election and assume positions at the close of that Convention.
6. Outgoing officers shall turn over all records and property related to the office to their successor within thirty (30) days, being fully cognizant that these are the property of the Society and not of the individual.

SECTION 5 -- TERM OF OFFICE

Unless otherwise provided herein, each Officer shall be elected for a term of two (2) consecutive years. No Officer may serve more than two consecutive terms.

Each Board of Director shall be elected for a term of three (3) consecutive years and shall serve until their successors shall be duly elected and qualified; provided, however, that the initial terms of Board of Directors shall be staggered so that at least one (1) Director shall be elected prior to each regular annual meeting of the Society to succeed the Director(s) whose term(s) expire at that meeting. No individual shall serve more than two (2) consecutive terms.

SECTION 6 – VACANCIES

A vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term. In the event of simultaneous vacancies, the Board shall elect, by majority vote, a President to fill the unexpired term. In selecting a member to fill a vacancy, the Board shall first consider the candidates from the slate of nominees for the office in the preceding election. In the event of a vacancy in other elected offices, the President may appoint, with Board approval, a qualified member to serve the unexpired term.

SECTION 7 – RESIGNATION

An officer who wishes to resign from office shall submit a written resignation to the Society Secretary.

ARTICLE VIII -- BOARD OF DIRECTORS

SECTION 1 – MEMBERSHIP

The number of directors shall be twelve (12). The Board shall consist of the four (4) elected officers, the Immediate Past President and four (4) Board of Directors, duly qualified and elected in accordance with these Bylaws. In addition, three (3) ACMMSCO representatives will be appointed to the ASMH Board. These representatives shall be appointed by the Board of Directors of ACMMSCO, each for a three (3) year term; the initial terms shall be staggered so that one (1) ACMMSCO representative will be appointed each year in order to maintain a regular rotation of ACMMSCO members. Each ACMMSCO representative shall serve the first two years as a Board Member and the third year as an officer, sitting on the Executive Board. These representatives will be non-dues paying ASMH members who will have full voting rights. Directors need not be residents of Illinois.

SECTION 2 – DUTIES

The Board shall set the time and place of the Annual Meeting, manage the affairs of the Society, make recommendations to the Society, receive and take action upon all matters initiated by the Society membership, employ an Executive Secretary, provide for an audit of the Society's accounts and properties, report its activities to the general membership, and represent the Society with full power and shall be subject to the orders of, and shall not act in conflict with direction given by, the Society membership.

SECTION 3 – MEETINGS

The Board shall meet at least once annually at a time and place set by the President. Upon the written request of the President or upon the written request to the President by a two-thirds (2/3) vote of the Board, a special meeting shall be called by the President.

SECTION 4 – NOTICE

Notice of any special meeting of the Board of Directors shall be given at least four days previously thereto by written notice delivered personally or sent by mail or telecopier to each director. If notice be given by mail, such notice shall be deemed to be delivered by the day following the day such notice is deposited in the United States mail. If notice be given by telecopier, such notice shall be deemed to be delivered when the telecopy is placed on the telephone lines for transmission. Any director may waive notice of any meeting.

SECTION 5 -- QUORUM; MANNER OF ACTING

A majority of the members of the Board shall constitute a quorum at any regular or special meeting of the Board. Said majority must include at least one (1) ACMMSCO member. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

SECTION 6 -- INFORMAL ACTION BY DIRECTORS

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors or a committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all of any non director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

SECTION 7 – COMPENSATION

Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving compensation therefore.

SECTION 8 -- ATTENDANCE BY COMMUNICATIONS EQUIPMENT

Unless specifically prohibited by the Articles of Incorporation, members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 9 -- TERM OF OFFICE

Except for the ACMMSCO representatives sitting on the Board, each member of the Board shall serve a term of three (3) consecutive years, beginning at the close of business of the Annual Meeting following their election.

SECTION 10 – VACANCIES

In the absence of the President, the Vice President shall preside. Vacancies occurring among the Board Committee Chairpersons shall be filled by the President. Vacancies occurring among the Board of Directors shall be filled by appointment by the Board.

SECTION 11 -- EXECUTIVE SECRETARY

The executive management of ASMH shall be determined by the majority of the Board. The Executive Manager shall act under the immediate direction of the Board and conduct the business of the National Office of the Society; keep an accurate roster of the membership; and perform all other duties assigned from time to time by the President and the Board. The Executive Manager shall be included as a non-voting member of the Board, the Executive Committee and any other authorized body of the Society as the Board may deem necessary or appropriate.

SECTION 12 – COMMITTEES

A. Standing Committees

The Board of Directors shall provide in the administrative regulations of the Society for such standing committees as it may deem appropriate to implement the purposes of the Society. The purposes, duties, power, composition and appointment of all standing committees shall be established in the administrative regulations of the Society.

B. Executive Committee

The Executive Committee shall consist of the four (4) elected officers, the Immediate Past President and the most senior ACMMSCO representative. The Executive Committee shall have the power to act for the benefit of the Society until such time that the Board can ratify their decisions. The Executive Committee may need to respond to emergency circumstances.

C. Special Committees

The Board of Directors may from time to time establish such special committees as it may deem appropriate for the conduct of the affairs of the Society. The purposes, duties, powers, composition and appointment of all special committees shall be determined by the Board of Directors, but the structure and operation of all special committees shall be consistent with the purposes of the Society and integrated with the structure and operation of the standing committees of the Society.

