

BYLAWS
THE TENNESSEE PAIN SOCIETY, INC.

ARTICLE 1 - NAME AND DOMICILE

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

ARTICLE II - ESTABLISHMENT

- Sec. 2.01 The Society was incorporated on the 5th Day of September, 2014 in the State of Florida.

ARTICLE III - AIMS AND OBJECTIVES

- Sec. 3.01 The aims and objectives shall be: To advance the art and science of pain medicine by promoting and maintaining the highest standards of professional practice through post graduate clinical education and research; by aiding and encouraging the education of medical students, residents, fellows, practicing physicians, and other health care providers in pain management and by obtaining and publishing scientific information in pain medicine and management.

ARTICLE IV - PURPOSE

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

statements) any political campaign on behalf of any candidate for public office.

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

ARTICLE V - MEMBERSHIP

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

- 1. Active Members
- 2. Associate Members
- 3. Healthcare Practitioner Members
- 4. Honorary Members
- 5. Emeritus Members
- 6. Founder Members
- 7. Trainee Members
- 8. Charter Members
- 9. Corporate Members
- 10. Business Members

Sec. 5.02 Active Membership:
Active members are physicians or individuals with a doctorate degree (i.e. Ph.D., Pharm.D. MD, DO,) or have the credentials to prescribe controlled substances, who reside within the State of Tennessee, and are licensed by at least one of the State of Tennessee's Board of Medical Examiners or other governing Board of Examiners and are actively engaged in the practice of pain management. Active members will have full voting rights and be eligible to hold office until retirement from professional practice. If one qualifies for Active membership, then that individual will not be considered for any other membership category.

Sec. 5.03 Associate Membership:

Associate members are physician and/ or pain management practitioners who reside outside Tennessee. Associate members will be accorded all the privileges of the Society, but they do not have voting privileges and are not eligible to hold office in the Society.

Sec. 5.04 Healthcare Practitioner Membership:

Healthcare Practitioner members will be non-physician pain management practitioners and member-sponsored associates without prescribing privileges in the State of Tennessee, i.e. counselors, complimentary medicine specialists and other allied health personnel. Healthcare Practitioner members will be accorded all the privileges of the Society but they do not have voting privileges and are not eligible to hold office in the Society.

Sec. 5.05 Honorary Membership:

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

Sec.5.06 Emeritus Membership:

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

Sec. 5.07 Founder Membership:

Founder Members shall be any active member who joined the Society between the date of adoption of these Bylaws and December 31, 2015 and paid an initiation fee in addition to annual dues as set by the Board of Directors.

Sec. 5.08 Trainee Membership:

Trainee members will be individuals currently in an accredited training program related to pain management in the State of Tennessee including those executing fellowships. Trainees may stay in this membership category one additional year after the completion of their training program as they transition into practice.

Sec. 5.09 Charter Membership:

Charter members shall be any member other than an active member who joined the Society between the date of adoption of these Bylaws and December 31, 2015 and paid an initiation fee in addition to annual dues as set by the Board of Directors.

Sec. 5.10 Corporate Membership:

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

Sec. 5.11 Business Membership:

Business members shall be individuals affiliated with businesses (pharmaceutical, medical device, providers of goods or services) that are interested in pain management. Business members shall be accorded all the privileges of the Society including invitation and attendance to all scientific and/ or educational meetings of the Society but they do not have voting privileges and are not eligible to hold office in the Society.

Sec. 5.12 Application for Election to Membership:

A Completed application for membership shall be in writing and submitted by fax, mail, or electronically for consideration by the Membership Committee. The Membership Committee shall review the applications, designate the appropriate membership category and accept or reject said applications on a quarterly basis.

Sec 5.13 Annual Dues:

The Board of Directors shall establish annual dues for all membership categories. Included in the annual dues may be a subscription to *Pain Pathways* magazine or another periodical in either electronic or print or both formats. There shall be no annual dues or assessment required of Honorary or Emeritus members. Should Honorary or Emeritus members elect to receive the periodical, then he or she shall be charged only for the subscription cost as paid by the Society. Membership shall be terminated for failure to pay annual dues within ninety (90) days of the due date.

Sec. 5.14 Termination of Membership:

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

Sec. 5.15 Membership Meetings:

The members shall hold meetings at such place or places within or without Tennessee or Florida as the Board of Directors may determine, and one meeting each year shall be designated the Annual Meeting of the Membership.

