

**Bylaws**  
**Academy of Breastfeeding Medicine**

ARTICLE 1. NAME

The name of this corporation shall be the Academy of Breastfeeding Medicine.

ARTICLE 2. OFFICES

The principal office for the transaction of the activities and affairs of the corporation is located in New Rochelle, New York. The corporation may also have offices at such other places, within or without the State of New York, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE 3. PURPOSES

The Academy of Breastfeeding Medicine is a worldwide organization of physicians dedicated to the promotion, protection and support of breastfeeding and human lactation. Its mission is to unite into one organization members of the various medical specialties with this common purpose. The goals are physician education, expansion of knowledge in both breastfeeding science and human lactation; facilitation of optimal breastfeeding practices; and encouragement of the exchange of information among organizations.

ARTICLE 4. MEMBERSHIP

1. Membership of this Academy shall be of five classes:
  - (a) Founding Members
  - (b) Charter Members
  - (c) Regular Members
  - (d) Physician-in Training Members
  - (e) Honorary Members
2. Members of the Academy (other than Physician-in-Training Members) shall have an MD, DO, MBBS or equivalent degree and an active medical license. Retired physicians who do not have an active medical license may become members of the Academy upon the approval of the board of directors.
3. Founding Members, Charter Members, and Regular Members of the Academy shall be eligible to vote, to hold office or be a member of the board of directors. Founding Members and Charter Members shall be required to pay annual dues after the first year of the Academy's existence.
4. Payment of annual dues shall be required of all members of the Academy with the exception of Honorary Members. Such dues will include subscription to the journal of the Academy. Honorary Members shall also receive the journal free of charge. The amount of dues is to be set annually by the board. Policies and procedures regarding the payment or nonpayment of dues shall be set by the board. A member will be removed from the Academy if dues are not received within one hundred twenty days of billing. The Academy will forewarn the delinquent member no less than thirty days before taking the aforementioned action.
5. Honorary Members may be invited by the board to join the Academy, under such special circumstances as are deemed appropriate. They shall have no vote and are not eligible to hold office or be a member of the board of directors.
6. Physicians-in-Training Members may be accepted in the Academy at reduced rates, as determined by the board of directors. Physicians-in-Training Members may not vote in elections, nor may they hold office or be members of the board of directors, or serve on committees of the Academy. Physicians-in-Training membership is reserved for qualified persons who are in academic or

clinical training. After completion of training, a Physicians-in-Training Member may, by petition to the membership committee, apply for full membership status, subject to dues prevailing at the time.

7. A member may be expelled for such cause as the board of directors may deem sufficient provided that a copy of the charge made against such member shall be furnished in writing postmarked at least thirty days before the meeting at which such action is taken. The board may not expel a member without considering such member's rebuttal or appeal if submitted. A three-fourths vote of all members of the board of directors expressed in a meeting of the board or in writing shall be required to expel a member of the Academy.

#### ARTICLE 5. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

1. The board of directors shall consist of (a) twelve elected directors, plus (b) the executive committee, consisting of the president, the vice-president/president-elect, the secretary, the treasurer, and the past president.
2. Subject to the provisions of the California Nonprofit Public Benefit Corporation law and limitations in the articles of incorporation and bylaws relating to the action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.
3. The president of the Academy shall serve as chairman of the board. In the absence of the president, the vice-president/president-elect will serve as chairman for that session. In the absence of the president and the vice-president/president-elect, the secretary shall serve as chairman.
4. The directors shall be elected to a three-year term. Members shall not serve more than two consecutive terms. The initial board of directors shall have four members elected for a three-year term, four members elected for a two-year term, and four members elected for a one-year term.
5. The board shall have the power to fill vacancies in its own body until the next annual election of the Academy.
6. The board shall have the power to authorize the expenditure of money for the conduct of its business.
7. The board shall adopt, before each fiscal year, a budget for the operations of the Academy for the ensuing year.
8. The board is authorized to remit dues of individual members under exceptional circumstances involving hardship.
9. The board shall publish a summary of its proceedings and decisions. If at the time of a vote on any given motion, one-third of the members of the board of directors present so request, the minutes shall include a record of those board members voting for or against it.
10. The board shall have the power to confer with such other organizations as it deems fit in order to plan for cooperating committees or otherwise to develop relationships with organizations.
11. The board shall have the authority to establish offices for the transaction of business of the Academy and to hire personnel needed for the administration of the Academy's activities, including an executive director.
12. The board of directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.
13. The board of directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
14. Board membership shall be reviewed by the board of directors if an officer misses more than two unexcused consecutive meetings of the board. An unexcused absence will be taken to mean an absence not communicated in advance to the president. The board of directors, by a vote of the majority of the then acting board, may require the resignation of such member.
15. It is the duty of the members of the board of directors to uphold the precepts, mission, and goals of the organization and to abide by the conflict of interest guidelines adopted by the board from time to time.

