

**AMENDED AND RESTATED BYLAWS
THE FEDERATION FOR PAIN CARE ACCESS INC.
September 12, 2023**

ARTICLE 1 - NAME AND DOMICILE

- Sec. 1.01 The name of the duly constituted body shall be "The Federation for Pain Care Access" hereinafter referred to as "the Federation".
- Sec. 1.02 The domicile of the Federation shall be in the State of Florida. Other locations may be determined from time to time by the Board of Directors.

ARTICLE II - ESTABLISHMENT

- Sec. 2.01 The Federation was incorporated on the 5th Day of , April 2023 in the State of Florida.

ARTICLE III - AIMS AND OBJECTIVES

- Sec. 3.01 The aims and objectives shall be: to improve the health and well-being of pain patients by ensuring patients have appropriate medical coverage for all reasonable pain management treatment; fostering collaborative relationships among member organizations, and engaging in healthcare advocacy.

ARTICLE IV - PURPOSE

- Sec. 4.01 The Federation is organized as a trade association and for the promotion of common business and contemporary scientific practice interests as defined in Section 501(c) (6) of the Internal Revenue Code (the "Code"). The primary purpose of the Federation is to federate into one organization the stakeholders who have common goals including, but not limited to the following:

1. To promote access to emerging and standard pain treatments through advocacy and legislative solutions.
2. To foster a collaborative approach among member stakeholders to address the proliferation of increasingly restrictive coverage policies which are harming patients and threatening practitioners with onerous documentation requirements.
3. To identify and execute solutions to improve pain care access based on standard of care and the current scientific literature interpreted by medical experts within the field.
4. To create a social and proactive platform that provides patients with chronic and acute pain a way to advocate for better treatment coverage of their conditions.

- Sec. 401A The Federation shall have the following core values:

1. **Professionalism:** Evidenced by decisions that are honest, ethical, and compassionate and actions that are patient-centric and protect the physician-patient relationship.

2. **Effectiveness:** Evidenced by efficient advocacy, programs, and services that enhance the ability of the physician to be successful on behalf of the pain patient.
3. **Leadership:** Evidenced by forward thinking, policy and strategy that is physician-directed and accountable to both members and the patient public interest.
4. **Scientific:** Evidenced by realistic and rational discussion among an inclusive professional community of members that values accurate information, diversity of opinion and political non-partisanship.

Sec. 4.02 Notwithstanding any other provision of these Bylaws:

- a. No part of the net earnings of the Federation shall inure to the benefit of any Director of the Federation, officer of the Federation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Federation 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 Federation. No substantial part of the activities of the Federation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Federation 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. The Federation may work for the enactment of laws to advance the common business interests and goals of the organization and its members.
- b. The Federation 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 Federation 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 Federation 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 categories:

1. Active Members
2. Associate Members
3. Honorary Members

4. Emeritus Members
5. Founder Members

Sec. 5.02 Active Membership:

Active members are (1) physicians (MD, DO, DDS, DMD, DPM, DC) and are licensed by at least one of the State Boards of Medical Examiners or other governing Board of Examiners and who have a professional practice in pain care; Or are (2) an entity that has a purpose of pain care including but not limited to, medical societies, research foundations, professional associations whose members are majority physicians (MD, DO, DDS, DMD, DPM, DC), Active members will have full voting rights and be eligible to hold office, serve on committees, and may pay dues.

Sec. 5.03 Associate Membership :

Associate members are physicians (MD, DO, DDS, DMD, DPM) who do not have an active pain management medical practice, Non-physician healthcare practitioners (RN, LPN, NP, PA, PT, PhD,,RPh, PsyD, PharmD), or entities that have a purpose of pain care including but not limited to, medical societies, research foundations, professional associations, patient charities and whose members are not majority physicians. Associate members will be accorded all the privileges of the Federation, but they do not have voting privileges and are not eligible to hold office in the Federation.

Sec. 5.04 Honorary Membership:

Honorary members shall be those distinguished individuals who have rendered outstanding services toward access to pain care, and whom the Federation desires to recognize. Honorary members need not be physicians. 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 Federation, but they do not have voting privileges and are not eligible to hold office in the Federation.

Sec.5.05 Emeritus Membership:

Emeritus members shall be members of the Federation who have retired from medical practice or from participation in an Active Member entity and who have been an Active member of the Federation for at least three 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 Federation, but they do not have voting privileges and are not eligible to hold office in the Federation.

Sec. 5.06 Founder Membership:

Founder Members shall be Active members who join the Federation in the first year following incorporation in the state of Florida.

