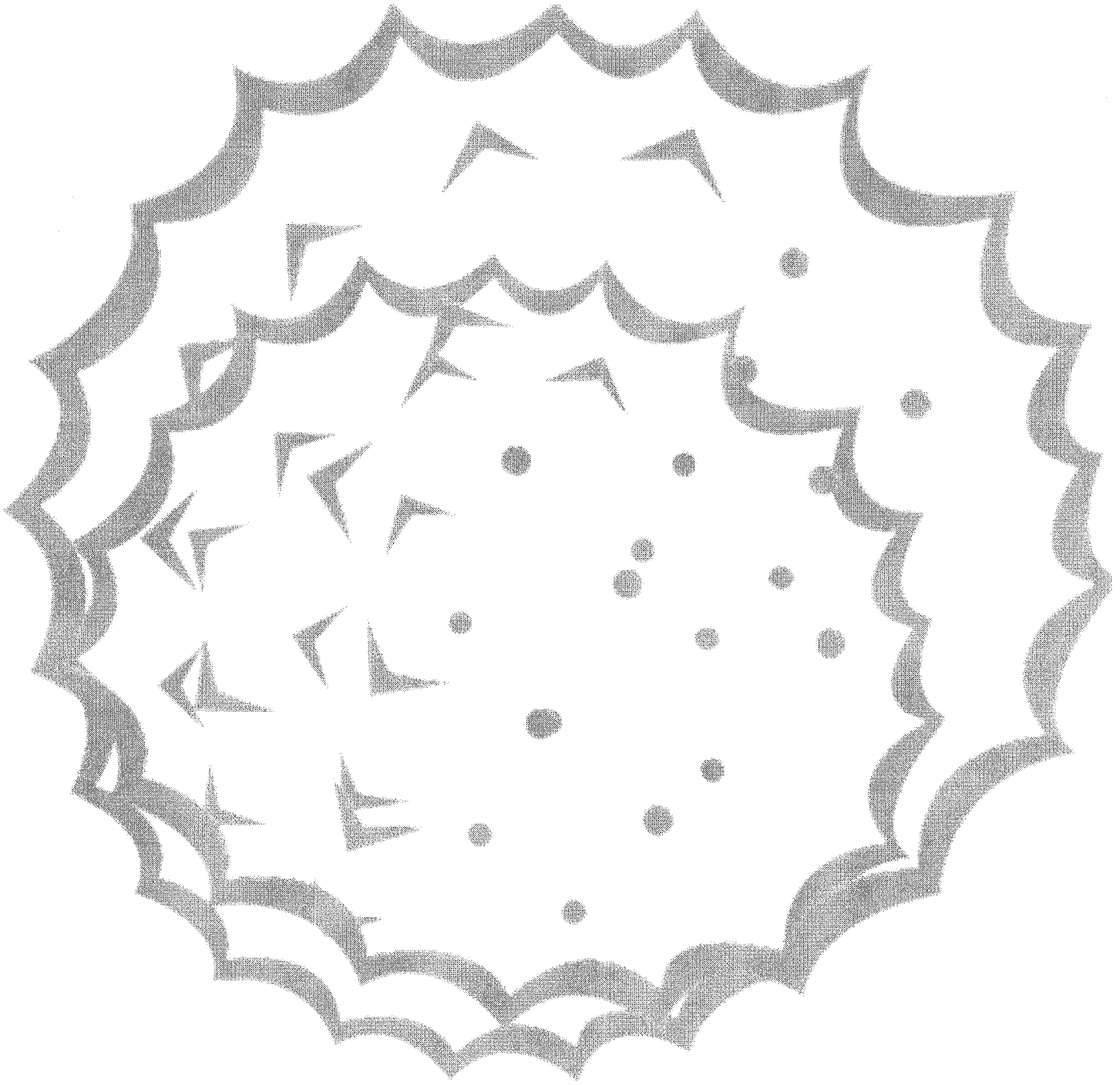




The American Academy
of Otolaryngic Allergy

American Academy of Otolaryngic Allergy Bylaws: 2014



American Academy of Otolaryngic Allergy, Inc. Bylaws
(A District of Columbia Nonprofit Corporation)

