

# By-Laws of the Clinical Ligand Assay Society

August, 2005

## ARTICLE I (Name and Objectives)

### Section 1. NAME

The name of this organization is the Clinical Ligand Assay Society and may herein be referred to as the Society.

### Section 2. MISSION

The Clinical Ligand Assay Society's mission is to establish and promote high standards in the science and application of ligand assay technology by encouraging research, educating practitioners, and fostering communication and cooperation among individuals in laboratories in medicine, academia, and industry.

### Section 3. OBJECTIVES

- (a) To establish and maintain an organization concerned with the diagnostic, therapeutic, and investigative use of ligand assays and related methods.
- (b) To improve the standards of ligand assay methods by promoting education, encouraging basic and clinical research and advancing the practice of ligand assay as applied to biochemical, medical, veterinary, agricultural, environmental, and industrial sciences.
- (c) To sponsor regional, national, and international meetings, scientific symposia, review courses, certification programs, workshop, and publications to increase knowledge of ligand assay technology and its development and application.
- (d) To promote cooperation and mutual consultation among members working in laboratories, clinics, hospitals, education institutions, and industry.

## ARTICLE II (Headquarters)

### Section 1. HEADQUARTERS

The headquarters of the Society shall be in Wayne, MI or as designated by the Executive Board.

## ARTICLE III (Members, Privileges, Responsibilities, and Application)

### Section 1. MEMBERS

Members shall be persons who work or have an active interest in the ligand assay field and are approved by the Membership Committee. Members shall pay annual dues to be determined by the Executive Board. They shall be expected to contribute to the goals of the Society as active members of the organization. Membership is a privilege and is contingent upon continuing compliance

with the By-Laws and adherence to high standards of professional ethics and standards of practice.

Members shall have full membership rights. They may vote, hold executive office in the Society, be members of Committees and are eligible to receive CLASSIC Continuing Education Credits. They shall receive all mailings including the Society Newsletter, Society meeting notices and a subscription to the Journal of Clinical Ligand Assay.

### Section 2. HONORARY MEMBERS

The Society may designate as honorary members individuals who have served the Society by their contribution to the advancement of the purpose of this organization. Honorary members need not pay dues, shall not vote, hold office or participate in business meeting.

### Section 3. EMERITUS MEMBERS

The Society will accept an application to become an Emeritus Member from any individual 65 years of age or over who has been a Member in good standing for at least 5 consecutive years, and has retired from employment. Such applications will be referred to the Membership Committee for approval. Upon approval, an Emeritus Member will retain all membership rights, is exempt from payment of dues, and may receive the Society's publications at a reduced charge as determined by the Publications Committee and approved by the Executive Board.

### Section 4. ASSOCIATE MEMBERS

Associate Membership is open to persons who work or have an interest in the ligand assay field and who are approved by the Membership Committee. Associate Members shall pay annual dues to be determined by the Executive Board of the Society, with input from the Executive Boards of the Chapters of the Society. They shall be expected to contribute to the goals of the Society as active Associate Members of the organization. Associate Membership is a privilege and is contingent upon continuing compliance with the By-Laws and adherence to high standards of professional ethics and standards of practice.

### Section 5. APPLICATIONS

Candidates for member status shall submit completed applications to the National Office. The completed application will be processed by the Membership Committee, as described in Article XII, Section 2a.

## ARTICLE IV (Organization)

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## *Section 1.*

The organization of the Clinical Ligand Assay Society (formerly the Clinical Radioassay Society) consists of the original Philadelphia Section and other local Chapters now existing or to be formed in the future.

## *Section 2.*

Governing authority for the Society as a whole shall be vested in the Executive Board.

## *Section 3.*

Membership in the Society is through a local Chapter or as a member-at-large.

## *Section 4.*

The establishment of local Chapters is encouraged, provided they conform to the objectives of the Society as described in Article 1, Section 2, and follow the membership guidelines as described in Article III. Local Chapters of the Society may be formed subject to the approval of the Executive Board upon application in writing by a sufficient number of members of the Society in good standing who reside in a geographical area. Organizations applying for membership in the Society must submit a copy of their By-Laws for approval by the Executive Board of the Society stating their intent to abide with the above requirements. They may then function as an affiliate until such time as the Executive Board acts on their applications.

