

BYLAWS

Of the

PUBLIC HEALTH LAW ASSOCIATION (A District of Columbia Nonprofit Corporation)

ARTICLE I - Name

The name of this corporation (hereinafter referred to as the Corporation”) is the:
Public Health Law Association.

ARTICLE II - Purposes and Limitations

Section 1. The Corporation is hereby organized for the following purposes:

- (i) To promote healthy people in healthy communities through dialogue, partnerships, education, and research in public health law; and
- (ii) To carry on such other activities as are permissible for District of Columbia nonprofit corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the IRC).

Section 2. The Corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3).

Section 3. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3); (ii) by a corporation whose received contributions are deductible under IRC Section 170(c)(2); or (iii) by a nonstock corporation formed under the District of Columbia Nonprofit Corporation Act, as the same may be amended or supplemented (the Act).

Section 4: The Corporation shall not carry on propaganda, attempt to influence legislation, or participate in, or intervene in (including the publishing or distribution of statements), any political campaign concerning any candidate for public office.

ARTICLE III - Offices

The Corporation shall maintain in the District of Columbia a registered office and a registered agent at such office, and may have other offices within or outside of the District of Columbia as shall be determined by the Board of Directors. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV - Members

Section 1. Members. The Corporation shall have members. Membership in the Corporation is open to all individuals wishing to participate in promoting the purposes of the Corporation. Members may be required to pay membership dues and shall have the right to vote in elections to the Board of Directors and in such other elections and on such other matters as the Board may determine. The Board of Directors may establish categories of membership, with such rights and obligations as the Board may determine, and may further define the qualifications for membership eligibility in any category.

Section 2. Determination of Membership Dues and Obligation to Pay. The Board of Directors may fix the amount of membership dues and/or assessments (if any) for all membership. Voting membership in the Corporation (other than honorary or student memberships described in Section 15 of this Article IV) may carry a definite obligation to pay membership dues and any assessments established by the Board of Directors. Membership dues and assessments are not refundable for any reason.

Section 3. Duration of Membership. The term of membership in the Corporation shall be determined by the Board of Directors from time to time.

Section 4. Termination of Membership. Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a Board meeting, terminate a member's membership for cause. Grounds constituting "cause" shall be determined by the Board of Directors at its sole discretion. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements.

Section 5. Voting Rights. Members (other than honorary members as described below in Section 15 of this Article IV) shall be entitled to vote on all matters submitted to a vote of the membership.

Section 6. Annual and Regular Meetings. Annual meetings of the voting membership may be held at such time and place, either within or outside of the District of Columbia, as may be designated by the Board of Directors. The annual membership meeting shall be known as the General Assembly. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the voting membership without notice required other than by these Bylaws and such resolution. Annual or regular meetings of the honorary (non-voting) members are permitted but not required.

Section 7. Special Meetings. Special meetings of the membership may be called by or at the request of the President or the majority of the Board of Directors. The person or persons authorized to call special meetings of the voting membership may

determine the place for holding any special meeting called by them. Special meetings of the honorary (non-voting) members are permitted but not required.

Section 8. Notice. Notice of any special meeting of the voting membership shall be sent to, so as to be received by, each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any members may waive notice of any meeting before, at, or after such meeting.

Section 9. Quorum. Ten percent (10%) of the voting members shall constitute a quorum for the transaction of business at any meeting of the voting membership, provided, that if less than a majority of the voting members are present at said meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.

Section 10. Chairman. The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the President-Elect shall serve as temporary Chairman.

Section 11. Manner of Acting. The act of a majority of the voting members present at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be conducted via teleconference, email, or regular U.S. mail. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by voting members shall not be permitted.

Section 12. Teleconferencing. Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person participating in a meeting of the voting members may participate via teleconference or by any means of communication by which all persons participating in the meeting are able to fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 13. Action by Unanimous Written Consent. Any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 14. Minutes and Parliamentary Procedure. Full minutes of each meeting of the voting membership shall be recorded, containing results of the deliberations of the voting membership. The minutes shall be submitted to the voting members for approval at the subsequent meeting of the voting members. Meetings of the membership

may be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors or the membership.

Section 15. Honorary Members. The Board of Directors shall have the authority to designate honorary or student members for specified reasons, in the sole discretion of the Board. Honorary members shall not be required to pay membership dues and shall not have the right to vote.

ARTICLE V - Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Corporation, and to this end the Board of Directors may exercise all powers of the Corporation. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Corporation's Articles of Incorporation and Bylaws. The Board may report annually to the General Assembly on the progress of the Corporation in fulfilling its purposes and on the finances of the Corporation.

