


CAROL PREST

go2 Tourism HR Society

Bylaws

Article One – Definitions and Interpretations

- 1.1 In these bylaws, unless the context otherwise requires:
- (a) “Board” means the board of Directors of the Society;
 - (b) “Chair” means the individual elected under Bylaw 6.3 hereof;
 - (c) “Chief Executive Officer” or “CEO” means the senior paid staff person in the organization;
 - (d) “Designated Representative” means an individual who is designated in writing by a Voting Member to represent, speak, act and vote on behalf of that member at meetings of the Society and its committees;
 - (e) “Directors” means the directors of the Society for the time being;
 - (f) “Expulsion Notice” means an instrument in writing signed by not less than two-thirds of the Voting Members;
 - (g) “Members” means Voting Members and Non-Voting Members;
 - (h) “Past Chair” means the individual from time to time who most recently served as Chair, whose term as Chair has concluded, and who is willing and able to serve as an ex officio non-elected director of the Society pursuant to Bylaw 5.7 hereof; and
 - (i) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it.
- 1.2 The definitions in the Societies Act, as amended from time to time, apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice-versa; and words importing a male person include a female person and a corporation.

Article Two – Membership

- 2.1 The Members of the Society are the applicants for incorporation of the Society, and those persons and organizations that subsequently have become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
- 2.2 There shall be two classes of Members, Voting Members and Non-Voting Members. Membership in the Society is not transferable.
- 2.3 An organization is eligible to be considered for admission as a Voting Member who is a not-for-profit society or government agency in the province of British Columbia that has as its members businesses, organizations, individuals or educational bodies whose mandate and major interest is directly involved in the tourism industry.

- 2.4 Any person or organization that is not eligible for consideration as a Voting Member, is eligible for consideration as a Non-Voting Member.
- 2.5 A not-for-profit society, business, organization, individual, educational body, government agency or any other group may apply to the directors for membership in the Society and on acceptance by the directors in their discretion shall become a Member.
- 2.6 A Voting Member shall designate a Designated Representative of their organization by instrument in writing delivered to the Society, and may revoke and replace such Designated Representative from time to time by a further instrument in writing delivered to the Society. The Designated Representative shall have the right to vote at general meetings on behalf of the Voting Member.
- 2.7 Every Member shall uphold the Constitution and comply with these bylaws.
- 2.8 A Member shall cease to be a Member of the Society:
- (a) By delivering their resignation in writing to the Chair of the Society or by mailing or delivering it to the registered office of the Society;
 - (b) On having been a Member not in good standing for three consecutive months;
 - (c) On being expelled pursuant to Bylaw 2.9 hereof; or
 - (d) Upon his/her death, if an individual Member.
- 2.9 (a) A Member may be expelled from the Society by delivery of an Expulsion Notice to the Member. The Expulsion Notice shall include a brief statement of the reason or reasons for the proposed expulsion. A Member may only be expelled for conduct detrimental to the purposes of the Society and/or for failure to comply with the requirements of membership as set out in the bylaws of the Society.
- (b) An Expulsion Notice shall also provide notice of a general meeting at which the Member shall be given an opportunity to be heard. Unless revoked by a resolution passed at such general meeting, the Expulsion Notice takes effect the day following such general meeting.
- 2.10 All Members are in good standing except a Member who has failed to pay the current annual membership fee or any other subscription or debt due and owing to the Society. Such Members shall not be in good standing so long as the amounts remain unpaid.

Article Three – Meetings of Members

- 3.1 Subject to these bylaws, general meetings of the Society shall be held at the time and place, in accordance with the Societies Act, that the directors decide. Notice of a general meeting setting forth the time, date and place of the meeting shall be given not less than fourteen (14) days prior to the meeting. The Members may, by unanimous consent in writing given before, during or after a meeting, waive or reduce the period of notice of the meeting.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

- 3.3 The directors may, when they think fit, convene an extraordinary general meeting.
- 3.4 The directors of the Society, on requisition of ten percent (10%) or more of the Voting Members of the Society shall convene an extraordinary general meeting of the Society in accordance with the provisions of the Societies Act.
- 3.5 The annual general meeting shall be held at least once in every calendar year during the months of April, May or June.

Article Four – Proceedings at General Meetings

- 4.1 Special business is:
 - (a) all business at an extraordinary general meeting;
 - (b) all business that is transacted at an annual general meeting, except:
 - (i) the consideration of the financial statements;
 - (ii) the report of the directors;
 - (iii) the report of the auditor;
 - (iv) the appointment of the auditor;
 - (v) such other business as, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 4.2 A quorum shall be twenty-five percent (25%) of Voting Members present, or such greater number that the Voting Members may determine at a general meeting. A quorum will never be less than three (3) Members.
- 4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the Voting Members, shall be terminated. But in any other case, it shall stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Voting Members present shall constitute a quorum.
- 4.5 The Chair of the Society, or in their absence, the Vice Chair of the Society or in the absence of both, one of the other directors present, shall preside as chair of the general meeting.
- 4.6 If at a general meeting there is no Chair, Vice Chair or other director present within thirty (30) minutes after the time appointed for holding the meeting or if the Chair, Vice Chair or all of the other directors refuse to act as chair of the meeting, the Voting Members present shall choose one of their number to be the chair of the meeting.

