

**AMENDED AND RESTATED BYLAWS
OF
AMERICAN ASSOCIATION
OF MEDICAL DOSIMETRISTS**

Effective 07-09-2009

**ARTICLE I
GENERAL**

Section 1. **General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors and the Executive Director that serves in an ex-officio capacity. The Board may appoint an Executive Director with appropriate compensation to assist in handling the affairs of the Corporation.

Section 2. **Number, Tenure and Qualifications.** The number of directors of the Corporation shall be twelve (12) and shall consist of the President, President-elect, the Immediate Past President, the, Recording Secretary, Membership Secretary, Treasurer, and the six (6) Regional Directors. Each Director shall hold office until his tenure as an Officer or Regional Director expires and his successor shall have been elected and qualified. No person shall serve more than ten (10) consecutive years as a Director of the Corporation, exclusive of such periods during which a person is appointed to fill a vacancy as a Director. Directors need not be residents of the State of Oregon.

Section 3. **Election.** The Board of Directors shall consist of one (1) member from each of the six (6) geographical regions (each hereinafter referred to as the "Regional Director"), the President, the Immediate Past President, the President-Elect, Recording Secretary, Membership Secretary, and Treasurer of the Corporation. Each Regional Director of a region must be a resident of such region to be a Regional Director of such a region. A Regional Director who changes his or her residence to another region shall automatically be disqualified from being Regional Director. Except as provided below in these Bylaws, each Regional Director shall be elected by a plurality of members from that particular region who are entitled to vote and who cast ballots. The method of nominating candidates as Regional Directors shall be determined from time to time by resolution of the Board of Directors. The geographical regions shall be as follows:

Region I: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Washington, Utah, the Canadian Province of British Columbia, and Guam

Region II: Arkansas, Colorado, Iowa, Kansas, Louisiana, Minnesota, Missouri, Montana, Nebraska, New Mexico, North Dakota, Oklahoma, South Dakota, Texas, Wyoming, and the Canadian Provinces of Alberta, Saskatchewan, and Manitoba

- Region III: Illinois, Indiana, Kentucky, Michigan, Wisconsin, the Canadian Province of Ontario, and any foreign country but Canada
- Region IV: Connecticut, Maine, Massachusetts, New Jersey, New York, Rhode Island, Vermont, and the Canadian Provinces of Quebec, Nova Scotia, New Brunswick, Prince Edward Island, and Newfoundland
- Region V: Alabama, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, and Puerto Rico
- Region VI: Delaware, Maryland, Ohio, Pennsylvania, Virginia, West Virginia, Washington D.C.

Section 4. **Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately preceding, during, or immediately after, and at the same place as, the annual meeting of voting members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Oregon, for the holding of additional regular meetings without other notice than such resolution.

Section 5. **Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. **Notice.** Written notice of any special meeting of the Board of Directors shall be given at least two (2) days prior to the meeting by personal delivery, by mail, by telegram, or via facsimile transmission or other electronic transmission. Notice shall be deemed to be given when deposited in the United States mail addressed to the director, shall be deemed given when the telegram is delivered to the telegraph company, or shall be deemed given when successfully transmitted to the Director via facsimile or other electronic transmission. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. **Quorum.** A majority of the number of directors fixed by Section 2 of this Article I shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the directors present or a sole director present may adjourn the meeting from time to time without further notice.

Section 8. **Manner of Acting.** 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 of Directors, unless a different number is provided by law, the articles of incorporation or these Bylaws.

Section 9. **Vacancies.** Except as hereinafter provided, any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, or by a sole remaining director. Any directorship to be filled by reason of an increase in the number of directors of the Corporation may be filled by the affirmative vote of a majority of the number of directors fixed by the Bylaws prior to such increase. Any such directorship not so filled by the directors shall be filled by election at the next annual meeting of voting members or at a special meeting of the voting members for that purpose. A director elected to fill a vacancy shall be elected to serve until the expiration of the term of the Director whom he replaces and until his successor shall be elected.