Sec. 5.07 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 5.07 Annual Dues:

The Board of Directors shall have discretion to establish membership dues and payment date on an annual basis for Active and Associate Members. There shall be no annual dues or assessment required of Honorary or Emeritus members. If dues are assessed by the Board of Directors, then membership shall be terminated for failure to pay dues within ninety (90) days of the due date.

Sec. 5.08 Termination of Membership:

Any member shall cease to be accorded the privileges of the Federation if annual dues are assessed and 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. 5.09 Membership Meetings:

Based upon the financial ability to do so, the members may hold meetings at such place or places within Florida or another State as the Board of Directors may determine, and one meeting each year may be designated the Annual Meeting of the Membership. Meetings may also be conducted by teleconference.

Sec. 5.10 Annual meetings of the Membership may be held at the place and date to be determined by the Board of Directors. The live venue shall be chosen by the Board of Directors and if no live venue is chosen, the executive office of the Federation will be the live venue for the meeting. Annual meetings may also be conducted by teleconference.

Sec. 5.11 Notice of Meetings:

Written notice, stating the time and place of the meeting and briefly describe the purpose or purposes thereof, shall be mailed not less than 10 days and not more than 60 days before the date of the meeting to each member addressed to the member's email address as it appears on the records of the Federation. Notice may be given by electronic mail, hand delivery, mail, facsimile, overnight courier, posting to the Federation'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 Federation website, or (d) two business days after being sent, if properly addressed and sent via U.S. mail.

Sec. 5.12 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. 5.13 Voting:

Each Active member is a voting member. 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. 5.14 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. 5.15 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 the majority (51%) 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 Federation as part of the corporate records.

Sec. 5.16 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 Federation shall be managed by the Chairman of the Board, who shall be the Chief Executive Officer, and the Board of Directors. All corporate powers shall be exercised by the Chairman of the Board and the Board of Directors.

Sec. 6.02 Composition:

In addition to the Chairman of the Board, the Board of Directors shall consist of up to Fourteen (14) Active members to serve for two-year terms each. The Chairman of the Board and The Board of Directors have voting privileges. The Initial Active Members to serve as outlined in Section 7.02 are as follows:

Chairman of the Board – David Kloth MD
President - David Kloth MD
President Elect - (Vice President) Philip S. Kim MD
Secretary/Treasurer - Hemant Kalia MD MPH

At the conclusion of the initial term outlined in Section 7.02, David Kloth MD shall complete his term as the initial President and become the Chairman of the Board only.

There shall be up to 11 Directors-at-Large, three or more of which may be representatives from national societies and three or more of which may be representatives from state societies. The Chair of the Health Policy Committee and a separate Secretary may be appointed by the Chairman of the Board as members join the Federation and no later than one year after the filing of the Articles of Incorporation with the State of Florida. The initial board shall serve for a two-year term and may be re-elected for up to two (2) additional consecutive terms.

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 Active membership for Director shall be forwarded to the Secretary before 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 Federation including any payment of dues.

Sec. 6.06 Vacancies:

Any vacancy in the Board of Directors may be filled for the initial or unexpired period of the vacating Director by the Chairman of the Board. Terms are calculated from the date of the annual board meeting following appointment.

Sec. 6.07 Organization:

At each meeting of the Board of Directors, the Chairman of the Board, or in the Chairman of the Board's absence, the President, 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 Chairman of the Board.

Sec. 6.08 Resignation:

Any Director of the Federation may resign at any time by giving written notice to the Chairman of the Board. 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 may be held in association with the Annual Meeting of the Membership. Special meetings of the Board of Directors may be called by the Chairman of the Board or at least fifty one percent (51%) of the Directors. Board meetings may be held live or by teleconference.

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. Should the action result in a tie, then the Chairman of the Board shall be the deciding vote.

Sec. 6.13 Action Without Meeting:

Action taken by a majority (51%) 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 with picture:

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 with video (i.e. teleconference) or similar communications device which allows all Directors participating in the meeting to simultaneously hear and see 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 Federation shall be the Chairman of the Board, President, President-Elect (Vice President), Secretary, and Treasurer. One person can serve more than one office.

Sec. 7.02 Term of Office:

The Initial Officers of the Federation shall serve from date of Incorporation to the First Annual Meeting. Thereafter, the Board of Directors shall elect the officers from the Board of Directors at its Annual Board Meeting. Each officer shall serve a term of two (2) years but may be reelected for up to an additional 2 consecutive terms. Terms of office shall commence immediately following the Annual Meeting of the Federation. The Chairman of the Board serves in perpetuity subject to Sections 7.03 and 7.04.

Sec. 7.03 Removal:

Any officer may be removed by resolution declaring such removal to be in the best interests of the Federation 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 of the Federation. 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 Chairman of the Board.