- 4.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.8 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.9 Except as provided in these bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.10 No resolution proposed at a meeting need be seconded and the chair of the meeting may move or propose a resolution.
- 4.11 In case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a representative of a Voting Member, and the proposed resolution shall not pass.
- 4.12 The Designated Representative of a Voting Member present at a meeting of members is entitled to one vote.
- 4.13 The Designated Representative of a Voting Member is entitled to speak and vote and in all respects exercise the rights of a Voting Member and the Designated Representative shall be considered as a Voting Member for all purposes with respect to a meeting of the Society.
- 4.14 Voting shall be by show of hands, unless a member requests that a poll be taken.
- 4.15 Voting by proxy shall not be permitted.
- 4.16 A resolution consented to in writing, whether by document, fax or any method of transmitting legibly recorded messages, by all the members is as valid and effectual as if it had been passed at a meeting of Members duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the members and shall be effective on the date stated therein or on the latest date stated in any counterpart.
- 4.17 A meeting of the Members may take place by means of conference telephone or other communication facilities by which all Members participating in the meeting can hear and speak to each other. A meeting so held in accordance with this section shall be deemed a meeting of Members and any resolution passed at such a meeting shall be as valid and effectual as if it had been passed at a meeting where the Members are physically present. A Member participating in a meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and entitled to speak and vote thereat by affirmative declaration.
- 4.18 A Member who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or fax, of any meeting of the Members, and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings of Members need be sent to that Member; and

- (b) any and all meetings of the Members of the Society notice of which has not been given to that Member shall, if a quorum of Members is present, be valid and effective.

Article Five – Directors

- 5.1 Subject to the Societies Act and the constitution and bylaws of the Society, the Directors shall manage or supervise the management of the affairs of the Society and may exercise all of the powers of the Society.
- 5.2 The Directors of the Society shall be elected by the members and shall be elected for two-year terms, but are eligible for re-election. At each annual general meeting of the Society elections shall be held for those Director positions whose terms are expiring in that year. Term of office shall commence upon the conclusion of that annual general meeting at which they are elected.
- 5.3 Directors may not hold elected office for more than three consecutive two-year terms, but for greater certainty are eligible for appointment pursuant to Bylaw 5.9 hereof.
- 5.4 Each Director (other than the Past Chair) must be a Designated Representative of a Voting Member.
- 5.5 No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 5.6 The number of elected Directors shall be ten (10), or a greater or lesser number as determined from time to time at a general meeting, but nonetheless not less than five (5) or greater than fifteen (15).
- 5.7 The Past Chair shall be an ex-officio member of the Board of Directors.
- 5.8 A Director shall retire from office at the conclusion of the annual general meeting in the year in which his or her term expires. The term of service of any Director shall also immediately terminate upon:
 - (a) death;
 - (b) resignation in writing delivered to the Society;
 - (c) removal pursuant to Bylaw 5.11 or 5.12 hereof; or
 - (d) the Director (other than the Past Chair) ceasing to be a Designated Representative of a Voting Member.
- 5.9 The Directors may at any time and from time to time appoint a Designated Representative as a director to fill a vacancy on the Board of Directors.
- 5.10 Subject to these bylaws, a Director appointed under Bylaw 5.9 holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the annual general meeting.
- 5.11 The Board of Directors may, by a vote of seventy-five percent (75%) of those Directors attending a Director's meeting, remove a director before the expiration of their term of office

for conduct detrimental to the purposes of the Society and/or for failure to comply with the requirements of membership as set out in the bylaws of the Society.

- 5.12 The Designated Representatives of the Voting Members may, by Special Resolution, remove a Director before the expiration of their term of office.
- 5.13 No Director shall be remunerated for being or acting as a director but the Society shall be permitted, in its discretion, to reimburse Directors for expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.
- 5.14 (1) In this Section, the term “Eligible Party” shall have the meaning specified in the *Societies Act*.
- (2) Subject to subparagraph (5) below and the provisions of the *Societies Act*, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:
- (a) is or may be joined as a party to such legal proceeding or investigative action;
or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- (3) Notwithstanding subparagraph (2) above, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.
- (4) To the extent permitted by the *Societies Act*, and subject to subparagraph (5) below, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.
- (5) Notwithstanding subparagraphs (2) and (3) above, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:
- (a) has already been reimbursed for such expenses;
 - (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;

- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
 - (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
- (6) The failure of an Eligible Party of the Society to comply with the provisions of the *Societies Act*, or of the constitution or these bylaws, will not invalidate any indemnity to which he or she is entitled under this Paragraph 5.14.
- 5.15 Each Eligible Party of the Society upon being appointed shall be deemed to have contracted with the Society on the terms of the foregoing indemnity.
- 5.16 The Directors shall cause the Society to maintain reasonably acceptable levels of insurance for the benefit of any person who is or was an Eligible Party against any liability incurred by such person in such capacity.

