

TWELFTH AMENDED BYLAWS OF
THE NATIONAL ASSOCIATION OF PATENT PRACTITIONERS, INC.

SECTION 1: OFFICES –

The principal office of National Association of Patent Practitioners Inc. (the “Corporation”) shall be located at such places within the United States of America as shall be determined by the Board of Directors of the Corporation.

SECTION 2: ANNUAL MEETING –

A. SCHEDULE – The annual meeting of the Corporation shall be held during the Corporation's Annual Conference each year or at such other date, time and place as the Board of Directors of the Corporation designate by proper notice. Proper notice is notice sent not less than 10 nor more than 60 days before the meeting date using the contact information for those members entitled to vote and of record the day before the effective date of such notice.

B. CONDUCT OF MEETING – A chair person shall preside at each meeting of the members. The chair person shall be appointed by the Board of Directors. The chair person shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting. The chair person of the meeting shall announce at the meeting when the polls will open and close for each matter voted upon. If no announcement is made, the polls shall be deemed to have opened at the beginning of the meeting and to close upon the final adjournment of the meeting.

C. REMOTE ATTENDANCE – Members may participate in any meeting of members by means of remote communication to the extent the Board of Directors authorizes such participation for members. Participation by means of remote communication shall be subject to such guidelines and procedures adopted by the Board.

D. LIST OF WHO CAN VOTE – After fixing a record date for a meeting, the Corporation shall prepare an alphabetical list of the names of all its members who are entitled to notice of a members’ meeting. The list shall be available for inspection by any member, beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the corporation’s principal office. During the period the list is available for inspection, members or their agents are entitled to inspect and copy the list during regular business hours and at the member’s expense.

E. PROXIES – A member entitled to vote may vote in person or by proxy. A member or their agent may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission. An appointment of a proxy is effective when a signed appointment form or an electronic transmission of the appointment is received by the inspectors of election or the officer or agent of the corporation authorized to tabulate votes. The corporation is entitled to reject a vote,

consent, waiver, or proxy appointment if the secretary or other officer or agent authorized to tabulate votes, acting in good faith, has reasonable basis for doubt about the validity of the signature on it or about the signatory's authority to sign for the member.

F. QUORUM – Members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by statute or by these bylaws.

G. INSPECTOR – The corporation may appoint one or more inspectors to act at a meeting of members and make a written report of the inspector's determinations. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of members, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall (i) ascertain the number of members and the voting power of each, (ii) determine the number of the members represented at a meeting and the validity of proxies and ballots, (iii) count all votes, (iv) determine, and retain for a reasonable period a record of the disposition of, any challenges made to any determination by the inspectors, and (v) certify their determination of the number of members represented at the meeting and their count of all votes. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties.

H. FEE EXEMPTION – Members of the Board of Directors (the Directors) as defined below shall be exempted from paying any fee to attend the annual meeting of the Corporation.

SECTION 3: MEMBERS –

A. MEMBERSHIP CLASSES – The Corporation shall have the following classes of members:

(i) Practitioner Members shall consist of persons who are interested in the branch of law relating to patents, whose practice in the opinion of the Board of Directors of the Corporation conforms to the Code of Professional Responsibility of the Corporation, and who shall be and have been members in good standing as patent agents and/or patent attorneys registered with the United States Patent and Trademark Office, or a foreign patent office in Canada, China, Japan, or a Member state of the European Patent Organisation. Practitioner members shall have the right to vote and hold office.

(ii) Student Members shall consist of persons who do not qualify as Practitioner

Members but who are (1) studying to become either patent agents or patent attorneys registered with the United States Patent and Trademark Office or a foreign patent office in Canada, China, Japan, or a Member state of the European Patent Organisation, (2) planning to practice before the United States Patent and Trademark Office or a foreign patent office in Canada, China, Japan, or a Member state of the European Patent Organisation as either patent agents or patent attorneys, and (3) not actively working in a permanent job in any patent-related field. No person may qualify as a Student Member for more than five years. Student members shall not have the right to vote or hold office.