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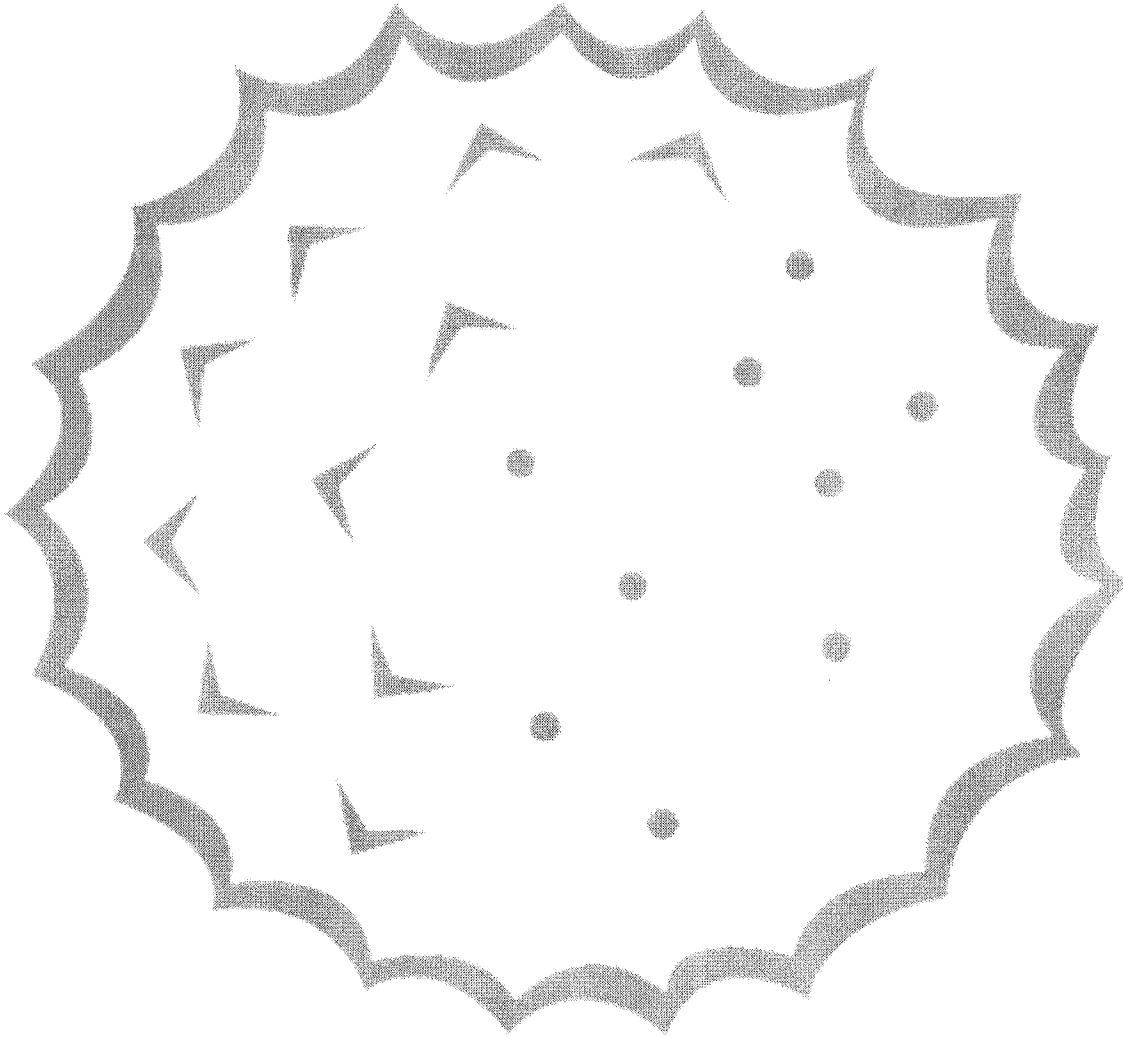
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ARTICLE I. OFFICES

Section 1.01. Location

The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time-to-time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II. MEMBERS

Section 2.01. Who Shall Be Members

The corporation shall have members. Membership shall be composed of the following classes: Fellow, Associate, Resident, Emeritus, Allied Health, Sustaining, Affiliate, Honorary and International.

Section 2.02. Requirements of Membership

(a) Fellow

- (1) An Fellow must be Board certified by the American Board of Otolaryngology or such other American otolaryngology certifying boards identified in the Rules and Regulations of the AAOA.
- (2) A candidate must pass an examination given by a committee designated by the Board of Directors.
- (3) A Fellow must maintain an active otolaryngology practice.
- (4) A Fellow must maintain such CME requirements as set forth in the Rules and Regulations of the AAOA.
- (5) The consequences of failure to meet any of the requirements for Fellow status shall be set forth in the Rules and Regulations of the AAOA.