Article Six – Officers

- 6.1 The Chair, Vice Chair and Past Chair shall be the officers of the Society.
- 6.2 The Chair and Vice Chair of the Society shall have a one-year term, but are eligible for re-election for a further one-year period. The Chair and Vice-Chair shall be limited to two consecutive 1-year terms.
- 6.3 Immediately following the annual general meeting, the directors shall elect from amongst their number a Chair.
- 6.4 Immediately following the election of the Chair, the directors shall elect from amongst their number a Vice Chair.
- 6.5 The directors may appoint additional officers in their discretion. All officers shall be considered as “Senior Managers” as defined in the *Societies Act*

Article Seven – Proceedings of Directors and Board Committees

Directors

- 7.1 The Board of Directors may meet together at the places the directors think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. A minimum of 48 hours notice shall be given for Directors’ meetings. The directors may, by unanimous consent in writing given before, during or after a meeting, waive or reduce the period of notice required for that meeting.
- 7.2 A resolution consented to in writing, whether by document, fax or any method of transmitting legibly recorded messages, by all of the Directors is as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted. Such resolution may be in two

or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Directors and shall be effective on the date stated therein or on the latest date stated in any counterpart.

- 7.3 The Directors shall meet upon the requisition of the Chair, or of any three (3) elected Directors or twenty-five percent (25%) of the total Voting Members.
- 7.4 The Directors may from time to time fix the quorum necessary to transact business at a Directors' meeting and unless so fixed the quorum shall be six (6) Directors.
- 7.5 If the Chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice Chair shall act as the chair of the meeting; but if neither is present the Directors present may choose one of their number to be chair for that meeting.
- 7.6 For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Directors at which a director is appointed to fill a vacancy on the Board of Directors, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Directors is present.

Board Committees

- 7.7 The Board may appoint committees, committee chairs and the members of such committees.
- 7.8 The Directors may delegate any, but not all, of their powers to Board committees as they think fit.
- 7.9 A Board committee so formed in the exercise of the powers so delegated, shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 7.10 If at a meeting of a Board committee, its chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the committee members present shall choose one of their number to be the chair of that meeting.
- 7.11 The members of a Board committee may meet and adjourn as they think proper.

Directors and Board Committees

- 7.12 Questions arising at a meeting of the Directors or a committee shall be decided by a majority of votes.
- 7.13 Voting is by show of hands or voice, unless a Director requests that a poll be taken.
- 7.14 A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or fax, of any

meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- (a) no notice of meetings of Directors shall be sent to the Director; and
- (b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.

7.15 In case of an equality of votes at a meeting of the Directors or a committee, neither the Board Chair nor the committee chair shall have a second or casting vote.

7.16 No resolution proposed at a meeting of Directors or a committee need be seconded.

7.17 The chair of the meeting may move or propose a resolution.

7.18 (1) The documents, including the financial and accounting records, of the Society and the minutes of meetings of members, committee meetings and meetings of the Board will be open to the inspection of any director at reasonable times.

(2) A member in good standing is entitled, subject to any Board resolution under section 25 of the *Societies Act*, upon providing not less than fourteen (14) days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:

- (a) the constitution and these bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any meeting of members, including the text of each resolution passed at the meeting;
- (d) resolutions of the members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of members;
- (f) the register of directors;
- (g) the register of members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of directors to act as such;
- (k) the disclosure of a director or senior manager regarding a conflict of interest.

(3) Except as expressly provided by statute or at law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society.

However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

(4) Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

(5) A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.

(6) A person must not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the *Societies Act*.

7.19 A meeting of the Directors or of any committee of the Directors may take place by means of conference telephones or other communications facilities by which means all Directors participating in the meeting can hear and speak to each other. A meeting so held in accordance with this section shall be deemed to be an actual meeting of the Directors and any resolution passed at such meeting shall be as valid and effectual as if it had been passed at a meeting where the Directors are physically present. A Director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefor and be entitled to speak and vote thereat by affirmative declaration.

7.20 Subject to the provisions of the *Societies Act*, all acts done by any meeting of the Directors or a committee of Directors, or by any person believing herself or himself to be a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such Director or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected and appointed and was qualified to be a Director.