(iii) Retired Members shall consist of persons who (1) have been members in good standing as patent agents or patent attorneys with either the United States Patent and Trademark Office or a foreign patent office; (2) certify that they have retired from patent practice; and (3) in the opinion of the Board of Directors of the Corporation, conform to the Code of Professional Responsibility of the Corporation (and conformed to same while practicing patent law). Retired Members shall have the right to vote and hold office.

(iv) Lifetime Members shall consist of persons whose conduct during their membership has, in the opinion of the Board of Directors of the Corporation, (1) promoted the Corporation's welfare in a fashion so notable and extraordinary as to set those persons apart from their fellow members, and (2) conformed to the Code of Professional Responsibility of the Corporation. Lifetime Members shall have the right to vote and hold office.

(v) Associate Members shall consist of persons who do not qualify as Practitioner, Student, Retired, or Lifetime Members, but have an interest in the patent business or a related field and who in the opinion of the Board of Directors of the Corporation conform to the Code of Professional Responsibility of the Corporation. Associate Members shall not have the right to vote or hold office.

B. APPLICATION/QUALIFICATION – Application for membership shall be made via the NAPP.org website or in writing to the President and shall include the applicant's statement that he or she qualifies for the class of membership and his or her undertaking to abide by the Code of Professional Responsibility of the Corporation. The application shall be signed by the applicant, and upon receipt of proper application and membership fee, the applicant shall be considered as duly accepted.

C. CONDUCT OF PRACTITIONER, RETIRED, AND LIFETIME MEMBERS – The Code of Professional Responsibility of the Corporation shall include the U.S. Patent Office Code of Professional Responsibility and any and all Rules or Code amendments duly adopted by the Board of Directors.

D. FEES AND DUES –

(i) The dues payable for each year shall be fixed from time to time by the Board of

Directors at such amount as it deems desirable for the best interests of the Corporation. In the event of any change in dues payable by any class of membership, the Members shall be notified thereof.

(ii) The membership terms shall run from August 1 to July 31, with dues payable in advance each August 1. Any member in default in the payment of his or her dues shall be notified in writing of such default, and if still in default thirty (30) days after such notice may be dropped from the rolls and shall thereupon cease to be a Member.

SECTION 4: BOARD OF DIRECTORS –

A. COMPOSITION AND TERM –

(i) The business and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Board") of not less than five (5) Directors. The number of Directors shall not exceed twelve (12). The Directors shall include four (4) Officers consisting of President, Vice President, Treasurer and Secretary, plus between one (1) and eight (8) additional directors. The number of Directors may be changed at any time within this range between the minimum and the maximum by a vote of at least two-thirds (2/3) of the sitting Directors. The minimum and maximum number of Directors can be changed only by a majority vote of the Practitioner Members, Retired Members, and Lifetime Members of the Corporation in a referendum pursuant to Section 10 below.

(ii) Directors must be Practitioner Members, Retired Members, or Lifetime Members, and shall be elected and shall hold office for such terms as are prescribed in the Articles of Incorporation. Directors shall be elected by Practitioner Members, Retired Members, and Lifetime Members who may vote in person at the Annual Meeting or by Proxy.

(iii) Any Director may resign at any time but shall continue to hold office until the election or appointment of his or her successor. Failure to pay membership dues will result in termination as a Director. Any vacancies occurring among any of the Directors may be filled by appointment of a Practitioner Member, Retired Member, or Lifetime Member to such vacancy by the Board to serve until the next meeting of members of the Corporation, at which meeting, a replacement shall be elected by Practitioner Members, Retired Members, and Lifetime Members for any balance of Director's term. If a vacancy occurs before a scheduled meeting but after the final day set by law to notify members of the Corporation of agenda items for such meeting, the "next election" shall be deemed the next meeting of members of the Corporation after such meeting.