Section 2. Composition, Election, Term, and Qualifications. The number of Directors may be between three (3) and thirteen (13), as determined by the Board of Directors from time to time. The Directors shall be elected by the affirmative vote of a majority of the Corporation's voting members at a General Assembly at which a quorum is present, or pursuant to Section 11 of Article IV. Each Director shall hold office for a one (1) year term. A Director may serve no more than three (3) consecutive terms, but may be re-elected after a one (1)-year absence in office. The terms of Directors may be staggered, so as to not all expire at the same time as determined by the Board of Directors. To this end, the term(s) of one (1) or more Directors may be extended or abbreviated as determined by the Board. Directors shall be at least twenty-one (21) years of age and need not be Members of the Association prior to their election.

Section 3. Annual and Regular Meetings. Annual meetings of the Board of Directors may be held each year at such times and places as may be designated by the President. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board of Directors. Annual and regular meetings may be held without notice if all of the Directors are present in person, or if notice is waived in writing by those not present prior to the meeting.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be sent to so as to be received by each Director by mail, overnight courier, telecopier,

electronic mail, or other mode of written transmittal, not less than three (3) days before the time set for such a meeting, and must include the time, date, place and purpose of such meeting. Notice may be waived in writing by those not present prior to the meeting.

Section 6. Quorum. A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at said meeting, they may adjourn the meeting without further notice.

Section 7. Manner of Acting. 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 as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.

Section 8. Teleconferencing. To the extent permitted by the Act, any person participating in a meeting of the Board of Directors may participate by means of teleconference or by any means of communication by which all persons participating in the meeting are able fully participate in the meeting. Such participating shall constitute presence in person at the meeting.

Section 9. Action by Written Consent. 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 the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof.

Section 10. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board of Directors shall be recorded, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings of the Board of Directors may be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors.

Section 11. Removal or Resignation of Directors. Any Director may be removed from office at any time by the affirmative vote of at least two-thirds of the voting members present at any meeting at which a quorum is present. Any Director may resign at any time by giving written notice to the President, Secretary or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled

at any time by the Board of Directors. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the remaining Directors. Such action shall be effected by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors.

ARTICLE VI - Committees

Section 1. Executive Committee. The President or Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may create an Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board, and shall be considered a committee of the Board of Directors. The designation of and the delegation of authority to such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. The Executive Committee, if formed, must consist exclusively of two (2) or more directors and the President.

Section 2. Other Committees. Other committees may be designated by the President or a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, the President of the Corporation shall appoint the members of such committees. These committees must consist of one (1) or more Directors and one (1) or more members (including honorary members).

Section 3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

Section 4. Removal or Resignation of Committee Members. Any committee member may be removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any committee member may resign at any time by giving written notice to the President, or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 5. Chairperson. One (1) member of each committee may be appointed as chairperson of such committee by the President .

Section 6. Vacancies. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum and Manner of Acting. A majority of all voting members of a committee shall constitute a quorum, and the act of a majority of the

committee's voting members present at a meeting at which a quorum is present shall constitute the act of the committee. No proxy voting by committee members shall be permitted. Every committee member shall have one (1) vote on all matters submitted to a vote of the committee, unless a committee member is designated by the Board of Directors as a non-voting committee member.

Section 8. Meeting Procedures. The committee's chairperson shall notify members of a committee of its meeting or meetings. Minutes of each committee meeting shall be recorded, containing results of the deliberations of any committee with recommendations, if any, and submitted within thirty (30) days of each committee meeting to the Board of Directors. To the extent permitted by the Act, any person participating in a meeting of any committee may participate by means of teleconference or by any other means to allow full participation in the meeting. Such participation shall constitute presence in person at the meeting. Any action required to be taken at a meeting of any committee or any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the committee members entitled to vote with respect to the subject matter thereof. No committee voting by proxy shall be permitted. All committee meetings may be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Corporation's Articles of Incorporation, the Act, or rules adopted by the Board of Directors.

Section 9. Limitation on Delegated Authority. Actions taken by committees shall in all instances be subject to Article XVIII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

ARTICLE VII - Officers

Section 1. Definition of Officers. The Officers of the Corporation shall include a President, and may include a President-Elect, Treasurer, and Secretary. All Officers shall first be members of the Board of Directors. The offices of President and President-Elect, and President and Secretary, may not be held by the same person.

Section 2. Election, Term and Qualifications. The Officers of the Corporation shall be elected by the Board of Directors from among the current members of the Board by the affirmative vote of a majority of the Board of Directors present at any meeting at which a quorum is present. Each Officer shall hold office for a one (1)-year term; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. There shall be no limit on the number of terms, consecutive or otherwise, that an Officer may serve. The terms of Officers may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board of Directors. To this end, the term(s) of one (1) or more Officers may be extended or abbreviated, to the extent and as determined by the Board of Directors. .