## *Section 5.*

Each Chapter shall have local autonomy in all matters not defined, limited, or reserved by the Society in its By-Laws, or by statements of policy officially adopted by the Executive Board. However, local chapter activities involving the interests, policies and operations of the Society, as differentiated from matters of concern, activity and authority limited to the local Chapter, must be approved by the Executive Board. There shall be nothing in a local Chapter Constitution or By-Laws contrary to the interests of the Society.

## *Section 6.*

The Society may upon majority vote of the Executive Board affiliate with other scientific societies. The Executive Board must approve by majority vote all procedural details or terms of the affiliation as each offer of affiliation is considered.

## **ARTICLE V (Fiscal Year)**

The fiscal year of the Society shall be from September 1st to August 31st of the next calendar year.

## **ARTICLE VI (Dues and Delinquency)**

### *Section 1. DUES*

Dues shall be assessed yearly by the Executive Board, payable prior to the beginning of the fiscal year. Dues unpaid after ninety days shall cause the member to be automatically delinquent except in cases of personal hardship due to illness or unemployment. Application for relief may be made to the Executive Board.

### *Section 2. DELINQUENCY*

None of the privileges of the membership shall apply. The individual's name shall be removed from the list of members on the official membership roster, individuals shall not hold office, participate in business meetings and shall not receive notices of meetings or publications. If the delinquent member is an officer of the Society he shall be removed from office automatically. Payment of dues within the fiscal year shall cause automatic reinstatement of rights and privileges, but the individual shall not be reinstated to his former office. After expiration of the fiscal year, reinstatement can only be accomplished by reapplication.

## **ARTICLE VII (Qualifications, Officers, Term of Office and Duties)**

### *Section 1. QUALIFICATIONS*

Only Members as defined in Article III, Section I shall be qualified to hold office.

### *Section 2. OFFICERS*

The officers of the Society shall consist of a President, a President-elect, Secretary, Treasurer, immediate past-President, two (2) Members-at-large and all other members of the Executive Board as defined in Article VIII.

### *Section 3. TERM OF OFFICE*

The officers of this Society, elected by the members, shall be a President, who shall serve for one (1) year, a President-elect, who shall serve for one (1) year in effect as Vice-President, and be designated as President for the following year, a Secretary who shall serve for two (2) years, a Treasurer who shall serve for three (3) years, the immediate past-President who shall serve in that office for one (1) year, and two (2) Members-at-large who shall serve staggered two year terms. Officers other than the President or President-elect may be re-elected to successive terms. Each officer shall hold office for the term for which he/she was elected and until his/her successor has been elected and qualified.

### *Section 4. DUTIES AND RESPONSIBILITIES OF OFFICERS*

#### A. PRESIDENT

- (1) Shall be President of the Society and Chairman of the Executive Board.
- (2) Shall designate, set dates and preside at all meetings of the Executive Board and the membership.
- (3) Shall be an ex-officio member of all committees except for the Nominating Committee.
- (4) Shall appoint chairmen and members of standing committees according to the provisions of Article XII, Section 1, except as otherwise designated in the By-Laws.
- (5) May appoint ad hoc committees as required.
- (6) Shall perform all duties incident to the office of President of a nonprofit corporation and any

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additional duties as assigned by the Executive Board.

- (7) Shall automatically be a member of the Executive Board for one year after his term of office.

**B. PRESIDENT-ELECT**

- (1) The President-elect shall perform duties of the President at any time the President is unable to serve.
- (2) Shall assume all duties incident to the office of the President-elect of a nonprofit corporation and those duties assigned by the Executive Board.

**C. SECRETARY**

- (1) Shall maintain accurate records of all meetings.
- (2) Shall instruct the National Office to prepare meeting notices to be mailed no later than 30 days before the scheduled meeting.
- (3) Shall answer correspondence promptly and maintain an accurate file on same.
- (4) Shall perform all duties incident to the office of Secretary of a nonprofit corporation and those duties assigned by the Executive Board.
- (5) Shall serve as custodian for official seals, emblems, banners, and materials for special events, programs and courses.