Sec. 7.06 Business by Correspondence:

The Chairman of the Board 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 Federation may employ a Federation Executive Director selected by the Board of Directors to assist in the everyday operations of the Federation. Compensation shall be paid for these management services as determined and agreed by the Board of Directors.

Sec. 7.09 Chairman of the Board:

The Chairman of the Board shall perform all duties incident to the office of Chairman and such other duties as may from time to time be assigned to him or her by the Board of Directors and may be one of the signatories on the Federation accounts.

Sec. 7.10 President:

The President 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 and may be one of the signatories on Federation accounts. The President shall, in the absence of the Chairman of the Board, perform the duties of Chairman of the Board and shall serve as Chairman of the Board in the event that the office of Chairman of the Board becomes vacant prior to an election, and in that capacity shall, in addition to the duties as President, assume all the powers and duties of the Chairman of the Board for the unfinished portion of the Chairman of the Board's term.

Sec. 7.11 President-Elect:

The President-Elect, also known as the Vice President, 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. 7.12 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. 7.13 Treasurer:

The Treasurer shall prepare a Federation 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 may be one of the signatories on Federation accounts. The duties of the Treasurer may be assigned to the Executive Director who would be a signatory on Federation accounts. The Executive Director will provide unaudited financial updates to the Treasurer on a quarterly basis.

Sec. 7.14 Fees and Compensation:

Officers of the Federation may receive such reasonable reimbursement for actual expenditures made on behalf of the Federation subject to Board Approval. The Board of Directors may establish guidelines for reimbursement and may authorize the purchase of insurance.

ARTICLE VIII - COMMITTEES

Sec. 8.01 Executive Committee:

The Executive Committee shall be a standing committee consisting of (i) the Chairman of the Board (ii) such officers of the Federation as may hold office from time to time, and (iii) such other Directors as may be appointed by the Chairman of the Board from time to time. 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 Federation, developing projects and programs for the Federation, establishing criteria to evaluate the Executive Director and other officers and employees of the Federation, and overseeing relationships with the Federation'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 Federation. 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 Federation.

Sec. 8.02 Special Committees:

Special *ad hoc* committees may be appointed by the Chairman of the Board for any purpose which will further, expedite or continue activities resulting from implementation of the aims and objectives of the Federation. 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 Chairman of the Board and President. The Nominating Committee is chaired by the Chairman of the Board. The Chairman of the Board shall appoint the one other Active member to 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 Federation for vote. In the case of a tie vote, the Chairman of the Board shall cast the deciding 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-Elect shall appoint up to three Active 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 Chairman of the Board.

Sec. 8.05 Health Policy Committee:

The Health Policy Committee shall be a standing committee consisting of a representative from each of the National, Regional and State Societies and Organization members. The President and President-Elect shall also serve on the Health Policy Committee. The Health Policy Committee may be chaired by one of the committee members as appointed by the President. Committee members shall serve two (2) years and may be reappointed for an additional two terms. The Chair of the Health Policy Committee shall be a voting member of the Board of Directors. The Health Policy Committee shall present health care access issues and proposed policy to the Board of Directors and handle other matters related to health care access policy at the request of the Chairman of the Board.

ARTICLE IX - FUNDS AND EXPENDITURE

Sec. 9.01 Sources of Funds:

Funds shall be derived from the annual dues of the membership, grants, donations, gifts, bequests and from any other sources as approved and accepted by the Board of Directors. The Federation'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 Federation.

Sec. 9.03 Audit:

The accounts of the Federation will be kept by the Treasurer and may be subject to an audit or review as required by law and 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 Federation; (2) at the request of the Federation 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 Federation as a trustee or administrator under an employee benefit plan, will have a right to be indemnified by the Federation 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 Federation 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 Federation 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 Federation 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 Federation shall pay Expenses incurred by a 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 Federation 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 Federation against the Expenses.

Sec. 10.03 Insurance:

The Federation shall have the power to purchase and maintain insurance on behalf of the Federation and/or any person who is or was a Director, officer, executive director, employee, or agent of the Federation, or is or was serving at the request of the Federation 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 Federation 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 arbitral 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 Federation 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 OR by unanimous vote of the Board of Directors. Any proposal for dissolution by the Membership vote shall be made by the Board of Directors and the Secretary shall give three months notice of such proposal. In the event of the Federation being dissolved, all debts and liabilities legally incurred on behalf of the Federation shall be fully discharged and the remaining funds and properties shall be paid and distributed exclusively to a charitable organization under the provisions of Section 501(c)(3) of the Code and its Regulations.

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