Article Eight – Duties of Officers and the CEO

8.1 The Chair shall preside at all meetings of the Society and of the Board of Directors.

8.2 The Chair and the CEO shall be the official spokespersons of the Society.

8.3 The Vice Chair shall carry out the duties of the Chair during his absence.

8.4 The Past Chair shall carry out those duties as assigned by the Chair from time to time.

8.5 All officers shall serve the Society without remuneration but the Society shall be permitted, in its discretion, to reimburse officers for expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

- 8.6 The CEO shall be designated the Chief Executive Officer of the Society and granted the authority consistent with that title.
- 8.7 The CEO shall be accountable to the Board of Directors for the management of the Society, shall provide support to the Board of Directors in its role, but shall be neither an officer nor member of the Board of Directors. The CEO is responsible for the preparation and custody of minutes of meetings of the Society and Directors.

Article Nine – Seal

- 9.1 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 9.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person prescribed in the resolution, or if no person is prescribed, in the presence of the Chair and the Vice Chair or the CEO and the Chair.
- 9.3 Agreements and other instruments not under seal requiring execution and delivery by the Society shall be considered duly executed and delivered if signed by any two Directors or officers of the Society, or in such other manner as the Board may specify.

Article Ten – Finance and Borrowing

- 10.1 The Board of Directors shall approve the annual budget of the Society, including the amount of the annual membership dues and any special Member assessments or Member fees.
- 10.2 The Board of Directors may, from time to time, approve any special Member assessment or Member fee.
- 10.3 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:
- (a) Purchase or otherwise acquire any real or personal property and sell, demise, let, mortgage or dispose of the same as permitted by law;
 - (b) Borrow or raise money by the issuance of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities, or by gifts and subscriptions;
 - (c) Invest the monies of the Society; and
 - (d) Give grants, scholarships, bursaries, awards, and make loans.
- 10.4 No debenture may be issued and no borrowing may be made, without the sanction of a resolution of the Board of Directors.
- 10.5 The Members may, by Special Resolution, restrict the borrowing powers of the Board of Directors, but any such restriction shall expire at the next annual general meeting.

Article Eleven – Auditor

- 11.1 The provisions of this Article only apply if the Society is required by the provisions of the *Societies Act* to have an auditor.
- 11.2 The books and accounts of the Society shall be audited or reviewed annually by a professional auditor (CA or CGA) and a report thereon presented at each annual general meeting.
- 11.3 At each annual general meeting, the Voting Members shall appoint an auditor to hold office until the next annual general meeting.
- 11.4 The auditor may be removed by an ordinary resolution of the members. In such case, the auditor shall be promptly informed, in writing, of their removal.
- 11.5 No Director or employee of the Society may be the auditor of the Society.
- 11.6 The auditor may attend the annual general meeting.

Article Twelve – Notices

- 12.1 A notice may be given to a Director or Member in writing by mail, by delivery, or by fax at the last address recorded in the records of the Society.
- 12.2 A notice sent by mail shall be deemed to have been given on the day it is delivered, or on the second day following that on which the notice is mailed, and in proving that the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by fax shall be deemed to have been given on the day immediately following the day of transmission, provided that reception was confirmed “OK” at the fax number provided by such Member or Director.
- 12.3 Notice of a general meeting shall be given to:
 - (a) Every Member shown on the register of Members on the day notice is given; and
 - (b) The auditor.
- 12.4 Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business, provided that the full text of any special resolution must be provided in the notice.
- 12.5 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the Members or Directors entitled to receive notice does not invalidate proceedings at that meeting.

Article Thirteen – Bylaws

- 13.1 On being admitted to membership, each Member is entitled to, and the Society shall provide without charge, a copy of the constitution and bylaws of the Society. Members shall be

permitted to review the minutes of all Members meetings of the Society, and the annual financial statements of the Society required under the Society Act, but shall not otherwise be entitled to inspect or review the books and records of the Society.

13.2 These bylaws shall not be altered or added to except by Special Resolution.

Article Fourteen – General

14.1 Fourteen (14) days notice of intention to propose a Special Resolution to amend the Constitution, or to amend or repeal a bylaw or bylaws shall be required.

14.2 Roberts Rules of Order on Parliamentary Procedure shall apply to rulings on questions of procedure by the chair at meetings of the Members, Directors and committees of the Society.

14.3 Upon dissolution, the Society's funds will be distributed to a recognized charity at the discretion of the voting members. This provision was previously unalterable.

14.4 The Society shall carry on its operations without pecuniary gain to its members and any accretions to the Society are to be used solely in promoting its purposes. The Society is organized and is to be operated solely for non-profit purposes. This provision was previously unalterable.