**D. TREASURER**

- (1) Shall be responsible that an up-to-date accurate account of receipts, expenditures, disbursements, special funds, and accounts receivable of the Society is kept.
- (2) Shall be responsible for all payments consistent with the office of Treasurer and those special items as directed by the Executive Board.
- (3) Shall submit an accurate up-to-date financial statement of the Society reflecting an accurate account of all financial transactions and status of all bank accounts at regular meetings of the Board.
- (4) Shall be responsible for the preparation of the budget and shall present a draft budget to the Board Members no later than 30 days subsequent to the Annual Meeting. The Board shall approve a budget prior to the start of the following fiscal year.
- (5) Shall be an ex officio member of the Long Range Planning Committee.

**Section 5. SUCCESSION OF OFFICERS**

A. If the office of the President is vacated, the President-elect will serve as President for the remainder of that term, and for the following fiscal year of the Society, which would be the normal term as President for that President-elect.

- (1) If the office is vacated September 1 through December 31, the nominating committee shall within 30 days, submit to the membership the nominees for consideration

as a new President-elect. The ballots must be returned within 30 days. The elected person will immediately serve both the remainder of the unexpired term and the following fiscal year as President-elect, and then 1 following year as President. There will be no election for President-elect in the annual election in the same fiscal year that a special election has been held.

- (2) If the office is vacated January 1 through August 31, the President-elect who is elected in the annual election will take office as President-elect after the election results are announced and will serve both the remainder of the unexpired term and 1 additional year as President.

B. If the office of President has not been vacated, but the office of President-elect has been vacated, either a special election or a regular election as described in Section 5A, parts 1 and 2 is held to elect a new President-elect. This individual takes office immediately after the election results are announced and serves the remainder of the unexpired term as President-elect, and then the following year as President.

C. If the office of Secretary, Treasurer, or Member-at-Large is vacated the Executive Board by majority vote will select a current member of the Society to fill the unexpired term of office.

**ARTICLE VIII (Executive Board)**

**Section 1. MEMBERS**

The Executive Board shall consist of the President, President-elect, Secretary, Treasurer, immediate past-President, two (2) Members-at-large, and shall include one representative from each of the existing local Chapters legally constituted. This representative shall be the local Chapter President or his designee.

**Section 2. DUTIES**

The Executive Board shall be the legal governing body of the Society and as such shall have full power to conduct, manage and direct the business and affairs of the Society and assume all the corporate powers of the Society, except those specifically reserved or granted to the members of the Society and officers and other officials of the Society by Law or by these By-Laws.

**Section 3. MEETINGS**

**(a) Regular Meetings**

The Executive Board shall meet at least twice annually. These regular meetings shall be held at a time and place designated by a majority vote of the Executive Board. At least one less than half of the members must be present for a quorum in order to transact business.

**(b) Special Meetings**

Special meetings may be called by the President of the Executive Board or upon request in writing by at least one-third (1/3) of the members of the Board.

*Section 4. EXECUTIVE DIRECTOR*

The Executive Board may select an Executive Director who shall function without vote and serve at its pleasure. The Board shall designate the duties and authority of the Executive Director and approve compensation.

**ARTICLE IX (Removal from office and Right of appeal)**

*Section 1. REMOVAL FROM OFFICE*

Any officer may be removed by two-thirds (2/3) vote of the Executive Board at a regular or special meeting. The agenda mailed thirty days prior to such meeting will contain all formal charges. Removal from office will be effective immediately. The President will appoint a member of the Board to fill the unexpired term if there are not provisions for succession in these By-Laws.

*Section 2. RIGHT OF APPEAL*

The officer removed may appeal his removal within thirty days of the effective date. Such appeal to the Executive Board or the membership will be acted upon as a special order of business at the next meeting of the Board or membership. A complete statement of appeal will be mailed to the Secretary and read by the removed officer or his designate. The vote of the membership or the Executive Board shall be by closed ballot. A two-thirds (2/3) vote of the Board or a two-thirds (2/3) vote of the membership present and voting shall be necessary to reinstate.