(b) Associate

- (1) An Associate must be Board certified or eligible for certification by the American Board of Otolaryngology or such other American otolaryngology certifying boards identified in the Rules and Regulations.
- (2) An Associate must maintain an active otolaryngology practice.

- (3) An Associate must maintain such CME requirements as set forth in the Rules and Regulations of the AAOA.

- (4) The consequences of failure to meet any of the requirements for Associate status shall be set forth in the Rules and Regulations of the AAOA.

(c) Resident

- (1) A Resident must be in an Otolaryngology Residency Training Program accredited by the Accreditation Council on Graduate Medical Education or other American otolaryngology training program identified in the Rules and Regulations of the AAOA or an otolaryngologist enrolled in an approved post-residency fellowship training program.
- (2) An applicant must submit a letter of recommendation from the Director of the applicant's training program.
- (3) Resident members will be eligible to be upgraded to Associate status upon completion of an approved residency training program and payment of Associate level dues.
- (4) The consequences of failure to meet any of the requirements for Resident member status shall be set forth in the Rules and Regulations of the AAOA.

(d) Emeritus Member

- (1) An individual who has maintained 30 years of continuous membership in the AAOA and has attained Fellow status is eligible for Emeritus Member status.
- (2) Applicants must submit a letter to the Secretary requesting this change in status.

(e) Allied Health

- (1) An individual currently serving as a staff member for an active AAOA Fellow or Associate member is eligible for Allied Health membership.
- (2) An Allied Health member shall maintain such educational requirements as set forth in the Rules and Regulations of the AAOA.
- (3) The consequences of failure to meet any of the requirements for Allied Health member status shall be set forth in the Rules and Regulations of the AAOA.

(f) Sustaining

- (1) This membership category is closed to new members as of October 2009.
- (2) An individual who is engaged in a field which is, in view of the AAOA's board of directors, allied to otolaryngic allergy and is not eligible for any other type of membership in the AAOA.

(g) Affiliate

- (1) This membership category is closed to new members as of September 2002.
- (2) Affiliate members must maintain board certification or eligibility in their field of training.
- (3) An Affiliate member shall maintain such additional requirements as set forth in the Rules and Regulations of the AAOA.
- (4) The consequences of failure to meet any of the requirements for Affiliate member status shall be applied as set forth in the Rules and Regulations of the AAOA.

(h) Honorary

An individual determined by the Board of Directors to have made a particularly important contribution to the advancement of the medicine or science of otolaryngic allergy. Honorary members may not vote or hold office and do not pay dues.

(i) International

- (1) An International member must be recognized as practicing otolaryngology within the member's country.
- (2) An International member must maintain an active otolaryngology practice.

(j) Voting

- (1) The only individuals entitled to vote at any meeting of the members are Fellows and Associates in good standing.
- (2) Whenever any corporate action is to be taken by vote of the members, it shall, except as otherwise required by law or by the Articles of Incorporation, be authorized by a majority of the votes cast at a meeting of members by the members entitled to vote.
- (3) Voting on all matters, including the election of officers and directors, may be conducted by mail.

(k) Holding Office

- (1) Only Fellows or Fellow Candidates as defined in the Rules and Regulations are allowed to

serve as officers or be members of the Board of Directors.

(l) Dues and Assessments

- (1) Dues—The amount of dues payable shall be determined by the Board of Directors and shall be payable at such time as the Board of Directors shall determine.
- (2) Assessments—Additional fees may be assessed by the Board of Directors for any purpose deemed necessary by the Board of Directors. Assessments shall be payable at such time as the Board of Directors shall determine.

Section 2.03. Annual Meeting

An annual meeting of the members shall be held for the election of officers and directors and the transaction of other business as may properly come before the members on such date as shall be set by the Board of Directors.

Section 2.04. Special Meetings

Special meetings of the members may be called by the President, the Secretary, or by the Board of Directors. Special meetings may also be convened by members entitled to cast one-tenth of the total number of votes entitled to be cast at such meeting.

Section 2.05. Place and Time of Meeting

Meetings of members may be held at such place, within or without the District of Columbia, and at such hour as may be fixed in the notice of the meeting.

Section 2.06. Notice of Annual and Special Meetings

Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, either in person or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meetings.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his or her address as it appears on the records of the Corporation.

Notice of any membership meeting may be given in the AAOA newsletter provided that such notice is otherwise in compliance with the requirements of this section.

Section 2.07. Waivers of Notice

Whenever any notice is required to be given to any member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, in person or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by such member.