B. BOARD MEETINGS –

(i) The Board of Directors shall hold meetings from time to time ("Board meetings") to take up matters of the Corporation that are to be decided by the Board. At least four such meetings shall be held each year to conduct the ordinary business of the

Corporation. Board meetings may be held by electronic means or in person, and the Board may vote by electronic means or in person.

(ii) Immediately after each election of Directors, the Board *may* meet forthwith for the purpose of organization and the transaction of other business. Other Board meetings may be held at such times and places as the Board may determine.

(iii) The President may invite others to attend the Board meetings subject to their agreement to abide by the confidentiality requirement.

(iv) The Board may, at its discretion, exclude any individual from attendance or participation in Board meetings by a majority vote of the Directors in attendance, subject to quorum requirements below.

C. CHAIR OF THE BOARD – The Board shall elect from among the Directors a Chair of the Board (“COB”) at the first Board meeting after each annual election to serve until the next annual election. Board meetings and the annual meeting of members shall be run by the COB. The COB may appoint another Director to run any Board meeting or the annual meeting. The Board may appoint an “Acting Chair” to run any Board meeting in which the COB is absent when the COB has not appointed an Acting Chair.

D. MOTIONS, SECONDS AND VOTES – Motions at Board meetings may be made, seconded, and voted upon by any Director in attendance. Votes on motions at Board meetings shall be deemed to pass by a simple majority of Directors in attendance unless otherwise specified herein.

E. CALLING A BOARD MEETING – Board meetings may be called by written request of (a) the President, (b) the COB, or (c) any two (2) or more Directors. The written request shall include an agenda of business to be discussed at such meeting.

F. MEETING NOTICE – Notice of Board meetings shall be given to each Director at least five (5) days prior to such meeting, but such notice requirement may be waived in writing by the President or COB provided that the person waiving the notice requirement certifies that he or she has taken steps to provide actual notice to each that are reasonable under the circumstances.

G. QUORUM – A minimum of at least one half (1/2) of all sitting Directors shall constitute a quorum at all Board meetings.

H. ACTION WITHOUT MEETING – A request for the Board to act between meetings may be called by written request of (a) the President, (b) the COB, or (c) any two (2) or more Directors. The request shall propose a specific motion and request vote by electronic means. The Board shall be deemed to pass the request upon unanimous approval of all sitting Directors through the specified electronic means.

I. BOARD DELIBERATIONS CONFIDENTIAL – The deliberations of the Board of Directors on all matters coming before it shall be treated as confidential and only the conclusions,

decisions and action taken by the Board as a result of its deliberations may be disclosed or published; provided, however, that the President or the Board shall have the right in the exercise of sound discretion to disclose or publish to the Members the deliberations of the Board on any such matters.

J. DISCIPLINE – The Board shall have the authority to remove, censure or otherwise discipline any Member of the Corporation, or to censure or otherwise discipline any Director, upon a vote of at least two thirds (2/3) of all sitting Directors at a Board meeting held pursuant to notice that includes an agenda item naming the person for which discipline is proposed. The Board may recommend removal from office of a Director at such a meeting, but the decision to remove a Director shall be made by a vote of Practitioner, Retired, and Lifetime Members at a meeting of the Members of the Corporation.

K. COMMITTEES – The Corporation shall have such Committees as shall be determined by the Board from time to time. Committee Chairs and membership and duties shall be in the sole discretion of the Board but may be delegated at the Board's discretion.

L. CONSTRAINTS ON OFFICERS – The Board of Directors will maintain a resolution imposing constraints on the power of Officers, which at a minimum will specify (i) the first and second limits for financial approvals specified in Section 5(B) and 5(D) below; (ii) conditions under which Officers must obtain advance Board approval to enter into contracts or to take certain actions with respect to hiring and firing of employees or independent contractors; and (iii) frequency and nature of reporting of accountings of personal property.

SECTION 5: OFFICERS –

A. COMPOSITION AND TERM –

(i) The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The Board shall elect Officers from among the Directors at the first Board meeting after each annual election to serve until the next annual election. Any vacancies occurring among any of the Officers may be filled by appointment of a Director to such vacant office by the Board for the balance of the term not to exceed the balance of Officer's term. A person can continue to serve as an Officer only so long as that person remains a Director.

