

PATHWAYS SERIOUS MENTAL ILLNESS SOCIETY

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PATHWAYS SERIOUS MENTAL ILLNESS SOCIETY

CONSTITUTION

1. The name of the Society is Pathways Serious Mental Illness Society
2. The purpose of the Society is:
"To Alleviate the Suffering Caused by Schizophrenia and other serious mental illness" by:
 - a) encouraging and facilitating mutual support and by disseminating information about schizophrenia and other serious mental illness and the resources available for those who suffer from it;
 - b) providing support for families of persons suffering with schizophrenia and other serious mental illness and the persons who are suffering from the illness;
 - c) providing education and information to the general public about the nature of schizophrenia and other serious mental illness, its extent in society and the needs which it creates;
 - d) improving services and legislation for persons with schizophrenia and other serious mental illness and their families;
 - e) advocating and consulting with Government and private agencies
 - f) providing support for research related to schizophrenia and other serious mental illness;
 - g) raising, investing and administering funds necessary for the Society to achieve its purposes; and
 - h) any other activity which is consistent with the foregoing and which aids and assists those affected by schizophrenia or other serious mental illness.

THE BY-LAWS OF PATHWAYS SERIOUS MENTAL ILLNESS SOCIETY

("the Society")

relating generally to the transaction of the affairs of the Society

BE IT ENACTED as By-laws of the Society as follows:

SECTION ONE

INTERPRETATION

- 1.01 a) In these By-laws and in all other By-laws of the Society hereafter passed, "Directors" means the directors and officers of the Society for the time being and unless the context otherwise requires, words denoting the single member or masculine gender shall include the plural number or the feminine or neuter gender, as the case may be, and the Act means the "Society Act of the Province of British Columbia" and any applicable legislation enacted in amendment of or substitution for it. The definitions in the Society Act of British Columbia on the date these By-laws become effective apply to these By-laws.
- b) "Society" means "Pathways Serious Mental Illness Society".

SECTION TWO

SOCIETY OFFICE

- 2.01 The Society Office shall be at a location within British Columbia as the Board of Directors may decide from time to time by at least a two thirds (2/3) majority vote.

SECTION THREE

MEMBERSHIP

- 3.01 On application to the Board there shall be two (2) classes of membership: Ordinary member and Honourary member and such other classes as the Board may from time to time designate.
- 3.02 Ordinary Members - Every member of the Society will be an Ordinary Member of the Society.
- 3.03 Honourary Members - The Directors may elect for exemplary or long term service any person as an Honourary Member for a prescribed term or for life.

- 3.04 Membership Requirements and Qualifications - The Board may from time to time recommend different classes and qualifications for membership by special resolution at an Annual General Meeting and shall be confirmed by a vote of three fourths (3/4) of the membership present at the meeting.
- 3.05 Membership Fees - The amount of the annual membership dues shall be determined by the Directors. The timing of payment of annual membership dues to the Society shall be determined by the Directors.
- 3.06 Default of Membership Fees - If a member fails within a period of time, as prescribed by Board resolution, to pay fees, dues or assessments, such members shall thereupon automatically not be a Member in good standing of the society but shall, upon payment of all fees, dues or assessment amounts, be reinstated as a Member in good standing by the Board. A member shall cease to be a member of the society on having been a member not in good standing for a period of time established from time to time by Board resolution.
- 3.07 Resignation:
- a) A Member may resign by written notice.
 - b) A Member shall cease to be a Member upon death.
- 3.08 Expulsion - A Member may be expelled from membership in the Society by special resolution which shall be confirmed by a vote of three-fourths (3/4) of the Members at a meeting of the Members, notice of which proposed expulsion has been given with the notice of such meeting and shall be accompanied with a brief statement of the reason or reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 3.09 No employee of the Pathways Serious Mental Illness Society shall be a member of the Society.

SECTION FOUR

MEETINGS OF MEMBERS

- 4.01 Voting in General Meetings -
- a) All ordinary members present at a general meeting may vote; providing that membership fees have been paid at least one (1) week prior to the meeting. Voting by proxy will not be permitted.
 - b) Honourary members may attend general meetings, but may not vote.