Section 10. **Compensation.** By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, or may be paid a fixed sum for attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 11. **Transactions with Directors.** Except as otherwise provided by law, any contract or other transaction or determination contemplated or entered into in which the Corporation and one or more of its directors are interested, shall be valid notwithstanding the presence or participation of such director or directors in a meeting of the Board of Directors which acts upon or in reference to such contract, transaction or determination if the fact of such interest shall be disclosed or known to the Board of Directors and it shall authorize or approve such contract, transaction or determination by vote of a majority of the disinterested directors present and entitled to vote. Such interested director or directors may be counted in determining whether a quorum is present at any such meeting, but shall not be entitled to vote on such contract, transaction or determination, and shall not be counted among the directors present for purposes of determining the number of directors constituting the majority necessary to any such vote. If not authorized or approved by a majority of the disinterested directors as provided above, such contract, transaction or determination shall nevertheless be valid if ratified or approved by a vote of the voting members. Such interested director or directors shall not be disqualified from voting as voting members for ratification or approval of such contract, transaction or determination. This Section shall not invalidate any contract, transaction or determination which would otherwise be valid under applicable law.

Section 12. **Removal.** All or any number of directors may be removed as allowed by the Oregon Nonprofit Corporation Act. For directors elected after June 29, 2003, to the extent permitted under the Oregon Nonprofit Corporation Act, any director missing more than three (3) assemblies of the Board of Directors in any one (1) year period, such Director may be removed upon the affirmative vote by a majority of the Directors for such removal.

Section 13. **Telephonic Meetings.** The Board of Directors, or any committee appointed by the Board of Directors, may permit any or all Directors or committee members, as the case may be, to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors or committee members participating may simultaneously hear each other during the meeting. A Director or committee member, as the case may be, participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE II

MEMBERS

Section 1. **Classes.** Membership classes shall consist of: Full Members, Professional Associate Members, Student Members, Honorary Members, Retired Members and Corporate Members (collectively "members").

All classes of members shall be entitled to all the rights and privileges of the Corporation, except that: (a) only qualified Full Members as defined in Article I Section 2 may hold office (b) only Full Members may vote and (c) only Full Members and Professional Associate Members may serve on a standing or ad hoc committee.

Section 2. **Application.** A candidate for Full Member, Professional Associate Member, Student Member, Retired Member, and Corporate Member status shall submit an application to the membership committee. An affirmative vote of a majority of the membership committee present at a meeting is required for approval of such application. The Board of Directors may from time to time by resolution establish a different method of approving applications.

Section 3. **Full Members.** Full Members shall be individuals who are certified by the Medical Dosimetry Certification Board.

Section 4. **Professional Associate Member:** Professional Associate Members shall be individuals who are interested in the field of medical dosimetry, but who are ineligible to be a Full Member. This includes, but is not limited to, non-CMD Medical Dosimetrists, Radiation Oncologists, Medical Physicists and Radiation Therapists. They shall have all the obligations, rights, and privileges of a Full Member except the right to vote or hold office. They may serve on a standing or ad hoc committee.

Section 5. **Honorary Members.** Honorary Members shall be individuals who have rendered outstanding service in the field of medical dosimetry. Nominations for Honorary Members may be made by any member of the membership committee. Nominations must be written and must detail the individual's qualifications and contributions. The membership committee shall present the nomination to the Board of Directors. An affirmative vote of three-fourths of the Board of Directors is necessary for election to the classification of honorary member. They shall pay no dues, and shall have all the obligations, rights and privileges of Full Members except the right to vote, hold office, or serve on a standing or ad

hoc committee; however, they may, and are encouraged to serve in an advisory capacity to committees.

Section 6. **Retired Member:** Retired Members shall be members in good standing who are fifty-five (55) years of age or older and have been an AAMD member for at least 10 years who request the membership committee to change their membership class to that of Retired Member. Retired members must apply for change of classification if returning to the workforce. They shall have all the obligations, rights and privileges of Full Members except the right to vote, hold office, or serve on a standing or ad hoc committee; however, they may, and are encouraged to serve in an advisory capacity to committees.

