

EXHIBIT B

BY-LAWS  
OF  
THE NEW JERSEY ALLERGY AND IMMUNOLOGY SOCIETY, INC.  
(a New Jersey Nonprofit Corporation)

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BY-LAWS  
OF  
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(a New Jersey Nonprofit Corporation)

ARTICLE 1  
DEFINITIONS

As used in these By-Laws, unless the context otherwise requires, the term:

1.1 "Board" means the Board of Trustees of the Corporation.

1.2 "By-Laws" means the initial by-laws of the Corporation, as amended from time to time.

1.3 "Certificate of Incorporation" means the initial certificate of incorporation of the Corporation, as amended, supplemented or restated from time to time.

1.4 "Corporation" means The New Jersey Allergy and Immunology Society, Inc.

1.5 "Executive Committee" means the executive committee of the Corporation.

1.6 "Members" means the members of the Corporation.

1.7 "Nonprofit Corporation Act" means the New Jersey Nonprofit Corporation Act, as amended from time to time.

1.8 "Office of the Corporation" means the executive office of the Corporation.

1.9 "President" means the President of the Corporation.

1.10 "President-elect" means the President-elect of the Corporation.

1.11 "Secretary" means the Secretary of the Corporation.

1.12 "Treasurer" means the Treasurer of the Corporation.

1.13 "Trustee" means the Trustee of the Corporation.

1.14 "Entire Board" means the total number of Trustees of the Corporation then in office.

## ARTICLE 2

### MEMBERS

2.1 Membership Certificates. The Board of Trustees shall cause to be issued certificates to evidence membership in the Corporation. The fact that the Corporation is a New Jersey nonprofit corporation, and that any such membership certificate is non-transferable shall be noted conspicuously on the face or the back of any membership certificate so issued. A statement indicating the class of membership to be issued and a statement that the Corporation will furnish to any member, upon request and without charge, a full statement of the designations and relative rights of each class of membership shall be set forth on the back of each membership certificate. Any such certificate shall set forth any such additional statements as may be required by the

Nonprofit Corporation Act or any other provision of law. Membership certificates shall bear the signature or facsimile signature of the President or President-elect and the Secretary or Treasurer of the Corporation and may bear the seal of the Corporation.

2.2 Membership. There shall be four membership classes: Active Members; Affiliate Members; Honorary Member and Emeritus Members. Subject to the provisions of the Nonprofit Corporation Act, memberships in the Corporation shall not be transferable and shall terminate upon the death of the Member.

The initial Members of the Corporation shall be approved by the Board. Thereafter, candidates for membership shall make application to the Secretary of the Corporation. The signatures of two Members of the Corporation shall be required on the application form. The membership application shall be reviewed by the Board, or a committee thereof. If a majority of the Board, or a committee thereof, votes affirmatively to approve the application, the application will be presented for a vote at the next scheduled meeting of the Members of the Corporation. The application shall be approved only upon the affirmative vote of a majority of the Members present at such meeting and entitled to vote.

2.2.1 Active Members shall be individuals licensed to practice medicine in any of the fifty states or territories of the United States. Active members shall be

eligible to vote and hold office, and shall pay all proper dues and assessments.

2.2.2 Affiliate Members shall be those individuals who are interested in allergy and immunology and wish to participate in the Corporation's activities. Affiliate members need not be physicians. Affiliate Members are ineligible to vote or hold office, and shall pay all proper dues and assessments.

2.2.3 Honorary Members shall be those physicians or non-physicians who have made outstanding contributions in the fields of allergy and immunology. Honorary Members are ineligible to vote or hold office, and are not required to pay any dues or assessments.

2.2.4 Emeritus Members shall be those individuals who have retired from the active practice of medicine. Emeritus Members are ineligible to vote or hold office, and are not required to pay any dues or assessments.