16. Notwithstanding any other provision of these bylaws, not more than forty nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this section, "interested persons" means either (a) any person currently being compensated by the corporation for services rendered it within the previous twelve months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an officer as officer; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
17. The executive director shall be a non-voting member of the board of directors

#### ARTICLE 6. NOMINATIONS AND ELECTIONS

1. The governance committee shall consist of at least three members, including two board members and at least one member at large. The membership of the Academy shall be advised of the establishment of the governance committee one hundred twenty (120) days prior to the annual conference (hereafter referred to as "the conference"), or in the event a conference is not held on the year in question, one hundred twenty (120) days prior to the annual meeting of the board of directors. Any member of the Academy may recommend a prospective candidate for the governance committee.
2. Ninety (90) days prior to each conference, the governance committee shall nominate two candidates for each position as director to be filled at the ensuing conference and one candidate for each available position on the executive committee. In the event a conference is not held on the year in question, the governance committee shall make such nominations ninety (90) days prior to the annual meeting of the board of directors.
3. The secretary shall distribute ballots for election of board members sixty (60) days before the conference, or sixty (60) days before the annual meeting of the board of directors, in the event a conference is not held on the year in question. To be valid, ballots must be returned no later than thirty (30) days before the scheduled conference or annual board meeting.
4. Ballots shall be preserved for sixty (60) days after said conference or annual board meeting. A notice will be placed on the ballot to this effect.
5. All members of the board of directors, regardless of the term for which elected, shall hold office until their successors are installed at the conference or annual board meeting.
6. With the exception of the office of the vice-president/president-elect, the president shall have the power to fill vacancies among the executive committee members until their successors are qualified and elected.
7. In the event of a tie vote, a run-off election shall be held thirty (30) days after the initial election and shall include only the two candidates carrying the largest number of votes. If the initial ballot carries the names of only two candidates and each candidate receives an identical number of votes, a repeat election shall be held, with the same candidates on the ballot. The election shall be repeated on a monthly basis until one of the candidates wins the larger number of votes.

#### ARTICLE 7. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

1. The purpose of the executive committee is to perform the business of the Academy of Breastfeeding Medicine on matters that require immediate attention between meetings of the full board of directors. Under no circumstances can the executive committee modify or countermand any decision made by the board. The president may ask the executive committee to assist in the development of the agendas for board meetings. Except as specified in Article 13, the executive committee will also adjudicate those grievances from the membership which cannot be resolved by the committees in question, or for which no committee exists to redress such grievances.

Conferences of the executive committee will be held every two months. Every reasonable attempt will be made to hold executive committee conferences between the conferences of the full board of directors. Additional conferences of the executive committee may be called at the discretion of the president. Four members of the executive committee will constitute a quorum of

the committee. Every act or decision done or made by a majority of the executive committee present at a conference duly held at which a quorum is present is the act of the executive committee.

2. The executive committee of the board of directors will consist of the following officers: president, vice-president/president-elect, secretary, treasurer and past president. All executive committee members are responsible to the board.
3. The president shall be the chief executive officer of the Academy and will serve a term of two years. The president may not serve a consecutive term of office. The president shall preside over all meetings of the membership, of the board of directors and of the executive committee, and perform such other duties from time to time as may be required by the board of directors. The president shall have general powers to execute board-approved bonds, deeds and contracts in the name of the Academy provided that, if the value of such bond, deed of contract is greater than five thousand dollars (\$5,000), then the signature of both the president and the treasurer shall be required. The president may require committee reports in writing at the annual conference. The president shall have the power to appoint any additional committees as he or she may deem necessary to carry out the purposes and businesses of the Academy, in accordance with the articles of incorporation and the bylaws, and actions taken by the Academy. In the event the vice-president/president-elect shall be unable to assume the office of the president, the board will appoint a member to serve in the office until a special election can be held. The president will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Academy.
4. The vice-president/president-elect shall serve a term of two years and shall assume the office of the president immediately following the term of the current president. The vice-president/president-elect shall perform the duties of president if for any reason the president is unable to perform such duties. The vice-president/president-elect shall appoint the persons to serve as chairman and other members of the conference committee in preparation for the conference. In the event that the vice-president/president-elect shall, for any reason, be unable to complete such term as vice-president/president-elect, the board shall appoint a member who will serve as acting vice-president/president-elect until a special election can be held. The vice-president/president-elect will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Academy.
5. The secretary shall serve a term of two years and be eligible for a second consecutive term of two years. The secretary shall keep records of all business sessions of the Academy and of all board meetings and make a report thereon; shall conduct and have custody of the official correspondence of the Academy and of the board; shall be responsible for maintaining records of board meetings; and shall maintain the membership roster. The secretary will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Academy.
6. The treasurer shall serve a term of two years and shall be eligible for a second consecutive term of two years. The treasurer shall receive all monies due to the Academy and shall disburse such sums as are necessary to meet lawful indebtedness incurred and authorized by vote of the Academy or by the board. The treasurer shall (1) sign all contracts and other instruments entered into by the Academy or by the board having a value less than five thousand dollars (\$5,000), and, with the president, sign all contracts and other instruments approved by the board with a value of five thousand dollars (\$5,000) or more; (2) have custody on behalf of the Academy of all funds and securities of any type and deposit the same in the name of the Academy in such bank or banks as the board may direct; (3) have custody of all property of the Academy and hold the same subject to the order and direction of the Academy or of the board; (4) be bonded for an amount determined by the board; (5) invest and reinvest surplus funds, subject to the order and direction of the board; (6) chair the finance committee; (7) prepare a budget with the advice of the finance committee for each year's activities for the approval of the board; (8) arrange to have an annual compilation of

