

**BYLAWS OF THE
INTERNATIONAL SOCIETY FOR RENAL
NUTRITION AND METABOLISM, INC.**

Article I - Name

The name of the corporation is the International Society for Renal Nutrition and Metabolism, Inc. (the “Society”).

Article II – Registered Office and Agent

The registered office of the Society shall be located in the State of Georgia and the Society shall at all times maintain a registered agent at the address of the registered office. The Society may also have offices at such other places, both within and without the State of Georgia as the Board of Directors (also known as the “Council”) may from time to time determine.

Article III - Purpose

The purpose of this Society is to advance the knowledge of nutrition and metabolism in renal disease and renal failure and to foster communication of the advancements of this knowledge by means of scientific meetings and cooperation with other scientific societies of nephrology, nutrition, biochemistry and physiology.

Article IV - Tax Exempt Status

The Society shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code (the « Code »). In furtherance of these purposes, the Society shall act, and shall take such actions to ensure compliance with its tax-exempt status under the Code. The Society is not organized and shall not be operated for profit or organized to engage in any activity ordinarily carried on for profit. No part of the property or the net earnings of the Society shall inure to the benefit or be distributable to any of its directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. Notwithstanding any other provisions of these Bylaws, the Society shall not carry on any activities not permitted by a corporation exempt from United States Federal income tax under Section 501(c)(3) of the Code.

Article V – Meetings of the Society

The Members of the Society shall hold a Congress of the Society once every two (2) years (the “Congress of the Society”) and may meet more often in special meetings called by the President or the Council. At each Congress, there shall be both a scientific meeting (the “Scientific Meeting”) and a business meeting (the “Business Meeting”), all as more fully described in this Article V.

5.1. Scientific Meeting. The purpose of the portion of each Congress of the Society dedicated to the Scientific Meeting shall be the presentation and discussion of research papers and other educational materials relevant to the topics of nutrition and metabolism in renal disease and renal failure. The Scientific Meeting shall be open to both Regular Members and their invited guests. The President has ultimate responsibility for the program of the Scientific Meeting and he or she may appoint a program chairman and a program committee to develop the scientific content of the program. The Scientific Meeting shall also include a scientific and professional program for

Associate Members and the program for this portion of the Scientific Meeting shall be developed by the Associate Members, subject to review by the President.

5.2. Business Meeting. The purpose of the portion of each Congress of the Society dedicated to the Business Meeting shall be the election of Councillors and Officers and for the transaction of other business that may come before the Business Meeting. The election of Councillors and Officers shall require a simple majority vote of Regular Members present and voting; provided that, the Secretary and Treasurer will be elected by majority vote of the Regular Members and Associate Members voting as a single class, and the Associate Councillor, as well as the Chairman, Chairman-Elect and members of the Associate Members Steering and members of Nominating Committee shall be elected by majority vote of the Associate Members.

5.3. Special Meetings. Special scientific or business meetings of the Society may be called by the President or the Council, at their discretion.

5.4. Notification of Meetings. Notification of meetings must be published or delivered in writing to the Membership (whether through mail, electronic mail or other delivery service or via publication on the Society's official website, in all instances, at the discretion of the President) at least two (2) months in advance of Business Meetings and at least nine (9) months in advance of Scientific Meetings.

Article VI - Membership and Dues

6.1. Membership Eligibility; Dues. The Council shall have the sole right and discretion to approve, recognize and grant Membership in the Society to any applicant desiring and applying to become a Member. Election to Regular Membership and Associate Membership shall be decided from a list of nominees prepared and submitted by the Council with the benefit of recommendations to be made by the Regular Membership and Associate Membership Committees. There shall be no limit to the number of Regular Members or Associate Members. Membership shall be granted following the official grant of membership status by the Council and receipt of annual membership dues, which dues shall be determined and assessed annually by the Council.

6.2. Membership Classes. The Society shall have multiple classes of membership as set forth in these Bylaws. All Regular Members and Associate Members must possess a demonstrated scientific or professional interest in nutrition or metabolism in renal disease or renal failure, and such interest may be demonstrated by publication of scientific papers, teaching, or patient care in such fields. The Regular Members and the Associate Members are collectively referred to herein as the "Members."

(1) Regular Members. Any person holding the degree of M.D. or Ph.D. or its equivalent and relevant post-doctoral training who has demonstrated a major, active and continuing interest in nutrition or metabolism in renal disease and renal failure shall be eligible for Regular Membership in the Society. Regular Membership is open to qualified individuals from all countries.