2.3 Expulsion from Membership. Members may be expelled from, and will forfeit their membership in, the Corporation upon the following grounds:

(i) a failure to pay membership dues or assessments owing for two (2) consecutive years. Provided, however, that a failure to pay such delinquent dues and assessments will not

constitute grounds for expulsion from membership unless and until the Treasurer of the Corporation has sent a letter properly addressed to such delinquent member, by registered mail/return receipt request, informing such member of the delinquency, and such dues or assessments remain unpaid within fifteen (15) days of the sending of such letter;

(ii) unethical, unprofessional or immoral conduct on the part of any Member.

Notwithstanding the foregoing, said expulsion shall occur, and shall be effective, only upon the affirmative vote of two thirds of the Members entitled to vote at any meeting of the Members.

2.4 Membership Dues and Assessments. The amount and time for payment of any and all Membership dues and any assessments shall be determined by the Board or a committee thereof. Membership dues and assessments shall be paid annually by all Members except Honorary and Emeritus Members. Members shall be personally liable to the Corporation for any unpaid portion of membership dues or assessments imposed by the Corporation.

2.5 Place of Meetings. Meetings of the Members shall be held at the Office of the Corporation or at such other place within or without the State of New Jersey as shall be specified or fixed in the notice of such meeting.

2.6 Annual Meeting. A meeting of the Members shall be held annually for the election of Trustees and the transaction of other business at such hour and on such business day in October or November as may be determined by the Board and designated in the notice of such meeting. If the annual meeting of Members for the election of Trustees and the transaction of other business is not held in October or November, the Board shall call such a meeting as soon thereafter as convenient.

2.7 Special Meetings. In addition to the annual meeting of the Members, there shall be at least two other meetings of the Members during each calendar year. Such special meetings may be called at any time by the Board. At any special meeting of Members only such business may be transacted as is related to the purpose or purposes of such meeting as set forth in the notice thereof given pursuant to Section 2.9 of the By-Laws or in any waiver of notice thereof given pursuant to Section 2.10 of the By-laws.

2.8 Record Date. For the purpose of determining the Members entitled to notice of, or to vote, at any meeting of Members or any adjournment thereof, or to express consent to or to dissent from any corporate action without a meeting, or for the purpose of any other action, the Board may fix, in advance, a date as the record date for any such determination of Members. Such record date shall not be more than sixty nor less than ten

days before the date of such meeting or such other action of the members.

If no such record date is fixed: (1) the record date for a Members' meeting shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day next preceding the day on which the meeting is held; and (2) the record date for determining Members for any purpose other than for a Members' meeting shall be at the cessation of activities on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members entitled to notice of, or to vote at, any meeting of Members has been made as provided in this Section 2.8 such determination shall apply to any adjournment thereof, unless the Board fixes a new record date for the adjourned meeting.

2.9 Notice of Meetings of Members. Except as otherwise provided in Sections 2.8 and 2.10 of the By-laws, whenever under the Nonprofit Corporation Act or the Certificate of Incorporation or the By-laws, Members are required or permitted to take any action at a meeting, written notice shall be given stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given, personally or by mail, not less than ten nor more than sixty days before the date of the meeting, to each Member entitled to notice of or to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the

United States mail, with postage prepaid, directed to the member at his address as it appears on the records of the Corporation. An affidavit of the Secretary of the Corporation that the notice required by this section has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called. If, however, the adjournment is for more than thirty days, or 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.

2.10 Waivers of Notice. Whenever notice is required to be given to any Member under any provision of the Nonprofit Corporation Act or the Certificate of Incorporation or the By-laws, a written waiver thereof, signed by the Member entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice.