Section 2.08. Quorum

75 members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 2.09. Proxies

Proxy voting shall be permitted at any meeting of the membership, provided, however that such proxy votes shall be solicited only by the Executive Committee at least forty (40) calendar days in advance of the meeting and provided, further, that the Executive Committee shall list all nominations made by the Nominating Committee and all additional recommendations made by petition signed by any thirty (30) members for any position to be filled by a vote of the membership and any issues which have been presented to the Executive Committee on petition by any ten (10) members, and any issues, in addition thereto, which the Executive Committee deems desirable, provided however, that such petitions are received by the AAOA Administrative office at least sixty (60) days prior to the Annual Meeting.

No proxy shall be valid after eleven months after the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE III. BOARD OF DIRECTORS

Section 3.01. Power of the Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia.

Section 3.02. Number of Directors

(1) The number of directors of the Corporation shall be seventeen (17). The number of directors may be increased or decreased from time-to-time by amendment to the Bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The number of directors shall never be less than three.

(2) The Board shall consist of the following *ex officio* directors, each of whom shall serve on the Board during their tenure in office and have voting privileges:

- President
- President-Elect
- Secretary
- Treasurer
- Coordinator of Education
- Director of Educational Programs
- Director of Educational Assessment
- Patient & Professional Education Chair
- Socioeconomic Chair
- Immediate Past President
- Immediate Past President's Predecessor as President

(3) The Board shall also consist of six Members-at-Large elected by the voting members to staggered three-year terms and until his or her successor has been elected and qualified.

Section 3.03. Vacancies

Any vacancy occurring in an at-large position on the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office though less than a quorum of the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

Section 3.04. Removal of Directors

A director may be removed with or without cause by a majority vote of the members. A director may also be removed with or without cause at any time by a two-thirds vote of the full Board of Directors, provided that notice of the board's consideration of such action has

been given within the period required for giving notices for board meetings hereunder.

Section 3.05. Resignations

Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board, to the President, or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.06. Quorum of Directors and Action by the Board

Unless a greater proportion is required by law, eight (8) directors shall constitute a quorum for the transaction of business, provided, however, that in no event shall a quorum consist of less than one-third of the number of directors so fixed. Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.07. Meetings of the Board

Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors.

Meetings of the Board of Directors may be called by the President or by any three directors of the corporation.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, except such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such notice, except as otherwise provided herein.

Notwithstanding any provision herein to the contrary, an emergency meeting of the board of directors may be called on twenty-four hours notice, provided, however, that the business to be transacted shall be limited to that specified in the notice, or waiver of notice, as the case may be.

Section 3.08. Informal Action by Directors; Meetings by Conference Telephone

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or

permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means or communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.09. Compensation of Directors

The Corporation shall not pay any compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE IV. COMMITTEES

Section 4.01. Committees; Authority

(1) The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by the President and confirmed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Ad hoc committees of limited duration and not having the power of the board of directors may be designated and appointed as set forth in the Rules and Regulations.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

(2) In addition to such committees designated by the Board of Directors pursuant to section 4.01(1) above, the Corporation shall have the following committees, each of which shall be chaired, and each of which shall have such duties and responsibilities as set forth in the Rules and Regulations of the Corporation:

Education Committee
Socioeconomic Committee
Patient and Professional Relations Committee
Nominating Committee

(3) The Coordinator of Education, the Director of Educational Programs, the Director of Educational Assessment, and the Chairs of the Socioeconomic Committee and the Patient and Professional Relations Committee shall be elected by the voting members to one (1) year terms. The Chair of the Nominating Committee shall serve such term as set forth in, and shall be selected in the manner specified in, the Rules and Regulations.

(4) The Audit Committee shall consist of three voting Fellows or Members of the AAOA who are not members of the Board elected by the voting members to staggered three-year terms. The most senior member (in terms of current years of service on this committee) shall serve as chair. This committee shall review the auditor's report and perform inquiries and reviews as it deems appropriate and shall give an annual report to the Board and the membership at the annual meeting.

ARTICLE V. OFFICERS, AGENTS, AND EMPLOYEES

Section 5.01. Officers

The officers of the corporation shall be the following:

- President
- President-Elect
- Immediate Past President
- Secretary
- Treasurer
- Coordinator of Education

No two offices may be held by the same person.

Section 5.02. Election of Officers

All officers, except for the President and Immediate Past President, shall be elected by a majority vote of the voting members present in person or by proxy at each regular annual meeting.

Section 5.03. Term of Office and Removal

Each officer shall hold office for a term of one year or until his or her successor has been elected and qualified. Any officer may be removed by a vote of two-thirds of the full Board of Directors or a majority of the members present in person or by proxy and voting whenever in its or their judgment the best interest of the AAOA will be served thereby.