(ii) Any Officer otherwise may be removed before completion of his or her term as Officer for cause by the affirmative vote of two thirds (2/3) of all sitting Directors at a Board meeting held pursuant to notice that includes an agenda item regarding removal of the Officer.

B. PRESIDENT –

The President shall preside over the day-to-day business and affairs of the Corporation and shall execute business and affairs of the Corporation in accordance with the

resolutions of the Board and these bylaws, including the following:

- (i) The President shall attend to the giving of any and all notices to the Board or to the members as may be required by law or as prescribed herein.
- (ii) The President shall have custody of the personal property of the corporation and maintain and provide to the Board an accounting of the personal property of the Corporation.
- (iii) The President (along with Directors and any other persons as may be prescribed by the Board) shall receive from the Treasurer complete and timely access to inspect all financial accounts and copies of all financial statements, including bank statements and the like.
- (iv) For any expenditure up to and including a first limit to be set by the Board from time to time, the President shall have the authority to authorize the Treasurer to disburse monies of the Corporation, without prior approval of the Board of the specific expenditure, for the benefit of or on behalf of the Corporation, for any purpose budgeted or otherwise authorized by the Board.
- (v) For any expenditure above the first limit and up to and including a second limit, higher than the first, to be set by the Board from time to time, the President, shall provide written approval of the expenditure to the Treasurer upon confirming that the expenditure is valid and has been budgeted or otherwise authorized by the Board.
- (vi) For any expenditure above the second limit, the President shall consult another Director, other than the Treasurer, and provide written approval to the Treasurer if the expenditure is valid and for a purpose that the President confirms has been budgeted or otherwise authorized by the Board.
- (vii) The President shall have the authority to enter into contractual agreements on behalf of the Corporation, provided that the President has first obtained approval from the Board, or provided that such contractual agreements conform to those policies that the Board may prescribe from time to time.
- (viii) The President shall diligently deliver official papers, including tax documents, contracts, and insurance documents, on behalf of the Corporation.
- (ix) The President shall employ, determine compensation for, direct and oversee, and terminate the Corporation's employees or independent contractors. Unless the Board expressly designates in writing a hired or retained person as an employee, the person shall be considered an independent contractor and not an employee.
- (x) The President may delegate any prescribed duties to another Director, employee, or contractor, except for the duties specified in parts (vi) and (viii) of this Paragraph B, which are non-delegable except as provided below in Section 5.C.(iii).

C. VICE PRESIDENT –

- (i) The Vice President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President.
- (ii) The Vice President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Board.
- (iii) The President may delegate any duty of the President to the Vice President unless the Board disapproves of certain delegation by a vote of two thirds (2/3) of all sitting Directors at a Board meeting held pursuant to notice that includes an agenda item regarding constraint on such delegation.

D. TREASURER –

- (i) The Treasurer shall have custody of all funds, securities and evidences of indebtedness of the Corporation and shall deposit the same in such bank or trust as shall be designated by the Board. All accounts containing funds or securities owned by the Corporation shall be established in the name of the Corporation and shall designate the Treasurer, and at least two other persons at least one of whom is a Director , as having authority to access the records of the account.
- (ii) The Treasurer shall provide to the President, to the Board, or to any other person as may be prescribed by the Board, complete and timely access to inspect all financial accounts and copies of all financial statements, including bank statements and the like.
- (iii) The Treasurer shall receive and give receipts and acquittances for monies received for the Corporation and shall pay from the funds on hand bills, payrolls and other just debts of the Corporation of whatever nature upon maturity of the same; he or she shall enter regularly in books of the Corporation, to be kept by him or her for that purpose, full and accurate accounts of all monies received and paid out by him or her for the Corporation.
- (iv) For any expenditure up to and including a first limit to be set by the Board from time to time, the Treasurer shall have the authority to disburse monies of the Corporation without prior approval of the Board, for the benefit of or on behalf of the Corporation, (A) for any purpose that the Treasurer confirms has been budgeted or otherwise authorized by the Board, or (B) where the expenditure has not been budgeted or otherwise authorized by the Board, only if both the Treasurer and the President (or in the President's absence, any Director other than the Treasurer) have approved.
- (v) For any expenditure above the first limit and up to and including the second limit, the Treasurer, but only with the written approval of the President (or in the President's absence, any Director other than the Treasurer), shall have authority to disburse monies of the Corporation for the benefit of or on behalf of the Corporation, without prior approval by the Board of the specific expenditure, for any purpose that the Treasurer confirms has been budgeted or otherwise authorized by the Board.