Section 3. Removal or Resignation of Officers. Any Officer may be

removed from office at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Corporation would be served thereby. Any Officer may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Officership because of death, resignation, removal, disqualification, or otherwise, may be filled at any time by the Board of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Such action shall be effected by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

Section 5. President. The President shall be the principal executive officer of the Corporation and shall supervise and have charge of all of the affairs of the Corporation, pursuant to the direction and oversight of the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall serve as the Chairperson of the Board of Directors. The President may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Corporation. The President shall supervise and provide direction to any employees of, or paid contractors to, the Corporation, if any, on a regular basis. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer. Together with the President, the Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any sources whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 8. Secretary. Together with the President, the Secretary shall record the minutes of all meetings of the Board of Directors; maintain such minutes in one (1) or more books provided for such purpose; see that all notices are duly given in accordance

with the provisions of these Bylaws or as required by law; be the custodian of corporate records; and the seal of the Corporation and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9. Delegation of Duties. One (1) or more duties of any Officer of the Corporation may be expressly delegated by the Board of Directors or by such Officer to one (1) or more other Officers, employees or agents of the Corporation, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the Corporation shall in all instances be subject to Article XVIII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Corporation and in matters of policy.

ARTICLE VIII - Employees and Contractors

One (1) or more employees or contractors, if such employees or contractors are deemed necessary by the Board of Directors, may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the President. The President shall supervise and provide direction to any employees of, or paid contractors to, the Corporation on a regular basis.

ARTICLE IX - Compensation

Officers and Directors shall not receive any salary or other compensation for their services, other than for reimbursement of expenses incurred directly in the performance of their duties or functions for the Association, including reasonable travel expenses.

ARTICLE X - Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Corporation can pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE XI - Conflicts of Interest

In all instances, Directors, Officers, and employees of the Corporation should avoid all actions involving material conflicts of interest with the Corporation. As necessary, the Board of Directors may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest.

No contract or transaction which may result in a direct or indirect financial or personal benefit to one or more of the Corporation's Directors, Officers, or employees

shall be void for this reason, if:

- (1) The material facts of the individual's or individuals' relationship or interest in the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and
- (2) The Board of Directors in good faith authorizes the contract or transaction in advance by the affirmative vote of a majority of the disinterested Directors, or, even though the disinterested Directors or members may constitute less than a quorum; and
- (3) The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

Interested Directors, Officers, or other interested individuals shall recuse themselves from Board of Directors meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself. Interested Directors or members may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the Board authorizes the contract or transaction at issue.

ARTICLE XII - Limitation of Liability and Indemnification

Section 1. Limitation of Liability. To the fullest extent permitted by the Act and the IRC, the personal liability of the Directors, Officers, committee members, and employees of the Corporation is hereby eliminated.

Section 2. Indemnification. To the fullest extent permitted by the Act and the IRC, the Corporation shall indemnify its Directors, Officers, committee members, and employees.

ARTICLE XIII - Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. It also shall keep at its principal office a record of the names and addresses of its Board of Directors.

ARTICLE XIV - Funds and Securities

Section 1. Contracts. To promote the purpose of the Corporation, the Board of Directors may authorize any Officer, in the name of and on behalf of the Corporation, to enter into any contract, loan, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of

indebtedness, and such authority may be general or confided to specific instances; and, unless so authorized by the Board of Directors, no Officer shall have power or authority to bind the Corporation by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

Section 2. Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation, as set forth in the Articles of Incorporation or these Bylaws.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositions as the Board of Directors may select.

Section 4. Financial Records. The Corporation shall: (i) maintain current and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures; (ii) annually prepare or approve a report of the financial activity of the Corporation for the preceding year; and (iii) all records, books, and annual reports of the financial activity of the Corporation shall be kept at the principal office of the Corporation or at such other locations as directed by the Board of Directors.

ARTICLE XV - Fiscal Year

The Fiscal year of the Corporation shall end on December 31st each year or on such other date as determined by the Board of Directors.

ARTICLE XVI - Seal

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the year of its incorporation, and the words Corporate Seal, District of Columbia.

ARTICLE XVII - Notice

Whenever, under the provisions of these Bylaws, the Articles of Incorporation, or any statute, notice is required to be given to any Director or Officer, it shall not be construed to be notice in person, but such notice may be given in writing, addressed to such Director or Officer at such address (including a street address, an electronic mail address, or a telecopier number) as appears on the books of the Corporation. Any Director or Officer may waive any notice required to be given by these Bylaws, the Articles of Incorporation, or by law.

ARTICLE XVIII - Declaration of Policy

Responsibility and authority for any declaration of Corporation policy, and/or

endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Corporation are not authorized directly or indirectly to commit the Corporation in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Corporation, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Corporation.

ARTICLE XIX - Amendments

These Bylaws may be altered, amended, or repealed: (1) at any annual, regular or special meeting of the Board of Directors by the affirmative vote of at least a majority of the Directors present, provided a quorum is present and notice of the intention to amend these Bylaws is provided to each Director at least seven (7) days prior to such meeting; or (2) at any annual, regular, or special meeting of the voting members by an affirmative vote of at least two-thirds of the voting members present, provided a quorum is present.

ARTICLE XX - Governing Law

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the District of Columbia.

ARTICLE XXI - Headings

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

ARTICLE XXII - Severability

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

Adopted by the Board of Directors: June 16, 2003; revised and approved by the Board of Directors on May 3, 2010.