**ARTICLE X (Meetings: Regular, Special Membership, Quorum, Parliamentary Rules)**

*Section 1. REGULAR MEETINGS OF MEMBERSHIP*

There shall be at least one general membership meeting per year for the purpose of transacting business. A quorum for these business meetings shall consist of 30 members present to conduct any official transactions. Approval of motions shall be by a majority of those present and voting. An agenda of all meetings will be mailed to members at least four weeks before the scheduled meeting date.

*Section 2. SPECIAL MEETINGS OF THE MEMBERSHIP*

Such meetings may be called by the President with the approval of a majority of the Board or by a petition of at least 10% of the voting membership. The reason for the special meeting will be fully stated in the meeting notice mailed to the membership at least ten days before the scheduled meeting. A quorum for such meetings is as defined in Article X, Section 1. No other business shall be discussed.

*Section 3. VOTING BY MAIL*

With the approval of a majority of the Executive Board, issues may be submitted to the membership for approval by mailed ballots. Returned ballots will be tallied four weeks from the date they are posted. The outcome will be determined by majority vote of members responding. Returned ballots will be retained by the Secretary for one year.

*Section 4. PARLIAMENTARY RULES*

All meetings of the Society will be conducted according to the latest Revised Robert's Rules of Order. Any waiver of same will require agreement by 75% of members present.

**ARTICLE XI (Elections and Voting)**

*Section 1. ELECTIONS AND VOTING*

- (a) At least six weeks prior to the annual meeting all members will be mailed an official ballot. These ballots must be received by the National Office at least two (2) weeks prior to the annual meeting in a sealed envelope. The Tellers' Committee will announce the names of the elected officers at the annual meeting. The Secretary will record the vote and the names of the new officers will appear in the next general membership meeting notice. Tie votes shall be decided by the Executive Board. The Tellers' Committee consisting of three (3) members, drawn from 3 different Chapter, will be appointed by the Chairman of the Nominating Committee. Members of the Nominating Committee may not serve on the Tellers' Committee.
- (b) If an elected officer is unable to take office, the nominee receiving the second highest number of votes for that office will serve in that office.

**ARTICLE XII (Committees)**

*Section 1. APPOINTMENTS*

- (a) At least 30 days prior to assuming office as President, the President-elect shall submit to the Executive Board, for approval, the name of the committee chairman of each standing committee, except as otherwise provided for in the By-Laws.
- (b) Within 30 days of assuming office, the chairman of each standing committee with the advice and consent of the President shall appoint at least four (4) other members to the committee, except as otherwise provided for in the By-Laws.
- (c) The new President shall also submit, within 30 days after assuming office, to the new Executive Board for approval, the name of a member of that Executive Board to serve as the Society's Legal Liaison between the Executive Board and the Society's retained legal counsel. The President may serve in this capacity if approved by the Executive Board. The Legal Liaison shall be the individual who transmits all requests and information from the Executive Board to the Society's retained legal counsel and reports on all matters and recommendations from counsel to the Board.
- (d) The term of appointment of Committee chairpersons and committee members shall be one year unless otherwise specified in the

By-Laws. A committee member or chairperson may be reappointed and may serve on the same committee for a maximum of five (5) consecutive years.

- (e) With the resignation of any Committee Chairperson of the Society (except for the Awards Committee Chairperson as provided in Article XII, Section 2 [f]), the President of the Society will designate a new Committee Chairman within 30 days. The appointment of the new Committee Chairman will be submitted to the Executive Board of the Society for approval.

**Section 2. STANDING COMMITTEES**

(a) *Membership Committee*

The Committee shall evaluate and approve, subject to review by the Executive Board, applications of prospective members and applications for Chapter affiliation.

(b) *Program Committee*

The primary responsibility of this Committee is to plan the Annual Meeting. The membership of the Committee will consist of the past, current and next year's chairperson of the Annual Meeting plus two additional individuals. The chairperson of the Committee will be the chairperson of the current year Annual Meeting. The President-elect will appoint the chairperson for the next year's Annual Meeting.

(c) *By-Laws Committee*

By-Laws changes shall be referred to this Committee which shall act promptly with appropriate recommendations to the Executive Board.

(d) *Publications Committee*

This Committee is responsible for the Society's publications.