Section 7. **Corporate Members.** Corporate Members are corporations, or other business entities, who are interested in the field of medical dosimetry and the Corporation's involvement therein. They shall have all the obligations, rights and privileges of Full Members except the right to vote, hold office, or serve on a standing or ad hoc committee; however, they may, and are encouraged to serve in an advisory capacity to committees.

Section 8. **Student Members.** Student Members shall be individuals who are full-time students enrolled in a medical dosimetry program which is accredited by an organization recognized by the Corporation. Student membership status shall extend for such time as the individual continuously remains enrolled in the medical dosimetry program recognized by the Corporation, but not to exceed a period of two (2) years. The application fee for student membership to the Corporation shall be waived during the period which they remain Student Members. They shall have all the obligations, rights and privileges of Full Members except the right to vote, hold office, or serve on a standing or ad hoc committee; however, they may, and are encouraged to serve in an advisory capacity to committees.

Section 9. **Change of Membership Class.** Any member wishing to change his membership class status shall be allowed to do so upon qualification and the affirmative vote of a majority of the membership committee. If a change in membership class is rejected by the membership committee, the member may file a written protest with the Membership Secretary within fifteen (15) days of notification of such rejection. In the event a protest is so filed, the Board of Directors shall review the member's protest and make a final determination. Such determination by the Board of Directors shall be final and binding on all parties.

Section 10. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in this corporation. Such certificates shall be signed by the President and the Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of this corporation by the Secretary. If any certificate becomes lost, mutilated or destroyed, a new certificate may be issued upon such terms and conditions as the Board of Directors may determine.

Section 11. **Termination of Membership.** The Board of Directors, by a majority vote, may suspend or expel a member of any class for cause. If a member is suspended or expelled, such member may make a written request for reconsideration of suspension or expulsion with the Membership Secretary within fifteen (15) days after notification of

suspension or expulsion. Upon receipt of a request for reconsideration, the Board of Directors shall reconsider the suspension or expulsion and may, by a majority vote, reinstate such member to their membership class upon such terms and conditions as the Board of Directors deems appropriate.

Section 12. **Resignation.** Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of obligations, financial or otherwise, owed to the Corporation.

Section 13. **Membership Committee.** The membership committee shall consist of two (2) Membership Committee Chairpersons, a Membership Secretary, and committee members as determined necessary by the Membership Chairperson. Applications for membership will be evaluated by the committee chairperson and no more than four (4) other committee members. Powers of the membership committee and other provisions governing such committee shall be determined from time to time by resolution of the Board of Directors.

ARTICLE III

MEETING OF MEMBERS

Section 1. **Annual Meeting.** An annual meeting of the members shall be held on such date and time as the Board of Directors shall determine for the purpose of transaction such business as may come before the meeting.

Section 2. **Special Meeting.** Special meetings of members may be called by the Board of Directors, the President, or not less than one-twentieth of the members.

Section 3. **Place of Meeting.** The place of each meeting of the members shall be determined by the Board of Directors.

Section 4. **Notice of Meetings.** Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member, not less than thirty (30) nor more than sixty (60) days before the date of such meeting by the Membership Secretary or designee. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of this Corporation, with postage thereon prepaid.

Section 5. **Fixing of Record Date.** For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may establish a record date not to exceed, in any case, seventy (70) days before the meeting or action requiring the determination of members. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, ten (10) days prior to the date on which notice of the meeting is mailed shall be the record date for such

determination of members. When a determination of members entitled to vote at any meeting of members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

Section 6. **Quorum.** The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. **Action by Members.** If a quorum is present, the affirmative vote of a plurality of the votes which may be cast at any meeting shall be the act of members, unless the vote of a greater or lesser number is required by law, the articles of incorporation, or these Bylaws.

Section 8. **Proxies.** At any meeting of members, a member entitled to vote may vote only in person and not by proxy.

Section 9. **Rules.** Robert's Rules of Order shall govern the conduct of all meetings of the members.