- 4.02 Special General Meetings - Special General Meetings of the membership shall be held at the Office of the Society or elsewhere in British Columbia as the Board may determine and on such day and at such time as the Board may appoint or at the request on written notice of not less than ten percent (10%) of the Ordinary Members in good standing of the Society.
- 4.03 Annual General Meeting - The Annual General Meeting of members shall be held at such place in British Columbia, at such time and on such day as the Directors may from time to time determine. Not more than fifteen (15) months shall elapse between Annual General Meetings. The Annual General Meeting shall deal with such business as the Directors may determine from time to time and with such matters as are required to be dealt with at an Annual General Meeting by any applicable statute and, in any event, with the following.
- a) The approval of the minutes of the preceding Annual General Meeting and any intervening meeting of the members;
 - b) the report of the President on the activities of the Society since the preceding Annual General Meeting;
 - c) the presentation of the audited financial statements and auditors' report thereon for the preceding year;
 - d) the appointment of the auditors for the succeeding fiscal year;
 - e) the election of directors.
- 4.04 Quorum - A quorum shall not be less than five percent (5%) and not less than three (3) of the ordinary members in good standing, whichever is the greater number.
- 4.05 Voting - Questions arising at any meeting of Members shall be decided by a majority of votes present except as otherwise required by these By-laws.
- 4.06 Notice - Notice of the time and place of every Meeting of Members shall be given to each Member (as described in Section Three) by an electronic notice to such Member at the last email address of such Member on the records of the Society, not less than two (2) weeks before the day fixed for the holding of the Meetings.

SECTION FIVE

BOARD OF DIRECTORS

- 5.01 Number and Quorum - The affairs of the Society shall be governed by a Board of Directors. The number of Directors on the Board shall be four (4) or a greater number determined from time to time at a general meeting.
- a) A quorum for any meeting of the Board of Directors shall be a simple majority.
- 5.02 Election and Term - At the first Annual General Meeting of the Society, after the enactment of these By-laws, one-half (1/2) of the number of Directors to be elected shall be elected to hold office for a term of one (1) year or until the next Annual General Meeting following the date of their election: one half (1/2) of the Directors to be elected shall be elected to hold office for a term of two (2) years or until the second Annual General Meeting following the date of their election. At each Annual General Meeting following the enactment of these By-laws, the number of Directors which is equal to the number retiring in each year, shall be elected for a term of two (2) years.
- 5.03 No person shall be eligible to serve on the Board of Directors for more than three (3) consecutive two (2) year terms. After a person has been off the Board for one year he/she will be eligible to serve on the Board again for a further three (3) consecutive two (2) year terms.
- 5.04 Qualifications - Each Director shall be nineteen (19) or more years of age, not an undischarged bankrupt and shall be an Ordinary Member in good standing of the Society.
- 5.05 Removal - Any Director may be removed from office by resolution passed by a majority of three fourths (3/4) of the votes cast at a regular meeting of the Board, of which notice specifying the intention to pass such a resolution has been given with the notice of the meeting requiring the removal of the Director before the expiration of such Director's term of office. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote.
- 5.06 Vacation of Appointment - The office of Director shall be vacated:
- a) upon removal of a Director pursuant to Section 5.05 hereof; or
- b) if he shall have absented himself, without leave, for three (3) successive meetings and the Board shall have resolved that his office shall be vacated.
- 5.07 Resignation - Any Director may resign as a Director by filing his written resignation with the Office of the Society. Such resignation shall take effect either upon the acceptance thereof by the Board, at the expiration of seven (7) days after the filing thereof as aforesaid or according to its terms, whichever shall be earlier.
- 5.08 Vacancies - So long as a quorum of Directors remains in office, any vacancy occurring on the Board may be filled for the remainder of the term by the Directors remaining in office by appointing a person to fill the vacancy. When no quorum of Directors exists following an Annual General Meeting of Members, the Board shall appoint or elect a Director to fill any vacancy until the next following Annual General Meeting.