2.11 Quorum of Members; Adjournment. The Members entitled to cast a majority of the total number of votes entitled to be cast at any meeting of the Members, present in person or represented by proxy, shall constitute a quorum for the transaction of any business at a meeting. When a quorum is once present to organize a meeting of Members, it is not broken by the subsequent withdrawal of any Members. The majority of all voting Members present in person or represented by proxy at any meeting of Members, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

2.12 Voting; Proxies. Except as provided in Section 2.2 and Section 2.3 of the By-Laws, every Member of record entitled to vote shall be entitled at every meeting of Members to one vote for each membership certificate standing in his name on the record of Members determined in accordance with Section 2.8 of the By-laws. If the By-Laws provide for more or less than one vote for any Member, on any matter, every reference in the By-laws or the Nonprofit Corporation Act to a majority of votes or other proportion of votes shall refer to such majority or other proportion of the votes of such stock. At any meeting of Members (at which a quorum was present to organize the meeting), all matters, except as otherwise provided by law, by the Certificate

of Incorporation or by the By-Laws, shall be decided by a majority of the votes cast at such meeting by the holders of membership certificates present in person or represented by proxy and entitled to vote thereon. All elections of Trustees shall be by written ballot unless otherwise provided in the Certificate of Incorporation. In voting on any other question on which a vote by ballot is required by law or is demanded by any Member entitled to vote, the voting shall be by ballot. Each ballot shall be signed by the Member voting or by his proxy, and shall state the number of shares voted. On all other questions, the voting may be viva voce. Every Member entitled to vote at a meeting of Members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy. The validity and enforceability of any proxy shall be determined in accordance with Section 15A:5-18 of the Nonprofit Corporation Act.

2.13 Written Consent of Members Without a Meeting.

Unless otherwise provided in the By-Laws, any action required by the Nonprofit Corporation Act to be taken at any annual or special meeting of Members, or any action which may be taken at any annual or special meeting of such Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote thereon, except in the case of any action to be taken pursuant to chapter 10 of the

Nonprofit Corporation Act (merger, consolidation and sale of assets).

### ARTICLE 3

#### TRUSTEES

3.1 General Powers. Except as otherwise provided in the Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board and the designated committees thereunder. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or the By-laws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the Corporation. In addition to the powers expressly conferred by the By-laws, the Board may exercise all powers and perform all acts which are not required, by the By-laws or the Certificate of Incorporation or by law, to be exercised and performed by the Members.

3.2 Number; Qualification; Term of Office. The Board shall consist of three or more Trustees. The total number of Trustees shall be fixed initially by the Certificate of Incorporation and may thereafter be changed from time to time by action of the Members or by action of the Board. Trustees need not be Members. Each Trustee shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal.

3.3 Election. Trustees shall, except as otherwise required by law or by the Certificate of Incorporation, be elected by a plurality of the votes cast at a meeting of Members entitled to vote in the election.

3.4 Newly Created Trusteeships and Vacancies. Unless otherwise provided in the Certificate of Incorporation, newly created trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board for any other reason, including the removal of Trustees without cause, may be filled by vote of a majority of the Trustees then in office, although less than a quorum, or by a sole remaining Trustee, or may be elected by a vote of the Members at a special meeting of Members called for that purpose. A Trustee elected to fill a vacancy shall be elected to hold office until his successor is elected and qualified, or until his earlier death, resignation or removal.

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

3.6 Removal of Trustees. Subject to the provisions of Section 15A:6-6 of the Nonprofit Corporation Act, any or all of the Trustees may be removed with or without cause, by the

affirmative vote of the majority of the votes cast by Members entitled to vote for the election of Trustees.

3.7 Place and Time of Meetings of the Board. Meetings of the Board, regular or special, may be held at any place within or without the State of New Jersey. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to resolution of the Board) in the notice of the meeting.

3.8 Annual Meetings. On the day when and at the place where the annual meeting of Members for the election of Trustees is held, and as soon as practicable thereafter, the Board may hold its annual meeting, without notice of such meeting, for the purposes of organization, the election of officers and the transaction of other business. The annual meeting of the Board may be held at any other time and place specified in a notice given as provided in Section 3.10 of the By-laws for special meetings of the Board or in a waiver of notice thereof.