Sec. 5.16 Annual Meeting of the Membership:

Annual meetings of the Membership will be held at the place and date to be determined by the Board of Directors. The venues shall be chosen by the Board of Directors.

Sec. 5.17 Notice of Meetings:

Written notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, shall be mailed not less than thirty (30) days

and not more than sixty (60) days before the date of the meeting to each member addressed to the member's address as it appears on the records of the Society. Notice may be given by hand delivery, electronic mail, facsimile, overnight courier, posting to the Society's website or U.S. mail. Notice will be deemed to have been given as follows: (a) when delivered, if given via hand delivery; (b) one business day after being sent, if properly addressed and sent via electronic mail, facsimile, or overnight courier; (c) one business day after posting to the Society website, or (d) two business days after being sent, if properly addressed and sent via U.S. mail.

Sec. 5.18 Quorum:

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

Sec. 5.19 Voting:

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

Sec. 5.20 Manner of Acting:

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

Sec. 5.21 Action Without Meeting:

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

Sec. 5.22 Fixing Record Date:

For purpose of determining the members entitled to notice of or to vote at any meeting of members or in order to make a determination of members for any other purpose, the Board of Directors may fix in advance a date as the record date for the determination of members. The record date shall be not more than seventy (70) days before the meeting or action requiring a determination of members. A determination of members entitled to notice of or to vote at a members' meeting shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given shall be entitled to notice of the meeting, and members on the date of the meeting who are otherwise eligible to vote shall be entitled to vote at the meeting. If no record date is fixed for an action requiring a determination of members, members at the close of business on the day on which the Board adopts the resolution relating to such action, or the sixtieth (60th) day prior to the date of such action, whichever is later, are entitled to such rights. If no record date is

fixed for action without a meeting, the record date for determining members entitled to take action without a meeting shall be the date the first member signs a consent to the action taken. An alphabetical list of the names and addresses of the members entitled to notice shall be prepared and made available for inspection by any member.

ARTICLE VI - DIRECTORS

Sec. 6.01 General Powers:

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

Sec. 6.02 Composition:

The Board of Directors shall consist of up to nine (9) Active members to serve for two-year terms each. At least one Director shall reside or operate a medical practice in each of the three regions of Tennessee: West (i.e. Memphis and vicinity), Middle (Nashville and vicinity), East (Knoxville, Chattanooga and vicinity). No Director shall be elected for more than five (5) consecutive two-year terms. The Immediate Past President shall be an *ex officio* voting member of the Board of Directors for the three (3) years immediately succeeding the termination of his Presidency if not already one of the elected nine (9) Active members.

Sec. 6.03 Director(s) Emeritus:

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

Sec. 6.04 Nominations:

All nominations from the membership for Director shall be forwarded to the Secretary before the Annual Meeting. Nominations from the floor at the Annual Meeting may also be “write-ins” on the ballot presented to the membership at the Annual Meeting. Election to the Board of Directors shall be held at the Annual Meeting.

Sec. 6.05 Eligibility:

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

Sec. 6.06 Vacancies:

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

Sec. 6.07 Organization:

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

Sec. 6.08 Resignation:

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

Sec. 6.09 Board Meetings:

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

Sec. 6.10 Notice of Meetings:

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

Sec. 6.11 Quorum:

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

Sec. 6.12 Manner of Acting:

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

Sec. 6.13 Action Without Meeting:

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

Sec. 6.14 Meeting by Conference Telephone:

Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the

meeting, and any such participation in the meeting shall be deemed present in person at such meeting.

ARTICLE VII - OFFICERS

Sec. 7.01 Officers:

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

Sec. 7.02 Term of Office:

The Initial Officers of the Society shall serve from date of Incorporation to the First Annual Meeting. Thereafter, the Initial President-Elect will serve as President and the Board of Directors shall elect the President-Elect, Secretary and Treasurer from the Board of Directors at its Annual Board Meeting. Each officer shall then serve a term of two (2) years but may be reelected for additional terms. Terms of office shall commence immediately following the Annual Meeting of the Society.

Sec. 7.03 Removal:

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

Sec. 7.04 Resignations:

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

Sec. 7.05 Vacancies:

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

Sec. 7.06 Business by Correspondence:

The President shall have the power to decide what business may be conducted by correspondence, and he may request the members of the Board to cast their vote on such business in writing or by electronic communication.

Sec. 7.07 Subordinate officers:

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

Sec. 7.08 Staff:

The Society may employ a Society Executive Director selected by the Board of Directors and such staff as may be required to assist the Board of Directors and officers in the running of the

Society. Compensation shall be paid for these management services as determined by the Board of Directors.