- 5.09 Honourary Directors - The Board may, upon a resolution duly passed by a majority of those in attendance at a meeting of the Board, grant Honourary Director status to any individual. Honourary Directors shall be entitled to notice of, to attend and be heard at meetings of the Board and/or members but shall not be entitled to vote.
- 5.10 Meetings - Meetings of the Board of Directors may be held at any place within British Columbia as the Board from time to time may determine and there shall be not less than four (4) meetings annually. Notice of every meeting shall be given to each Director not less than seven (7) days before the meeting is to take place.
- 5.11 Calling - Board meetings may be formally called by the President, a Vice President or by the President or Vice President on direction in writing of any one (1) Director.
- 5.12 Regular Meetings - The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 5.13 Proxies - When a Director is unavoidably absent from a meeting of Directors, an instrument of proxy shall be permitted. The proxy shall be in writing, dated, signed and stating the name of the appointed proxy. A proxy may contain restrictions, limitations or instructions as to the manner in which the proxy is to vote. All instruments of proxy shall be deposited at the Office of the Society not less than forty eight (48) hours excluding Saturdays, Sundays and holidays before the time of the meeting.
- 5.14 Questions arising at any meeting of Directors shall be decided by a majority of votes present or by proxy except as otherwise required by these By-laws.

- 5.15 Powers and Duties - The powers and duties of the Board of Directors shall consist of, however, are not limited to, the following:
- a) initiating a change in the location of the Society Office;
 - b) initiating an amendment to classes of membership and membership fees;
 - c) removal of a Director;
 - d) filling a vacancy on the Board.
 - e) removal of the Executive Director of the Society;
 - f) initiating the amendment of any By-laws of the Society;
 - g) authorizing any capital expenditures of the Society not included in or contemplated by any budget or forecast approved by the directors from time to time;
 - h) initiating changing the quorum for the Board;
 - i) initiating a change in the size of the board;
 - j) fixing the salaries or remuneration to be paid to all employees of the Society; and
 - k) remove any member of the Executive Committee.
- 5.16 No Director of the Society shall be eligible for employment with the Society within a twelve month period from the time of his/her resignation.
- 5.17 No former employee shall be entitled to election to the Board of Directors within twelve months of his/her ceasing to be an employee of the Society.

SECTION SIX

OFFICERS

- 6.01 Appointment, Term and Vacancies - Each Officer shall be elected by the Board and shall hold office for a term of one (1) year. All Officers shall be eligible for re-appointment. A vacancy occurring in the post of President, Vice-President, Secretary and Treasurer shall be filled for the unexpired term by the Board. The officers appointed at the board meeting held immediately following the annual general meeting of the Society shall serve until the Board meeting which is held immediately following the annual general meeting of the Society in the following year.

- 6.02 Designation and Officers - The Officers of the Society shall be Directors of the Society and shall consist of the President, one (1) or more Vice Presidents, a Secretary and a Treasurer.
- 6.03 President - The President, when present, shall preside at all meetings of the Members, the Board and the Executive Committee and shall be charged with the general supervision of the affairs of the Society including supervision of its Executive Director.
- 6.04 Vice President - During the absence or inability of the President, the duties of the President may be performed and his powers may be exercised by the Vice President or, if more than one (1) the Vice Presidents in their order of seniority as determined by the Board. A Vice President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or the Board may prescribe.
- 6.05 Secretary - The Secretary shall:
- a) give or cause to be given all notices required to be given to Members, Directors, auditors and members of committees;
 - b) unless otherwise directed, attend all the meetings of Directors and the Executive Committee and of the Members and shall enter or cause to be entered in books kept for that purpose the minutes of all proceedings at such meetings; and
 - c) maintain or cause to be maintained a registry of members.
- 6.06 Treasurer - The Treasurer shall:
- a) ensure that full and accurate accounts of receipts and disbursements of the Society are kept in proper books of account;
 - b) ensure that all money or other valuable effects are deposited in the name of and to the credit of the Society in such bank or banks and/or Credit Union or Credit Unions as the Board indicates;
 - c) cause the disbursement of the funds of the Society under the direction of the Board and take proper vouchers thereof;
 - d) render to the Board at the regular meetings thereof, or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Society;
 - e) cause to be held in custody all important financial documents of the Society required by the Treasurer for the execution of his duties;
 - f) upon demand of the Society, furnish at the expense of the Society, a fidelity bond in such amount as may be determined by the Board;
 - g) present the audited financial statements for the preceding fiscal year at the Annual General Meeting of the Society; and
 - h) perform such other duties as may from time to time be determined by the Board.