3.9 Regular Meetings. Regular meetings of the Board may be held at such times and places as may be fixed from time to time by the Board. Unless otherwise required by the Board, regular meetings of the Board may be held without notice.

3.10 Special Meetings. Special meetings of the Board shall be held whenever called by the President or the Secretary

or by any two or more Trustees. Notice of each special meeting of the Board shall, if mailed, be addressed to each Trustee at the address designated by him for that purpose or, if none is designated, at his last known address at least two days before the date on which the meeting is to be held; or such notice shall be sent to each Trustee at such address by telegraph, facsimile, cable, or wireless, or be delivered to him personally, not later than the day before the date on which such meeting is to be held and deemed given when so sent or delivered. Every such notice shall state the time and place of the meeting but need not state the purposes of the meeting, except to the extent required by law. If mailed, each notice shall be deemed given when three days after deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States post office department. Such mailing shall be by registered or certified mail.

3.11 Adjourned Meetings. A majority of the Trustees present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Notice of any adjourned meeting of the Board need not be given to any Trustee whether or not present at the time of the adjournment. Any business may be transacted at any adjourned meeting that might have been transacted at the meeting as originally called.

3.12 Waiver of Notice. Whenever notice is required to be given to any Trustee or member of a committee of the Board of Trustees under any provision of the Nonprofit Corporation Act or of the Certificate of Incorporation or By-laws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Trustees, or members of a committee of Trustees, need be specified in any written waiver of notice.

3.13 Organization. At each meeting of the Board, the President of the Corporation, or in the absence of the President, a chairman chosen by a majority of the Trustees present, shall preside. The Secretary, if present, shall attend each meeting of the Board, and in the absence of the Secretary, the Board may appoint any person to act as secretary of the meeting.

3.14 Quorum, Voting and Written Consent. A majority of the entire Board, or any committee thereof, shall constitute a quorum for the transaction of business, except that when a committee of the Board consists of one Trustee, then one Trustee shall constitute a quorum. The vote of the majority present at a

meeting at which a quorum is present shall be the act of the Board or the committee, unless a greater vote is required by the Nonprofit Corporation Act or the Certificate of Incorporation of the Corporation. Any or all Trustees may participate in a meeting of the Board or a committee thereof by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other, unless otherwise provided in the Certificate of Incorporation.

Any action required or permitted to be taken at any meeting of the Board, or any committee thereof, may be taken without a meeting if, prior or subsequent to the action, all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

#### ARTICLE 4

##### COMMITTEES OF THE BOARD

The Board may, by resolution adopted by a majority of the entire Board, appoint from among the Trustees an Executive Committee, a Program Committee, a Membership Committee, a Nominating Committee and one or more other committees. Each committee shall consist of one or more Trustees of the Corporation. The committees may, at their discretion, seek the advice and aid of Members of the Corporation to further their objectives. To the extent provided in the resolution of the

Board, each committee shall have and may exercise all the authority of the Board, except that no committee shall take any action which may not be delegated pursuant to the provision of the Nonprofit Corporation Act. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting.

## ARTICLE 5

### OFFICERS

5.1 Officers. The Board shall elect a President, a President-elect, Secretary and a Treasurer, and may elect or appoint officers as it may deem appropriate. Each officer shall hold office until his successor is elected and qualified or until his earlier death, resignation or removal in the manner provided in Section 5.2 of the By-laws. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law to be executed, acknowledged or verified by two or more officers of the Corporation.

5.2 Removal and Resignation of Officers. Any officer elected or appointed by the Board may be removed by the Board with or without cause. Any officer may resign by written notice to the Corporation. Such resignation shall take effect upon the receipt of such notice by the Corporation or at such later time as is therein specified. Unless otherwise specified, the

acceptance of such resignation shall not be necessary to make it effective.

5.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board.