financial statements prepared by an outside certified public accountant; (9) direct said accountant to file all appropriate state and federal income tax returns; (10) render to the Academy annually an accurate account of all sums received and disbursed during the preceding fiscal year, of all sums and funds which are not expended, of the budget for the current fiscal year, and of the report of the annual compilation of financial statements prepared by the accountant; (11) direct said accountant to conduct an audit of Academy finances at the discretion of the board of directors; (12) maintain records of business transactions of the Academy; and (13) perform such other duties as are incident to the office or as may be properly required by actions of the Academy or of the board at duly constituted meetings. The treasurer will also be responsible for such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Academy.

#### ARTICLE 8. MEETING OF THE BOARD OF DIRECTORS

1. The members of the board of directors shall meet in person at least once a year, including at the time of a scheduled conference. Additional meetings may be called thirty (30) days in advance by the president or by written petition to the president by three (3) members of the board. A special meeting may cover only those issues raised in the call of the meeting.
2. A majority of the members of the board shall constitute a quorum.
3. Every act or decision done or made by a majority of the board of directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation or the bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.
4. Any action that the board is required or permitted to take may be taken without a meeting if two-thirds of the members of the board consent in writing or by e-mail to the action; provided, however, that the consent of any board member who has a material financial interest in a transaction to which the corporation is a party and who is an "interested officer" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.
5. Any meeting may be held by conference telephone or similar communication equipment, as long as all board members participating in the meeting can hear one another. All such board members shall be deemed to be present in person at such a meeting.

#### ARTICLE 9. CONFERENCE OF THE ACADEMY

1. The conference of the Academy shall be held at the time and place designated by the board of directors, at a minimum of every two years.
2. Special meetings of the Academy may be called by the president with the approval of a simple majority of the board or upon petition bearing the signatures of at least thirty percent (30%) of Academy members. The president shall call a meeting at a time and place designated by the board of directors.
3. Members having the right to vote shall be notified by the secretary at least ninety (90) days in advance of the date for such a meeting.
4. A quorum at a meeting of the Academy shall consist of a minimum of ten percent (10%) of voting members.
5. The vote of the simple majority of voting members present at a meeting shall decide any question brought before such meeting unless the question is one upon which by expressed provision of the statutes or the articles of incorporation, or of these bylaws, a different vote is required, in which case such expressed provision shall govern and control the decision of such question.

6. When a majority of the board of directors has certified in writing to the secretary that the holding of any conference is inadvisable, said conference shall not be held. In such case, the board of directors must submit by mail to the members of the Academy having the right to vote any question or action, including amendment of these bylaws but not including any question or action required by statute or by the articles of incorporation to be taken at a conference. Such submission shall be made by ballot mailed to each voting member, setting forth the action proposed, and in the case of election of officers and directors, the names of the persons nominated. Ballots received by the Academy must be postmarked within thirty (30) days of the date of the canceled conference. In the case of any proposed action except amendment of these bylaws, if a majority of votes cast is in favor thereof, such action shall be considered as adopted by the Academy, as if adopted at any conference of the members.