(vi) For any expenditure above the second limit, the Treasurer, but only with the written approval of both the President and the other Director consulted by the President, shall have authority to disburse monies of the Corporation for the benefit of or on behalf of the Corporation, without prior approval by the Board for a specific expenditure, for any purpose that the Treasurer confirms has been budgeted or otherwise authorized by the Board. The Treasurer shall have the authority to disburse monies of the Corporation for any expenditure that the Board has specifically authorized, even if above the second limit, but only with the written approval of the President (or in the President's absence, any Director other than the Treasurer).

(vii) The Treasurer shall refer to the Board any request to disburse monies of the Corporation for any expenditure (A) that the Treasurer considers as not for the benefit of or on behalf of the Corporation or (B) is above the first limit and has not been budgeted or otherwise authorized by the Board.

(viii) The Treasurer shall review and periodically audit the Corporation's books and financial records and shall present an annual financial report to the Board at the Corporation's annual meeting or at such other meeting as may be prescribed by the Board; the annual financial report shall include an accounting of all financial transactions and a balance sheet representing the previous year's financial position.

(ix) The Treasurer shall provide a financial summary to the Board at a Board meeting or at such other meetings as may be prescribed by the Board; the financial summary including balance totals of all financial accounts and obligations.

(x) The Treasurer shall cooperate with and assist the President to assure the preparation, signing and filing of all tax returns and other financial documents.

(xi) With the prior approval of the Board, the Treasurer may delegate Treasurer's responsibilities, to a specified Director, employee, or contractor, except for the duties specified in parts (i), (ii), (iv-B), (vi), (vii), (viii), and (x) of this Paragraph D, which are non-delegable.

E. SECRETARY –

(i) The Secretary shall take and keep minutes of all Board and membership meetings of the Corporation. The Secretary shall be inspector of elections at the annual meeting of members. In the absence of the Secretary, the Board may reassign the taking of minutes or the duties of inspector.

(ii) The Secretary shall record the wording and retain a copy of all Board resolutions, ballots, general announcements to Members, and membership referendums. The Secretary shall record the outcome of all elections, but ballots voted by the Members shall be destroyed as soon as the election is completed.

(iii) The Secretary shall affix the seal of the Corporation to deeds, contracts, and other written instruments requiring a seal when duly signed; the Secretary shall have charge

of the minute-books and such other books and papers as the Board may direct, and the Secretary shall perform all other duties incident to the office of the Secretary.

SECTION 6: INDEMNIFICATION –

A. INDEMNIFICATION OF AGENTS – The Corporation hereby declares that any person who serves at its request as a Director, Officer, employee, Executive Director or Administrator, or as a member of any committee, or in any other capacity on behalf of the Corporation, or as a director, trustee or officer of another corporation at the request of the Corporation, whether for profit or not for profit, shall be deemed the Corporation's agent for the purposes of this Section and shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administration or investigative by reason of such service, provided such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Paragraph C below, termination of any such action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Corporation or with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

B. INDEMNIFICATION AGAINST LIABILITY TO CORPORATION – No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Paragraph A above shall have been adjudged to be liable for negligence or misconduct in the performance of that person's duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

C. INDEMNIFICATION IN CRIMINAL ACTIONS – No indemnification shall be made in respect to any criminal action or proceeding as to which a person covered by Paragraph A above shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the cases, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

D. OTHER INDEMNIFICATION – The indemnification provided by this Section shall not be

deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these Bylaws, vote of the disinterested Directors or otherwise, and any procedure provided for by any of the foregoing both as to action in that person's official capacity and as to actions in another capacity while holding such office.