(2) Associate Members. Any person holding a baccalaureate degree in a nutrition, biochemical, or biological related field and who has a continuing interest in nutrition or metabolism in renal disease and renal failure shall be eligible for Associate Membership in the Society. Associate Membership is open to individuals from all countries.

6.3. Nomination. Qualified individuals will be invited by the Council to join the Society. A candidate must be nominated for Regular Membership or Associate Membership respectively by two Regular Members or Associate Members of the Society. After review of the candidate's credentials, the Regular Membership Committee or the Associate Membership Committee, as applicable, shall make a recommendation to the Board of Directors regarding the suitability of the candidate for Regular Membership or Associate Membership in the Society.

6.4. Nominating Committee. The Past-President shall appoint a committee of two persons who, in addition to himself or herself, shall nominate Members to serve as officers and councillors (the "Nominating Committee"). The Nominating Committee will be chaired by the Past-President. The two other Members on the Nominating Committee will be Members of the Society but will not be Officers or Councillors. In the absence of a Past-President, the Nominating Committee will be appointed and chaired by the President. For each election, the Nominating Committee shall nominate two (2) Members as candidates for each position as Councillor to be voted on at such election. A list of the nominated Officers and Councillors shall be published on the official website of the Society at least one (1) month in advance of each biennial Business Meeting.

6.5. Regular Membership Committee. The Regular Membership Committee shall consist of two Regular Members appointed by the President from the Regular Membership of the Society. The Regular Membership Committee will consider applications for Regular Membership and make nominations for Regular Membership to the Board of Directors for election. The term of office for each Regular Member on the Regular Membership Committee shall be two (2) years.

6.6. Auditing Committee. Not less than one (1) month prior to each biennial Congress of the Society, the President shall appoint an auditing committee comprised of two Regular Members to audit the financial status of the Society and to report on its findings at the biennial Congress of the Society.

6.7. Associate Member Steering Committee. The Associate Member Steering Committee shall consist of six (6) Associate Members, including the Associate Councillor. Each member of the Associate Member Steering Committee shall be elected for a four (4) year term by the Associate Members of the Society. The terms of the members of the Associate Member Steering Committee shall be staggered such that two (2) of the members of such committee will be elected at each biennial Congress of the Society. One of the members of the Associate Member Steering Committee will serve as chairman elect and another will serve as Chairman of this committee. The Associate Member Steering Committee shall be responsible for organizing scientific and professional programs for Associate Members of the Society, serve as a vehicle for communication between Associate Members, serve in an advisory capacity to the Council, and recommend new associate members to the Council for election. The Associate Member Steering Committee will not make policy or financial decisions for the Society.

6.9. Associate Nominating Committee. This committee shall consist of two members who will be elected for two two-year terms by the associate members of the Society. One or two of the members will be elected at the beginning of each two-year term. The Associate Nominating Committee shall nominate two associate members for each of the following positions: Associate Councillor, Chairman, Chairman-Elect and other members of the Associate Member Steering Committee, and members of the Associate Nominating Committee. A written list of the nominated officers and committee members shall be mailed to the associate membership of the Society at least two months in advance of the triennial business meeting.

6.10. Additional Committees. The President shall be empowered to appoint such additional committees as shall be necessary to conduct the affairs of the Society.

6.11. Revocation. The membership of any individual having membership in the Society may be suspended or revoked by action of the Council for non-payment of dues, fees, failure to attend two (2) consecutive meetings of the Society without appropriate explanation to the Council, or for the violation of any provision of these Bylaws, or such other causes as the Council may deem detrimental to the Society, its reputation or its financial condition, or for any violation of law. Prior to any suspension or revocation of membership, the member shall be given not less than fifteen (15) days prior written notice of the proposed suspension or revocation of membership, including the reasons therefor, and a reasonable opportunity to be heard, orally or in writing. The decision to suspend or revoke a person's membership shall be in the sole discretion of the Council, and such decision by the Council shall be final and binding. No dues shall be refunded as a result of expulsion or reclassification.

6.12. Reinstatement. Any individual whose membership has been revoked or suspended for non-payment of dues and/or assessments shall be required to pay dues and/or assessments for the fiscal year at the end of which his or her membership was suspended or revoked, plus the dues and/or assessments for the fiscal year in which he or she seeks reinstatement; upon such payment, his or her membership status may be reinstated. Any individual whose membership has been terminated for failure to attend two (2) consecutive meetings can be reinstated upon written request with the approval of the Council.