1. Publications which are the sole responsibility of the Society.

The Committee will select, subject to approval by the Executive Board, members of editorial boards for the Society's publications. The Committee will insure that the Society is the copyright owner of its publications.

2. Publications undertaken jointly with other groups.

The Committee will serve as the liaison body with such other groups. It will appoint Society representatives to the editorial boards or staffs as required subject to approval by the Executive Board.

(e) *Nominating Committee*

The immediate past President will serve as Chairman of the Nominating Committee. If the past President is unable to serve, the Executive Board will appoint a member (exclusive of the Executive Board) to serve as Chairman. The Chairman of the Nominating Committee will appoint and

submit to the Executive Board within 30 days of assuming office the names of four other members. Each of the five members of the Nominating Committee shall be drawn from a different Chapter. Three months prior to the Annual Meeting of the Society, the Committee shall invite the membership to submit names of potential candidates for consideration. The Committee shall submit nominations, having determined that each nominee will serve and fulfill his duties if elected for the office of President-elect, Secretary, Treasurer, and two at-large Executive Board members to the membership in accordance with the provisions of Article XI.

(f) *Awards Committee*

The Awards Committee will be responsible for the selection of the recipients of all Awards presented by the Society, with the exception of any Award(s) based on abstracts submitted to the Society's Annual Meeting. The Award(s) designating the best abstract submitted to the Society's Annual meeting for a given year will be chosen by the Abstracts Committee for that Annual Meeting.

1. The Awards Committee will consist of a Chairman, Vice Chairman and at least three (3) additional members.

2. The Vice Chairman proposed for appointment shall agree to serve one (1) year as Vice Chairman and will then automatically succeed to the position of Chairman of the Awards Committee for the term of the following Society year.

3. The Vice Chairman of the Awards Committee is proposed by the incoming President-elect of the Society at least 30 days prior to assuming office. The remaining three (3) committee members are appointed by the chairman within 30 days of assuming office with the advice and consent of the President.

4. If the Chairman is unable to complete his or her term of office, the position will be assumed by the Vice Chairman of the Awards Committee. The President-elect of the Society will then appoint one of the other Awards Committee members to become Vice Chairman for the remainder of the Society year. The President, with the advice and consent of the new committee Chairman, will then appoint a replacement committee member. In the event that no committee member agrees to serve as Vice Chairman of the Awards Committee (and Chairman for subsequent year), the President-elect will appoint another Society member as Vice Chairman with the approval of the Executive Board.

(g) *Governmental Affairs Committee*

The main function of this Committee is to keep informed of proposed legislation, to formulate the Society's position, subject to review by the Executive Board and to communicate this position to the membership and to Governmental Agencies.

(h) *Education Committee*

The primary responsibility of the committee is to plan and coordinate the continuing education program of the Society. The membership of the Committee will consist of a chairperson plus at least four additional members.

(i) *Long Range Planning Committee*

The primary responsibility of this committee is to create and update a five-year plan for the Society that ensures and enhances the long term interests of the Society.

1. The Long Range Planning Committee will consist of four (4) members each of the four appointed members shall have had at least one year of membership in the Society in order to be appointed to this committee.
2. Each of the four appointed members shall have had at least one year experience on the Executive Board in order to be appointed to this committee.
3. The Chairperson of this committee will be appointed by the President, cannot be the President, Treasurer or Immediate Past President, and must have at least one year of experience on the Executive Board and one year experience on the Long Range Planning Committee.
4. No member can serve on the Long Range Planning Committee for more than five consecutive years.
5. A five year plan will be submitted annually to the Executive Board. The plan must include an estimated budget for the five years.

(j) *Finance Committee*

1. The membership of the Finance Committee shall consist of the President, President-elect, and Treasurer (all ex-officio), and four (4) other members, none of which may be an officer and each of these serving a term of no more than three (3) consecutive years. One of these four members shall be Chairman and all four will be appointed by the President. The Executive Director shall be a non-voting consultant to the Committee.