#### ARTICLE 10. COMMITTEES

1. The president shall appoint chairmen of the standing committees, and in consultation with the chairman, appoint the members of each standing committee. The president can establish additional committees as needed. Appointments are effective from the time of appointment until the close of the next conference. The president shall have the power to discharge or replace standing committees with the approval of the board of directors.
2. The president shall establish such ad hoc committees, as the president or the board of directors deems necessary for the purpose of carrying out specific projects. The term of such committees is continuous until the function has been performed or until the committee is otherwise discharged by the president with the approval of the board of directors.
3. The president shall have the power to appoint liaison committees or representatives for the purpose of establishing and maintaining rapport with other organizations.
4. Standing committees of the Academy shall include but not be limited to the executive committee, , finance committee, membership committee, protocols committee, scholarship committee, education committee, international committee, liaison committee, , , fellowship and awards committee, a council of advisors, conference committee, ethics committee, advocacy committee, communications committee, and governance committee .
  - (a) The finance committee will assist the treasurer in executing his responsibilities as enumerated in these bylaws. The treasurer will chair the finance committee.
  - (b) The membership committee is charged with keeping an updated record of the membership of the Academy, as well as of dues payment. It will develop initiatives to recruit new members and to address issues which may cause physicians either to leave the Academy or to forbear from joining it.
  - (c) The protocols committee is responsible for the development of evidence-based clinical protocols for managing common medical problems that may impact breastfeeding success. Using ABM-approved procedures, the committee identifies relevant topics, recruits expert authors and facilitates peer, international and board review processes that are integral to protocol development. It also oversees the translation of protocols into languages other than English.
  - (d) The scholarship committee will develop criteria for the awarding of scholarships to physician candidates seeking financial assistance in furtherance of their educational goals in the field of breastfeeding medicine. The committee will decide on an annual basis which of the applicants will be awarded a scholarship, and the dollar amount to be awarded.
  - (e) The education committee will be responsible for all educational programs and initiatives delegated to it by the board of directors, exclusive of the international and regional meetings.
  - (f) The international committee is responsible for identifying challenges to, and opportunities for, the global promotion of breastfeeding.
  - (g) The liaison committee will be responsible for developing linkages with other organizations for the purpose of disseminating information about breastfeeding and of pursuing common goals

- (h) The fellowship committee will decide upon the criteria for accepting application for fellowship in the Academy. It will also determine on an annual basis which applications for fellowship will be accepted.
  - (i) The awards committee will, at the direction of the board of directors, award members of the Academy and non-members, alike, for their accomplishments and contributions to the Academy and its mission.
  - (j) The council of advisors will consist of no more than three highly experienced Academy members whose wisdom and expertise would eventually be lost to the board as a result of loss or expiration of term of office. Said advisors will be nominated and elected by the board of directors and may be invited by the board to serve a second consecutive term. They may participate in all board meetings, although they will not be able to vote. The first three members of the council will serve terms of varying duration: one to serve a term of five years, a second to serve four years, and a third to serve three years. Thereafter, each advisor will be appointed to serve a term of five years.
  - (k) The conference committee will make all necessary plans for the holding of international and regional conferences, and will be entirely responsible for approving their respective educational components. The conference committee will develop the agenda for the international conference, prepare its brochures and its syllabus, determine its faculty, and work with the executive director to ensure provision of continuing education credits and to develop a realistic neutral or positive conference budget. It will also be charged with the responsibility of overseeing all aspects of program development for regional conferences.
  - (l) The ethics committee will serve to assess and advise on the ethical propriety and acceptability of policies, practices, proposals and initiatives in the relevant spheres, taking into account the ethics and values of ABM members and the organizations with which it collaborates, its staff, relevant agencies, the public, future generations, and affected individuals.
  - (m) The advocacy committee will define the roles and develop an action plan for Academy advocacy for public health policy and will decide on what issues are appropriate for the Academy to address as a matter of rapid response.
  - (n) The communications committee will serve to implement and coordinate multiple forms of organizational communication with and between ABM members to include the ABM news section of *Breastfeeding Medicine*, oversight of the website and listserv, and networking with other ABM committees to support membership needs and to promote and support breastfeeding.
  - (o) The governance committee will assure optimal performance by the board of directors. The governance committee will assume the following responsibilities: 1) preparation of the ballots for election of officers and directors, as described in Article 6 of these bylaws. The composition and means of selection of the members of the committee are delineated in Article 6. 2) The provision of orientation material for new board members and officers and on updates of governance issues to all board members. 3) An annual evaluation of board performance. 4) An annual review of the bylaws and the log of policies and procedures. 5) Adjudication of those grievances filed by Academy members which cannot be brought before the executive committee, as stated in Article Thirteen.
5. The membership will be solicited regarding suggestions for committee chairmen and other committee members, the specific method of solicitation to be determined by the governance committee.
  6. The president shall be an *ex-officio* member of all committees except the governance committee.