- 6.07 Other Officers - The duties of other officers shall be as may be prescribed by the Board or as called for by the terms of their engagement such as member at large of the Executive Committee.
- 6.08 Auditors - One (1) or more auditors may be appointed annually by the Members and supplied with a list of all documents kept by the Society and a copy of the Balance Sheet and abstract of the affairs thereof. The remuneration of the auditors shall be fixed by the Board.

SECTION SEVEN

COMMITTEES

- 7.01 Establishment - The Board shall from time to time by resolution establish standing and special committees of Directors, Members and other interested people.
- 7.02 Constitution - The Board shall prescribe the powers, duties and authorities of committees and the procedure and quorum of meetings thereof and elect or appoint members thereof and prescribe their term of office.
- 7.03 Executive Committee -
- a) There shall be an Executive Committee of the Society which shall consist of the Officers of the Society.
 - b) A quorum for any meeting of the Executive Committee shall be three (3).
 - c) Meetings of the Executive Committee shall be held from time to time at such places in British Columbia and at such time and on such day as the Board may determine. Notice of every meeting shall be given to each member thereof not less than seven (7) days before the time of the meeting unless under urgent circumstances all members of the Executive Committee agree to a meeting with less notice;
 - d) The Board may remove, by majority vote, any member of the Executive Committee;
 - e) The Executive Committee shall have the power to transact all regular business of the Society between meetings of the Board of Directors as authorized by the Board of Directors.
 - f) Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes present except as otherwise provided by these By-laws.
 - g) Voting by proxy is not permitted.
- 7.04 Reporting - The Executive Committee shall report to the Board as frequently as required by the Board on all the actions it has taken.

- 7.05 Nominating Committee - There shall be a Standing Committee of the Board known as the Nominating Committee consisting of not less than three (3) members, two (2) of whom shall be members of the Board and one of whom shall be the Past President, if available, who shall serve as the Chairperson. The Nominating Committee shall endeavour to ensure that at least 3/4 of candidates nominated for the Board of Directors have or have had a relative with schizophrenia or other serious mental illness.

SECTION EIGHT

REMUNERATION AND INDEMNITY OF DIRECTORS, OFFICERS AND EMPLOYEES

- 8.01 Expenses - No remuneration shall be paid to the Directors or Officers as such. Each Director or Officer may be paid his necessary expenses incurred incidental to the attending of each meeting of the Board or committees of the Board or other committees of the Society as the Board shall determine.
- 8.02 Protection - Except to the extent required by the Act, no Director, Officer or employee of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Society shall be deposited or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

- 8.03 Indemnity - Except as may be forbidden by the Act, every Director, Officer and employee of the society and his heirs, executors, administrators and other legal personal representatives may, from time to time, be indemnified or saved harmless by the Society from and against:
- a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceedings that is proposed or commenced against him for, or in respect of the execution of his duties of his office; and
 - b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Society.
- 8.04 Liability and Insurance - Subject to any limitations which may be contained in the Act, the Society may purchase and maintain for the protection of its Directors, Officers and employees and their personal representatives and estates such liability insurance as the Board may from time to time determine.
- 8.05 Fidelity Bonds - The Board may require such Officers, employees and agents of the Society, as the Board deems advisable, to furnish bonds for the faithful discharge of their duties in such form and with such surety as the Board from time to time may prescribe.