D. Termination

Notwithstanding any other provision of these bylaws or the administrative regulations of the Society, a new standing committee may be created or any standing committee may be terminated, by action of the Board of Directors. Any special committee may be terminated by action of the Board of Directors at any meeting.

SECTION 13 – BONDING

The Board may require, by resolution, any and all of the officers and any other designated members, to be bonded with sufficient surety.

ARTICLE IX -- MEMBER MEETINGS

SECTION 1 -- ANNUAL MEETING

The regular meeting of the membership shall be known as the Annual Meeting and shall be held concurrently with other activities authorized by this Society, time and place of which shall be determined by the Board of Directors.

SECTION 2 -- SPECIAL MEETING

Special meetings of the members may be called either by the President, the Board of Directors, or by not less than one-half of the members having voting rights.

SECTION 3 – NOTIFICATION

Except as otherwise required by law, the membership shall be given not less than five (5) nor more than sixty (60) days prior notification of the date, hour and site of the Annual meeting by the Society Secretary.

SECTION 4 -- INFORMAL ACTION BY MEMBERS

Any action required to be taken at a meeting of the members of the Society, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all of the members entitled to vote with respect to the subject matter thereof or (ii) by the members having not less than the minimum number of votes that would be necessary to authorize or to take such action at a meeting at which all members entitled to vote thereon were present and voting.

SECTION 5 -- QUORUM AND MANNER OF ACTING

The members holding at least a majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or these bylaws.

SECTION 6 – PROXIES

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE X -- PARLIAMENTARY AUTHORITY

The current edition of Sturgis Parliamentary Rules of Order, shall govern the proceedings of this Society except when otherwise specified in these Bylaws.

ARTICLE XI -- DISCIPLINARY ACTION

The Executive Committee of Board shall serve as the disciplinary body of the Society and shall have the authority to impose sanctions on members who violate the rules, regulations or constitutional provisions of this Society, or who by their conduct bring or threaten to bring discredit to the Society or the medical profession. Sanctions shall consist of, but need not be restricted to suspension or expulsion from the Society.

- A. Suspension shall be for a specified period of time as determined by the Executive Committee, but will not exceed two (2) years. Suspended members will lose appointments but will retain other privileges of membership and will continue to be subject to dues and assessments.
- B. Expulsion will result in a loss of all rights and privileges of membership. Members who are expelled shall not be permitted to apply for any class of membership for at least five (5) years after the date of expulsion and shall be subject to the application procedures as outlined under Article IV, Section 3.
- C. Sanctions shall be imposed by a two-thirds (2/3s) vote of the Executive Committee. Notice of such disciplinary action shall be sent to the member who is the subject of the action within sixty (60) days of the vote. (Due process procedures)

ARTICLE XII – AMENDMENTS

SECTION 1 – PROPOSALS

- A. Proposed amendments to the bylaws must be submitted in writing to the President by any member in good standing at least six (6) months prior to the Annual Meeting. Proposals approved by the Board of Directors will be considered at the next annual membership meeting providing that notice of the proposed amendment and a copy of the proposed amendment is sent to the membership at least three (3) months prior to the next general membership meeting, with notice of the next membership meeting.
- B. A proposed amendment must be signed by fifteen (15) voting members in good standing and submitted in writing to the Board of Directors to be considered at the next annual membership meeting. The notice of the proposed amendment and a copy of the proposed amendment shall be sent to the membership at least three (3) months prior the next general membership meeting. C. (Amendments Proposed by Board)

SECTION 2 -- ADOPTION OF PROPOSED AMENDMENTS

The proposed amendments may be approved by an affirmative vote of two-thirds (2/3) of the voting ASMH membership by mail ballot. All members will be notified of adopted amendments to the bylaws by regular mail. Each member of the Society shall have a complete copy of the Bylaws and is charged with keeping it up-to-date.

ARTICLE XIII -- ADMINISTRATIVE REGULATIONS

SECTION 1 – ESTABLISHMENT

The Board of Directors shall by majority vote establish a body of administrative regulations to govern the organization and operation of important aspects of the affairs of the Society. Such administrative regulations shall cover such matters as are specifically required by these bylaws, including the organization and operation of the committees and council structure of the Society, procedures for hearings on denials of membership, procedures for the nomination and election of

officers and directors, the fiscal year of the Society, and such other important administrative matters as the Board of Directors shall deem appropriate.

SECTION 2 – PUBLICATION

The administrative regulations adopted by the Board of Directors shall be available to any member of the Society upon written request to the Secretary.

SECTION 3 – AMENDMENT

The administrative regulations of the Society may be amended by the Board of Directors at any meeting by a two-thirds (2/3) vote. Alternatively, the administrative regulations may be amended by the membership at any membership meeting by a two-thirds (2/3) vote of the voting members.

ARTICLE XIV – OFFICE

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board of Directors may from time to time determine.

ARTICLE XV – RULES

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI -- WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the Articles of

Incorporation or the by-laws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after.

ARTICLE XVII – INDEMNIFICATION

The Society shall indemnify all officers and directors of the Society to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Board of Directors of the Society.

ASMH/BylawsRev - Created 1995; Amended 8/97

G:\ASMH\Bylaws\Bylaws_0217.doc