E. PERIOD OF INDEMNIFICATION – Any indemnification pursuant to this Section shall (a) be applicable to acts or omissions that occurred prior to the adoption of this Section and (b) continue as to any indemnified party who has ceased to be a Director, Officer, employee or agent of the Corporation and shall insure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws that would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Section shall not solely by reason of such repeal or amendment, eliminate, restrict or otherwise effect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions that occurred prior to such repeal or amendment.

F. INSURANCE – By action of the Board of Directors notwithstanding any interest of the Directors, the Corporation may, subject to Paragraph H, purchase and maintain insurance in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the Corporation whether or not the Corporation would have the power to indemnify that person against such liability under applicable provision of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Section.

G. RIGHT TO IMPOSE CONDITIONS TO INDEMNIFICATION – The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Section, such reasonable requirements and conditions as the Board of Directors may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, and (c) that the Corporation shall be subrogated, to the extent of any payments by way of indemnification to all of the indemnified person's right of recovery, and that the person shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

H. LIMITS ON INDEMNIFICATION – Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any

manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(6) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

SECTION 7: SEAL –

The Board shall provide a suitable corporate seal, which shall be in the possession of the Secretary and shall be used as authorized by the Board.

SECTION 8: DEPOSITORIES –

The funds of the Corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as may be determined from time to time by the Directors.

SECTION 9: NOTICE AND WAIVER OF NOTICE –

Any notice required to be given by these Bylaws may be given by sending by mail, facsimile, or electronic mail, to the person entitled thereto at his or her address as shown on the Corporation's books, and such notice shall be deemed to have been given at the time of such communication. Any notice required by these Bylaws to be given may be waived by the person entitled to such notice in any manner provided hereunder for providing notice. A copy or facsimile reproduction of an original signature or a computer generated equivalent of an original signature shall be deemed an original signature and acceptable for purposes specified by these Bylaws.

SECTION 10: REFERENDUM –

A. When a referendum vote shall be directed by the Board of Directors, the Secretary shall mail to each Member of the Corporation residing within the United States, or transmit through electronic medium to each Member of the Corporation, as specified by the Board, a statement of the question to be voted upon, and fix a reasonable time limit, not less than ten (10) days from the day of the mailing or transmission, within which ballots must be returned.

B. No ballot shall be counted unless signed or transmitted within an electronic equivalent thereof by a Practitioner Member, Retired Member, or Lifetime Member, and the ballot shall bear a notice to this effect.

C. The Secretary shall make exact minutes of the question as submitted to the Corporation and of the number of ballots received thereon, which minutes shall become a part of the permanent records of the Corporation.

SECTION 11: AMENDMENTS TO BYLAWS –

The Board of Directors shall have the power to make, amend and repeal the Bylaws of the Corporation by a vote of a majority of all sitting Directors at any meeting of the

Board or, if ordered by the Board, by a referendum vote of the Members of the Corporation pursuant to Section 10 above. The Board of Directors may amend provisions of these Bylaws that require more than a majority of all sitting Directors only by a vote of an equal number of Directors or by a referendum vote of the Members of the Corporation pursuant to Section 10 above.

SECTION 12: DISSOLUTION –

A. The Corporation may be dissolved by affirmative vote of two-thirds (2/3) of all sitting Directors or, if ordered by the Board, by a two-thirds (2/3) vote of the Corporation's Practitioner Members, Retired Members, and Lifetime Members.

B. If dissolution is ordered, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

C. Notwithstanding any other provision by these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

D. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the exempt purposes of the Corporation, or to one or more organizations organized and operated exclusively for exempt purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Code, or shall be distributed to the Federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court (or equivalent) of the County or City in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for purposes within the meaning of Section 501(e) of the Code.