6.13. Additional Classes. The Council may take action from time to time to add additional classes of membership to the Society. Such action to expand the classes of membership shall not require amendment of these Bylaws, but may be accomplished by resolution of the Council, adopted at a meeting or by written consent of a majority of the members of the Council.

6.14. No Assignment or Transfer. Membership in the Society may not be assigned, alienated, pledged, hypothecated or otherwise transferred. Any attempted transfer of membership in the Society shall be null and void and shall have no force or effect whatsoever.

Article VII – Council

7.1. Power and Authority. All corporate powers of the Society conferred by the articles of incorporation, these Bylaws, the Nonprofit Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Council. It shall be the duty of the Council to direct and supervise the affairs of the Society, to elect new Regular Members and Associate Members to the Society, and to organize, promote and administer each Congress of the Society. By majority vote of the Councillors then in office, the Council may adopt such rules and regulations for the conduct of its business and the business and affairs of the Society as the Council deems advisable.

7.2. Number. The Council shall consist of twelve (12) directors (each, a "Director" or "Councillor"), all of whom shall be Members. Five (5) of the Councillors shall be the President, Past-President, President-Elect, Secretary and Treasurer, and seven (7) of the Councillors shall be elected by the Members as provided herein. Six (6) of the Councillors shall be Regular Members and shall be elected by the Regular Members at the biennial Congress of the Society, each to serve for a four (4) year term. The terms of the Councillors elected by the Regular Members shall be staggered such that three (3) new Councillors shall be elected at each biennial Congress of the Society. The Seventh Councillor shall be referred to as the Associate Councillor and shall be an Associate Member, who shall serve a four (4) year term. The Associate Councillor

shall be elected by the Associate Members at every other biennial Congress of the Society. Each Councillor shall have an equal vote on all matters presented for a vote of the Council. Replacement of any Councillor or Associate Councillor before expiration of his or her term shall be for the unexpired term of the Councillor or Associate Councillor who is being replaced. No person shall serve as a Councillor for more than four (4) years except for the Officers. In addition to the twelve (12) Councillors as provided above, there shall also be two (2) ex-officio Councillors (each, a "Councillor Emeritus"). The Councillors Emeritus shall not be entitled to any voting rights on the Council, but shall serve as advisors to the Council and shall be entitled to attend Meetings of the Council as provided for in Article VIII.

7.3. Executive Committee. The day-to-day affairs of the Society will be managed by the Executive Committee which shall be composed of the President, Past-President, President-Elect, Secretary, Treasurer, and one other member of the Council, who shall be appointed to the Executive Committee by the President. The Executive Committee shall have and exercise all authority of the Council in the management of the affairs of the Society; provided, however, the Executive Committee shall not be authorized or empowered (i) to approve dissolution, merger or sale of the Society, or the pledge or transfer of all or substantially all of the Society's assets; (ii) elect, appoint or remove directors or fill vacancies on the Council or on any of its committees; or (iii) adopt, amend or repeal the articles of incorporation or the bylaws of the Society.

7.4. Advisory Committees. The Council may provide for such other advisory committees, consisting in whole or in part of persons who are not Councillors, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Council; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Society or these Bylaws, as the Board of Directors may prescribe. Appointments to, and the chair of, any such advisory committees shall be made by the President, unless the Council otherwise provides.

7.5. Other Committees. The Council may authorize the creation and appointment of other committees having such authority of the Council in the management of the Society as is set forth by resolution adopted by a majority of Councillors present at a meeting at which a quorum is present, or by written consent, consistent with Section 7.8 of these Bylaws. Each committee so designated shall consist of one (1) or more current Councillors and may include one (1) or more former members of the Council. Such former Councillors shall be full voting members of such committee and, to the same extent as current Directors, shall be subject to all applicable provisions of the Nonprofit Code, the Articles of Incorporation, and these Bylaws. Except as otherwise provided in such resolution, members and the chair of each such committee shall be appointed by the Executive Committee.

7.6. Term of Appointment. Each member of a committee shall serve at the pleasure of the Council.

7.8. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.9. Committee Quorum. Unless otherwise provided in the resolution of the Council designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.9. Committee Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Council.