Section 5.04. Powers and Duties of Officers and Executive Director

Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

(a) President

The President shall serve as the Chair of the Board of the Corporation. The President shall preside at all meetings of the Board of Directors and members and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

(b) President-Elect

The President-Elect shall automatically become President for the year following his or her term of office as President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties and have such other powers as the Board of Directors may from time-to-time prescribe by standing or special resolution, or as the President may from time-to-time provide, subject to the powers and the supervision of the Board of Directors.

(c) Secretary

The Secretary shall be responsible for causing accurate records of the proceedings of all meetings of the Board of Directors and members to be kept, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Patient & Professional Relations Chair and Socioeconomic Chair shall report to the Secretary. The Secretary may have custody of the corporate seal of the Corporation, or the corporate seal may, at the Secretary's direction, be maintained at the headquarters office; and he or she shall have authority to affix the same, or direct that it be affixed, to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The Secretary shall review, screen, notify, or cause notification to be given to applicants of

their election or rejection to membership; shall keep, or cause to be kept, a correct list of names and addresses of all members and shall report on all matters relating to membership to the Board of Directors. With the approval of the Board of Directors, the Secretary may fulfill all or a portion of his or her responsibilities by overseeing their performance by a designated corporate staff member.

(d) Treasurer

The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time-to-time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which he or she shall be reimbursed. The Treasurer shall prepare and submit to the annual meeting of the Board of Directors and the membership a financial statement examined by a Certified Public Accountant and reviewed by the Audit Committee. With the approval of the Board of Directors, the Treasurer may fulfill some or all of his or her responsibilities by overseeing their performance by a designated corporate staff member.

(e) Coordinator of Education

The Coordinator of Education shall be responsible for the educational content, and testing or assessment related to such content as developed by the Corporation. The Coordinator of Education shall chair the Education Committee. The Directors of Educational Assessment and Programs shall report to the Education Committee. He or she shall perform all duties incident to the office of Coordinator of Education, subject to the supervision of the Board, and such other duties as shall from time-to-time be assigned by the Board.

(f) Executive Director

The corporation may employ an Executive Director, who shall serve as the Chief Executive Officer, for the purpose of carrying out the organizational mission and implementing the strategic goals. Additionally, this

position is responsible for carrying out the administrative work of the AAOA in accordance with its objectives and policies subject to the directions and orders of the Board. The Executive Director may employ other staff members and consultants (except legal counsel and auditors) for the purpose of carrying out said administrative work.

ARTICLE VI. AMERICAN ACADEMY OF OTOLARYNGIC ALLERGY FOUNDATION, INC.

The Board of the AAOA shall have full authority to determine the vote to be cast by the AAOA as the sole member of the American Academy of Otolaryngic Allergy Foundation, Inc.

ARTICLE VII. RULES AND REGULATIONS

The Board of Directors may adopt such Rules and Regulations as it deems necessary and appropriate for the good and orderly organization and administration of the AAOA. If there shall be any inconsistency between these Bylaws and the Rules and Regulations, these Bylaws shall prevail. Such Rules and Regulations may be adopted and amended by a majority vote of the Board of Directors.

ARTICLE VIII. MISCELLANEOUS

Section 8.01. Fiscal Year

The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 8.02. Corporate Seal

The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "District of Columbia" and the year the Corporation was formed in the center, or shall be in such form as may be approved from time-to-time by the Board of Directors.

Section 8.03. Checks, Notes and Contracts

The Board of Directors shall determine who shall be authorized from time-to-time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.04. Books and Records to be Kept

The Corporation shall keep at its principal office (1) correct and complete books and records of account, (2) minutes of proceedings of the members, the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the members entitled to vote. All

books and records of the Corporation may be inspected by any member having voting rights, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 8.05. Amendments to Articles of Incorporation and Bylaws

The Articles of Incorporation may be amended as set forth in the District of Columbia Code. These bylaws may be amended upon recommendation by the Board of Directors of the proposed amendment(s) and ratification thereof by a majority vote of the members present in person or by proxy, provided all members are sent written notice of the proposed amendment(s) at least thirty (30) days prior to the meeting at which the amendment(s) will be acted upon.

Section 8.06. Indemnification and Insurance

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of such duty to the Corporation.

Amounts paid in indemnification or expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or

commenced after the adoption hereof, whether arising from acts or omissions to act, occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer, employee, or agent or out of facts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or 4945(d), respectively, of the Code.

If any part of this article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 8.07. Loans to Directors and Officers

No loans shall be made by the Corporation to its directors or officers.