Sec. 7.09 President:

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

Sec. 7.10 President-Elect:

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

Sec. 7.11 Secretary:

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

Sec. 7.12 Treasurer:

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

ARTICLE VIII - COMMITTEES

Sec. 8.01 Executive Committee:

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

powers of the Board that may be lawfully delegated to the management of the business and affairs of the Society.

Sec. 8.02 Special Committees:

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

Sec. 8.03 Nominating Committee:

The Nominating Committee shall be a standing committee consisting of three (3) Active members including the Immediate Past President. The Nominating Committee is chaired by the Immediate Past President. The President shall appoint the two other Active members of this committee. Committee members shall serve two (2) years and may be reappointed for additional terms. This committee shall make recommendations for the Officers and then present the nominees to the membership at the Annual Meeting of the Society for vote.

Sec. 8.04 Membership Committee:

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

Sec. 8.05 Program Committee:

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

Sec. 8.06 Industry Advisory Committee

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

ARTICLE IX - FUNDS AND EXPENDITURE

Sec. 9.01 Sources of Funds:

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

Sec. 9.02 Authorized Expenditure:

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

Sec. 9.03 Audit:

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

ARTICLE X - INDEMNIFICATION

Sec. 10.01 Indemnification for Expenses and Liabilities:

- (a) Any person who at any time serves or has served: (1) as a Director, honorary Director, officer, employee, advisor or agent of the Society; (2) at the request of the Society as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, or other enterprise; or (3) at the request of the Society as a trustee or administrator under an employee benefit plan, will have a right to be indemnified by the Society to the fullest extent from time to time permitted by law against Liability and Expenses in any Proceeding (including without limitation a Proceeding brought by or on behalf of the Society itself) arising out of his or her status as such or activities in any of the foregoing capacities or results from him or her being called as a witness at a time when he or she was not a named defendant or respondent to any Proceeding.
- (b) The Board will take all action as may be necessary and appropriate to authorize the Society to pay the indemnification required by this provision, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.
- (c) Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Society will be deemed to be doing so or to have done so in reliance upon, and as consideration for, the rights

provided for herein. Any repeal or modification of these indemnification provisions will not affect any rights or obligations existing at the time of the repeal or modification. The rights provided for herein inure to the benefit of the legal representatives of any such person and will not be exclusive of any other rights to which such person may be entitled apart from this provision.

Sec. 10.02 Advance Payment of Expenses:

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

Sec. 10.03 Insurance:

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

Sec. 10.04 Definitions:

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

- (a) "Proceeding" means any threatened, pending or completed action, suit, or proceeding and any appeal thereof (and any inquiry or investigation that could lead to such action, suit, or proceeding), whether civil, criminal, administrative, investigative or arbitrate and whether formal or informal;
- (b) "Expenses" means expenses of every kind, including counsel fees and court costs;
- (c) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), reasonable Expenses incurred with respect to a Proceeding, and all reasonable Expenses incurred in enforcing the indemnification rights provided herein;
- (d) "Director," "honorary Director," "officer," "executive director," "employee," "advisor," and "agent" include, unless the context requires

otherwise, the estate or personal representative of a Director, honorary Director, officer, executive director, employee, advisor or agent; and

- (e) “Corporation” will include any domestic or foreign corporation absorbed in a merger which, if its separate existence had continued, would have had the obligation or power to indemnify its directors, officers, employees, or agents, so that a person who would have been entitled to receive or request indemnification from the corporation if its separate existence had continued will stand in the same position with respect to the surviving corporation.

ARTICLE XI - AMENDMENTS

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

ARTICLE XII - DISSOLUTION AND LIQUIDATION

- Sec. 12.01 The Society shall not be dissolved except with the consent of not less than three-fifths (3/5) of its total Active Members expressed either in person at the Annual Meeting or by electronic or mail vote. Any proposal for dissolution shall be made by the Board of Directors and the Secretary shall give three months notice of such proposal. In the event of the Society being dissolved, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged and the remaining funds and properties shall be paid and distributed exclusively to Sceptor Pain Foundation, Inc., a charitable organization under the provisions of Section 501(c)(3) of the Code and its Regulations, or if Sceptor Pain Foundation, Inc. has been dissolved or no longer qualifies as a charitable organization under the provisions of Section 501(c)(3) of the Code, at the time of dissolution of the Society, then to a charitable organization which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations.

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