#### ARTICLE 11. CONFLICT OF INTEREST

Members of the Academy must avoid actual or apparent conflicts of interest regarding social, educational, or research activities of the Academy. The Academy and its members shall adhere to the following guidelines in this regard:

- (a) Work submitted for presentation at the conference must include an acknowledgement of commercial or industrial funding, consulting, or equity holdings in companies which could be affected by the results of the study. Such a statement should appear at the conclusion of the abstract and should read, “funded by...” and/or “equity in...” where pertinent.
- (b) Donations solicited and accepted by the Academy will be acknowledged on a yearly basis in the description of the relevant activity in the program issue, at the site of the relevant activity, or as contributions to general educational funds. No funds will be accepted for social activities of the Academy. Awards or symposia with commercial sponsors must adhere to the educational mission of the societies, must exclude commercial involvement in the selection of awardees and program content, and must be approved by the board of directors of the Academy.
- (c) It is the duty of the board of directors to uphold the precepts, mission, and goals of the Academy and to abide by the guidelines adopted by the board regarding conflicts of interest.

#### ARTICLE 12. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Roberts Rules of Order* shall govern the Academy in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Academy may adopt.

#### ARTICLE 13. GRIEVANCES.

Any member of the Academy in good standing has the right to a response from the board of directors concerning any grievances registered against Academy operations. All such grievances should be submitted in writing, and all responses on the part of the board or a committee chairperson will include a written summation of the matter at hand, including what measures, if any, will be taken to resolve the issue, with a copy sent to the president.

The executive committee will serve as the final arbiter within the Academy under the following circumstances: 1) the member filing the grievance fails to obtain satisfaction from the chairperson of the committee in question; 2) a chairperson is the party filing the grievance; 3) no committee exists which is appropriate for addressing the grievance in question.

If the executive committee fails to resolve the matter at hand to the satisfaction of the member filing the grievance, said member has the right to arbitration by a party outside of the governing structure of the Academy. The services of said arbitrator will be secured by the board of directors prior to the hearing of any grievances brought against the Academy.

In the event that a grievance is directed against any member of the executive committee, said grievance will be adjudicated instead by the governance committee. Any member of the governance committee who also sits on the executive committee will excuse himself or herself in the disposition of those grievances being brought against the executive committee or any of its members.

## ARTICLE 14. AMENDMENTS TO THE BYLAWS

1. Amendment by the board:
  - (a) Subject to the right of members under Article 13, Paragraph 2 of these bylaws and the limitations set forth below, the board may, by a two-thirds vote, adopt, amend, or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. Notification of proposed amendments and their proposed adoption must precede the vote by no less than thirty (30) days.
  - (b) Once members have been admitted to the organization, the board may not, without the approval of the members, specify or change any bylaw provision that would: (i) change the authorized number of directors, (ii) fix or change the minimum or maximum number of directors, or (iii) change from a fixed number of directors to a variable number of directors or vice versa.
  - (c) Without the approval of the members, the board may not adopt, amend or repeal any bylaws that would: (i) increase or extend the terms of officers; (ii) allow any director to hold office by designation or selection rather than by election by the members; (iii) increase the quorum for members' meetings; (iv) repeal, restrict, create, expand, or otherwise change proxy rights; or (v) authorize cumulative voting.
2. Amendment by members:
  - (a) New bylaws may be adopted, or these bylaws may be amended or repealed, by a two-thirds vote of all members eligible to vote.
  - (b) In most instances amendments to the bylaws should be initiated by the governance committee; however, any amendment may be proposed by a written petition of five members, which should be transmitted to the secretary and a copy to the president at least thirty (30) days before the next conference or the annual meeting of the board, in the event a conference is not held in the year in question.
3. Any vote conducted by secret ballot and resulting in a tie shall be resolved by a repeat vote conducted thirty (30) days after the initial vote, utilizing the same ballot. The vote shall be repeated every thirty (30) days thereafter until the tie is broken.

## ARTICLE 15. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, officer, director, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding down of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

## WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the Academy of Breastfeeding Medicine, a California nonprofit organization, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of nine pages, as the bylaws of this corporation.

Anne R. Eglash, Director  
Lawrence M. Gartner, Director  
Miriam H. Labbok, Director  
Ruth A. Lawrence, Director  
Audrey J. Naylor, Director  
Marianne R. Neifert, Director  
Jack Newman, Director  
Edward R. Newton, Director  
Victoria Nichols-Johnson, Director  
Richard J. Schanler, Director  
Christopher L. Wade, Director  
Elizabeth L. Williams, Director

## CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of directors of said corporation on the date set forth below.