SECTION NINE

EXECUTION OF DOCUMENTS

- 9.01 General - Deeds, transfer, licenses, contracts, powers of attorney to make or accept transfers of shares, bonds or other securities, rights, warrants, options, cheques or engagements or other documents of any kind on behalf of the Society shall be signed by any two (2) of the President, a Vice-President, Secretary or Treasurer.
- 9.02 Particular - Notwithstanding any provisions to the contrary contained in the By-laws of the Society, the Board may at any time by resolution direct any person or persons to execute any particular instrument, contract or obligation of the Society.

SECTION TEN

ENACTMENT, AMENDMENT AND REPEAL OF BY-LAWS

- 10.01 Enactment - The Board may from time to time submit new By-laws for approval by special resolution at an Annual General Meeting and shall be confirmed by a vote of three-fourths (3/4) of the members in attendance.
- 10.02 Amendment or Repeal - The Board may from time to time propose amendments and/or recommend repeal of existing By-laws by special resolution at an Annual General Meeting and shall be confirmed by a vote of three-fourths (3/4) of the members in attendance.

SECTION ELEVEN

MISCELLANEOUS

- 11.01 The fiscal year of the Society shall be April 1 to March 31 or as determined by the Board.
- 11.02 Omission of Notice - Where there has been an error in giving notice for a meeting of the Board or the Executive Committee, the proceedings at such meetings may be challenged by those Directors who would normally attend the meeting. A majority vote of the quorum of Board Directors or the Executive Committee as it applies supporting the proceedings will validate the meeting.
- 11.03 Waiver of Notice - Any Director or Officer or Member may at any time waive notice of or consent to the holding of any meeting and may ratify and approve any or all proceedings taken or held at any time.
- 11.04 Meetings Without Notice - Meetings of the Board or of the Executive Committee or of Members may be held at any time and place without notice if all Directors or Officers or Members, as the case may be, are present thereat and at such meetings any business may be transacted which might be transacted at a duly called meeting. Meetings with special resolution and meetings that intend to expel a member will be exempt from this clause.
- 11.05 Adjournment of Meeting - Any meetings of the Members or of the Board or the Executive Committee may be adjourned to any time and from time to time and such business as might have been transacted at the original meeting may be transacted at such adjourned meeting. However, notice is required if a meeting is adjourned for ten (10) days or more and shall be given as in the case of the original meeting.
- 11.06 Majority to Decide - Questions arising at any meeting of Directors, Committees or Members shall be decided by a majority of votes except as otherwise required by the By-laws or the Act.
- 11.07 If at any meeting of the Board, Executive Committee or Members neither the President or a Vice-President is present within fifteen (15) minutes after the time appointed for holding the meeting, or if each of them shall have intimated that he is not willing to act as Chairperson of the meeting, those present and eligible to vote may choose one of their number to be Chairperson of the meeting.
- 11.08 Signature to Notice - The signatures to any notice to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed or photocopied.
- 11.09 Borrowing:
- a) In order to carry out the purposes of the Society, the Board of Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debenture.
 - b) No debenture shall be issued without the sanction of a special resolution at a General Meeting of Members and shall be confirmed by a vote of three-fourths (3/4) of the members in attendance.

- c) The membership may by special resolution at a General Meeting of Members and shall be confirmed by a vote of three-fourths (3/4) of the Members restrict the borrowing powers of the Board of Directors but a restriction so imposed expires at the following Annual General Meeting.

- 11.10 Rules of Order - Robert's Rules of Order Revised shall govern the deliberations of the Society and all meetings shall be conducted with decorum.
- 11.11 Headings - The headings used throughout this Constitution and these By-laws are for convenience of reference and do not form a part thereof.
- 11.12 On being admitted to membership, each member is entitled to and the Society shall give the person, without charge, a copy of the Constitution and By-laws of the Society.
- 11.13 Conflict of Interest - Any possible conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter and shall not be counted in the quorum for these decisions at a meeting at which Board action shall be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
- 11.14 Any monies left at the dissolution of the Society will be given to existing research at the discretion of the closing membership or in support of existing organizations with similar purposes. This provision was previously unalterable.
- 11.15 The Society shall be operated without purpose of gain for its members and any profits or accretion to the Society are to be used in promoting its objectives. This provision was previously unalterable.