7.10. Resignation. Any Councillor may resign at any time by written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

7.11. Removal. Any Councillor may be removed with or without cause at any regular or special meeting of the Council, by the affirmative vote of a majority of Councillors then in office if notice of the purpose of acting upon such removal shall have been given in the notice calling such meeting. A removed Councillor's successor may be elected at the same meeting to serve the unexpired term.

7.12. Vacancies. Any vacancy in the Council arising at any time and from any cause, including the authorization of an increase in the number of Councillors, may be filled for the unexpired term at any meeting of the Council by a majority of the Councillors remaining in office. Each Councillor so elected shall hold office until the election and qualification of such Councillor's successor.

7.13. Compensation. No Councillor shall receive, directly or indirectly, any salary, compensation, or emolument from the Society in any capacity, unless authorized by the concurring vote of majority of all Councillors then in office or (notwithstanding any quorum requirement of these bylaws), by the concurring vote of all disinterested directors. The Society may employ such person or persons, including officers, attorneys, agents, and assistants, as it deems necessary or desirable for the administration and management of the Society, and may pay reasonable compensation for the services performed and expenses incurred by any such person.

Article VIII - Meetings and Action of the Council

8.1. Place of Meetings. Meetings of the Council may be held at any place within or without the State of Georgia and within or without the United States of America as set forth in the notice calling such meeting or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver.

8.2. Regular Meetings; Notice. Regular meetings of the Council shall occur during each Congress of the Society and notice of each Regular meeting shall be published or delivered in writing to each Councillor (whether through mail, electronic mail or other delivery service or via publication on the Society's official website, in all instances, at the discretion of the President), at least one (1) month in advance of each Congress of the Society.

8.3. Special Meetings; Notice. Special meetings of the Council may be called by or at the request of the President or any two (2) Councillors in office at that time. Unless waived as contemplated in Section 10.4 of these Bylaws, notice of the date, time, place, but not the purpose, of any special meeting of the Council shall be given by the Secretary, in accordance with Section 8.1 of these bylaws, at least forty-eight (48) hours before such meeting.

8.4. Waiver. Waiver of notice of all meetings of the Council shall be governed by Section 9.2 of these Bylaws.

8.5. Council Quorum. At meetings of the Council, six (6) Councillors then in office shall be necessary to constitute a quorum for the transaction of business.

8.6. Vote Required for Action. Except as otherwise provided in these bylaws, the act of a majority of the Councillors present at the meeting at which a quorum is present shall be the act of the Council. In the event of a tied vote, the President shall decide the issue under consideration, in

his sole discretion. Adoption, amendment, and repeal of a Bylaw is provided for in Article 14 of these bylaws. Vacancies in the Council may be filled as provided in Section 7.12 of these Bylaws.

8.7. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of Councillors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book of the Society.

8.8. Telephone and Similar Meetings. Councillors may participate in and hold a meeting by means of conference telephone, internet conference or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a director participates in the meeting and, at the beginning of the meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to any action taken at the meeting.

8.9. Adjournments. A meeting of the Council, whether or not a quorum is present, may be adjourned by a majority of the Councillors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

Article IX - Notice and Waiver

9.1. Procedure. Whenever these bylaws require notice to be given to any Councillor or Member, the notice shall be given in accordance with this Section 8.1. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, telegraph, teletype, facsimile telecopy, electronic mail, or other form of wire or wireless communication, by mail or private carrier, or by publication on the Society's official website. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (2) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
- (4) If published on the Society's official website, upon such publication.

9.2. Waiver. A Councillor or Member may waive any notice before or after the date and time stated in the notice. Except as provided in this Section 9.2, the waiver must be in writing, signed by the Councillor or Member entitled to the notice, and delivered to the Society for inclusion in the minutes or filing with the corporate records. A Councillor or Member's attendance at or participation in a meeting waives any required notice to that Councillor or Member of the meeting unless the Councillor or Member at the beginning of the meeting (or promptly upon the Councillor's or Member's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Article X - Officers of the Society

10.1. Officers. The officers of the Society shall be a President, the Past-President, a President-Elect, and a Secretary and Treasurer.

10.2. Election of Officers. Except for the Past-President, all officers will be elected every two (2) years, at the Business Meeting. The Past-President shall serve as a Councillor for a two (2) year term. Officers shall serve until their successors have been elected and new Officers shall take office upon the adjournment of the meeting at which they are elected. Nominees for the offices of President-Elect, Secretary and Treasurer shall be selected by the Nominating Committee, as provided in Sections 6.4, 10.4 and 10.5 of these Bylaws.