2. The function of the Committee shall be:

- i. To review and make recommendations regarding fiscal policy to the Executive Board.
- ii. To review the financial impact of new programs and significant variances to the current year's budget and make

recommendations concerning them to the Executive Board.

iii. To review and make recommendations to the Executive Board concerning anticipated revenues and proposed expenditures for the budget of the next fiscal year.

iv. To make recommendations to the Executive Board concerning investment of Society funds.

v. To assure that the society's financial books and statements are annually reviewed by an outside agency for accuracy, conformity with generally applied accounting practices, and concordance with applicable governmental agency policies. The Committee will submit to the Executive Board a report of the findings of the review process.

(k) *Marketing Committee*

The primary responsibility of this Committee is to increase awareness of the Clinical Ligand Assay Society in the scientific community and effectively promote and publicize the benefits of membership in the Society. The Marketing Committee will consist of a Chairman and a member from each of the other Standing Committees who will act as liaisons between the activities of the committees. The Marketing Committee will coordinate the promotional activities of the Society.

*Section 3. AD HOC COMMITTEES*

The President may appoint ad hoc Committees charged with a specific task as deemed necessary.

*Section 4.*

The various Committees may have additional duties as determined from time to time by the Executive Board. All Committee chairmen will submit a yearly activity report at the last meeting of the Executive Board prior to the Annual Meeting of the membership.

**ARTICLE XIII (Clinical Ligand Assay Society Certification Board)**

*Section 1. PURPOSE*

The Clinical Ligand Assay Society will provide a process for certification in the specialties of radioassay and other ligand binding assays. The activities of the Certification Board will be autonomous of other CLAS activities.

The Certification Board shall be responsible to the Executive Board and will report its activities on a regular basis.

*Section 2. MEMBERSHIP*

The Clinical Ligand Assay Society Certification Board consists of at least five members. The chairman shall be nominated by the President and approved by the Executive Board and will serve at the will of the Executive Board. The other members shall be nominated by the Chairman of the Certification Board

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and will serve as approved by the Executive Board of the Society.

### **ARTICLE XIV (Amendments to By-Laws)**

#### *Section 1.*

Any member of the Society may propose a change in the By-Laws which will be referred to the By-Laws Committee. Such Committee will consider and recommend to the Executive Board approval or disapproval. The Executive Board will approve by majority vote, disapprove or refer such changes back to the By-Laws Committee. If approved by the Executive Board, the proposed By-Laws change will be submitted to the Membership by mail in accordance with Article X, Section 3.

### **ARTICLE XV (Termination of Society, Disposition of Records and Monies)**

#### *Section 1.*

In the event that this Society ceases to exist, all minutes, books and pertinent documents and materials will be donated to the National Archives for their disposition.

#### *Section 2.*

All monies in the Treasury after payment of all outstanding debts will be contributed to a non-profit scientific organization as directed by the Executive Board.

### **ARTICLE XVI (Contracts and Services)**

The Executive Board and officers may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Society, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Society, notwithstanding that they may also be acting as individuals, or as agents for other persons or corporations, or may be interested in the same matters; provided, however, that any contract, transaction or act on behalf of the Society in which the Executive Board or officers are personally interested shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation and statutes; and provided further that no contract, transaction or act shall be taken on behalf of the Society if such contract, transaction or act is a prohibited transaction or would result in the denial of the tax exemption under any provision of the Internal Revenue Code and the Regulations as they now exist, or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the Executive Board or officers be obligated to inquire into the authority of the Executive Board and officers to enter into and consummate any contract, transaction or other action.

### **ARTICLE XVII (Prohibition Against Sharing in Corporate Earnings)**

No Executive Board member, officer or employee of or any member of committee of or person connected with the Society, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Society, provided that this shall not prevent the payment to any such person of such

reasonable compensation for services rendered to or for the Society in effecting any of its purposes as shall be fixed by the Executive Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Society. All Executive Board members of the Society shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Society, whether voluntary or involuntary, the assets of the Society, after all debts have been satisfied, then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Executive Board may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, scientific or educational organizations which would then qualify under the provisions of Section 501(c)(3) and 170(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE XVIII (Investments)**

The Society shall have the right to retain all or any part of the securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

### **ARTICLE XIX (Exempt Activities)**

Notwithstanding any other provision of these By-Laws, no Executive Board member, officer, employee or representative of the Society shall take any action or carry on any activity by or on behalf of the Society not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.