5.4 Duties of the President. The President shall be the Chief Executive Officer of the Corporation and shall have general supervision over the activities of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of the Board. The President shall preside at all meetings of the Board and sign the records thereof. The President, with the Secretary or the Treasurer, shall sign membership certificates. He may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the By-laws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and, in general, he shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him by the Board.

5.5 Duties of the President-Elect. At the request of the President, or, in his absence, at the request of the Board, the President-elect shall perform all of the duties of the

President and so acting shall have all the powers of and be subject to all restrictions upon the President. The President-elect-elect may also, with the Secretary or the Treasurer, sign membership certificates of the Corporation; may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by the By-laws to some other officer or agent of the Corporation, or shall be required by law otherwise to be signed or executed; and shall perform such other duties as from time to time may be assigned to him by the Board or by the President.

5.6 Duties of the Secretary. The Secretary shall keep an accurate and current list of the Members of the Corporation and their addresses. The Secretary shall act as secretary of all meetings of the Members and of the Board, or any committees thereof, and shall keep the minutes thereof in the proper book or books to be provided for that purpose; he shall see that all notices required to be given by the Corporation are duly given and served; he may, with the President or a President-elect, sign membership certificates of the Corporation; he shall be Corporation, or a facsimile thereof, all membership certificates of the Corporation and all documents the execution of which on behalf of the Corporation under its corporate seal is authorized in accordance with the provisions of the By-laws; he shall have charge of the stock ledger and also of the other books, records

and papers of the Corporation relating to its organization and management as a Corporation, and shall see that the reports, statements and other documents required by law are properly kept and filed; and shall, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board or by the President.

5.7 Duties of the Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; collect, receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-laws; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed in such manner as shall be determined in accordance with any provisions of the By-laws, and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered in books to be kept by him or under his direction full and adequate account of all moneys received or paid by him for the account of the Corporation; have the right to require, from time to time, reports or statements giving such information as he may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; render to the President or the Board, whenever the President or the Board, respectively, shall

require him so to do, an account of the financial condition of the Corporation and of all his transactions as Treasurer; exhibit at all reasonable times his books of account and other records to any of the Trustees upon application at the office of the Corporation where such books and records are kept; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board or by the President; and he may sign, with the President or a President-elect, membership certificates of the Corporation.

## ARTICLE 6

### CONTRACTS, CHECKS, BANK ACCOUNTS

6.1 Execution of Contracts. The Board may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

6.2 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation by the President or Treasurer of the Corporation or in such manner as shall from time to time be determined by resolution of the Board.

6.3 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board.

## ARTICLE 7

### BOOKS AND RECORDS

7.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Members, the Board and any committee of the Board. The Corporation shall keep at the office designated in the Certificate of Incorporation or at the office of the transfer agent or registrar of the Corporation, a record containing the names and addresses of all Members, the class of membership held by each and the dates when they respectively became members of record.

7.2 Inspection of Books and Records. Except as otherwise provided by law, the Board shall determine from time to time whether, and, if allowed, when and under what conditions and regulations, the accounts, books, minutes and other records of the Corporation, or any of them, shall be open to the inspection of the Members.

ARTICLE 8

SEAL

The Board may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

ARTICLE 9

FISCAL YEAR

The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board.

ARTICLE 10

METHOD OF DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed pursuant to the terms of a plan of dissolution adopted by the Members and Trustees of the Corporation. The plan of dissolution shall include, where appropriate, (i) the payment and discharge of all liabilities and obligations of the Corporation, (ii) compliance with all conditions of any applicable tax exemption of the Corporation, and (iii) the return, transfer or conveyance of all assets received and held by the Corporation, subject to any limitations imposed by law.

ARTICLE 11

AMENDMENTS

The By-laws may be altered, amended, supplemented or repealed, or new By-laws may be adopted, by the Board, but any By-laws so adopted or amended by the Board may be altered or repealed, and new By-laws may be made, by the Members entitled to vote thereon.