10.3. Removal of Officers. Any officer may be removed by the Council with or without cause, consistent with the authority granted to the Council to Section 843 of the Nonprofit Code.

10.4. President. The President shall be the chief executive officer of the Society; shall see that orders and resolutions of the Board are carried out; shall have authority to sign and execute, in the name of the Society, all authorized contracts and other instruments; and shall annually prepare a full statement of the affairs of the Society which shall be submitted at the Annual Meeting of the Members. The President shall also have all the general powers and duties which are incident to the office of the president of a corporation organized under the Nonprofit Code. The term of each President shall be two (2) years, and a person may serve only one term as President. Candidates nominated for President-Elect shall be chosen by the Nominating Committee from current Councillors who have served continuously for at least two (2) years but no more than six (6) years, and for each election, the Nominating Committee shall select a single candidate. Only Regular Members in good standing shall serve as President-Elect or President of the Society. Past-Presidents may not be elected to any other office.

10.5. Secretary and Treasurer. Both the Secretary and the Treasurer shall be nominated by the Nominating Committee from current Councillors who have served at least two (2) but no more than six (6) years, and candidates may be a Regular Member or Associate Member. For each election, the Nominating Committee shall nominate separate candidates for the offices of Secretary and Treasurer, with a single nominee for each office. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Council and of the Members; shall keep appropriate current records, showing the Members of the Society together with their addresses; shall keep custody of the books, records, contracts, and other documents of the Society other than financial books and records, and shall be responsible for seeing that all notices are duly given in accordance with the provisions of these Bylaws. The Treasurer shall be responsible for the maintenance and custody of proper financial books and records of the Society; shall have charge and be responsible for all funds, securities, receipts or cause to be deposited in the name of the Society all money or other valuable effects in such banks or other depositories as shall from time to time be selected by the Council; shall render to the President and to the Council, upon reasonable request, an account of the financial condition of the Society ; and shall perform other such duties as may be required of him/her by the Board. No person may serve more than two (2) terms (four (4) years) as Secretary or Treasurer.

10.6. Resignation. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

10.7. Vacancies. If a vacancy occurs in the office of the President, President-Elect, Secretary or Treasurer, such vacancy shall be filled for the balance of the unexpired term by nominee(s) submitted by the President and approved by the Council.

Article XI - Contracts, Checks, Deposits, and Funds

11.1. Contracts. The Council may authorize any officer or officers, agent or agents of the Society, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society. Such authority must be in writing and may be general or confined to specific instances.

11.2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents, of the Society and in such other manner as may from time to time be determined by resolution of the Council. In the absence of such determination by the Council, such instruments shall be signed by the Secretary and Treasurer and countersigned by the President.

11.3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such federally-insured banks, trust companies, or other depositories as the Council may select.

11.4. Gifts. The Council may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

Article XII - Indemnification and Insurance

12.1. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Society against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Society, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Councillor, director, officer, employee, trustee, or agent of another entity, whether domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Society shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Nonprofit Code; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

12.2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested Councillors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Councillor, director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.3. Insurance. To the extent permitted by Georgia law, the Society may purchase and maintain insurance on behalf of any person who is or was a Councillor, director, officer, employee,

or agent of the Society, or is or was serving at the request of the Society as a director, officer, employee, trustee, or agent of another entity, whether domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Article XIII - Miscellaneous

13.1. Books and Records. The Society shall maintain books and records of account and minutes of the proceedings of its Council and committees having any of the authority of the Council, executed consents evidencing all actions taken by the Council or committee without a meeting, and waivers of notice of all meetings of the Council and its committees. In addition, the Society shall keep copies of all records required to be kept under Georgia law.

13.2. Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Council may from time to time determine.

13.3. Fiscal Year. The Council is authorized to fix the fiscal year of the Society and to change the year from time to time as it deems appropriate.

13.4. Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law.

13.5. Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the Articles of Incorporation.

Article XIV - Amendments

14.1. Power to Amend Bylaws. The Council shall have the power to alter, amend or repeal these bylaws and to adopt new bylaws.

14.2. Conditions. Action by the Council with respect to bylaws shall be taken by the affirmative vote of a majority of the Councillors then in office.