ARTICLE IV

DUES AND SUBSCRIPTIONS

Section 1. **Dues.** Annual dues of members shall be payable to the American Association of Medical Dosimetrists and shall be sent to an agency acting on the Association's behalf to carry out membership administrative services as designated from time to time by the Board of Directors. The Board of Directors shall determine the annual dues for each class of membership. Any member who fails to pay his dues by the deadline shall receive a final notice of nonpayment. If a member fails to pay the current years' dues by the deadline a late fee will be assessed.

Section 2. **Members in Good Standing.** Members in good standing shall be those members who have paid their dues by the deadline established by the Board of Directors. No member who is in arrears for dues may vote or hold a position on any committee or receive reports of any actions of the Corporation. It is the responsibility of the Committee Chairperson to check on member status.

Section 3. **Subscription.** Payment of the annual dues shall cover the subscription cost of the newsletter or journal for the Corporation until such time as the Board of Directors decide this is economically unfeasible.

ARTICLE V

COMMITTEES

Section 1. **Executive Committee Designation.** The Board of Directors may from time to time appoint an executive committee which shall consist of the President, President-elect, Immediate Past President, Recording Secretary, Treasurer and one Regional Director of the Corporation and the Executive Director, who serves in an ex-officio capacity. The Regional Director serving on the executive committee shall be appointed by the Board of Directors annually and the term of committee membership is effective August 1st of each year. The designation of an executive committee shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by law. No member of the executive committee shall continue to be a member thereof after he ceases to be a director of the Corporation. The Board of Directors shall have the power at any time to increase or decrease the number of members of the executive committee, to fill vacancies thereon, to change any member thereof, and to change the committee functions and responsibilities or terminate the existence thereof.

Section 2. **Powers.** During the interval between meetings of the Board of Directors, and subject of such limitations as may be imposed by resolution of the Board of Directors, the executive committee may have and may exercise all the authority of the Board of Directors in the management of the Corporation to the fullest extent allowed by the Oregon Nonprofit Corporation Act, provided that no such committee shall have the authority of the Board of Directors in reference to amending the Articles of Incorporation adopting a plan of merger or consolidation; recommending to the voting members the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of the Corporation; recommending to the voting members a voluntary dissolution of the Corporation or a revocation thereof; or amending the Bylaws of the Corporation.

Section 3. **Procedure, Meetings, Quorum.** The chairperson of the executive committee shall be the President of the Corporation. The Recording Secretary of the Corporation shall be ex officio secretary of the executive committee. The chairperson shall preside at all meetings of the executive committee. The secretary of the executive committee shall keep a record of its acts and proceedings. Regular meetings of the executive committee, of which no notice shall be necessary, shall be held on such days and at such places as shall be fixed by resolution adopted by the committee. Special meetings of the executive committee shall be called at the request of the President or of any member of the committee, and shall be held upon such notice as is required by these Bylaws for special meetings of the Board of Directors, provided that notice by word of mouth or telephone shall be sufficient if received in the city where the meeting is to be held not later than the day immediately preceding the day of the meeting. Attendance of any member of the executive committee at a meeting shall constitute a waiver of notice of such meeting. A majority of the executive committee, from time to time, shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the members present at meeting at which a quorum is present shall be the act of the committee. Any action which may be taken at a meeting of the executive committee may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all members of the committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as unanimous vote of the committee. The Board of

Directors may vote to the members of the executive committee a reasonable fee as compensation for attendance at meetings of the committee.

Section 4. **Other Committees.** Subject to applicable law, and the provisions of the Articles of Incorporation and Bylaws of the Corporation, the Board of Directors may appoint such other committees including but not limited to a administrative conference committee, awards committee, bylaws committee, directed journal reading, editor in chief, education committee, finance committee, government relations committee, historian, human relations committee, information technology committee, job listing service, membership committee, nominations committee, protocol and ethics committee, public relations committee and writing competition, as may be necessary from time to time, consisting of such persons and having such powers as the Board of Directors may designate. Such other committees shall continue in existence at the pleasure of the Board of Directors. Committee chairpersons shall be appointed by the Board of Directors and shall serve for a period of two (2) years or until a successor or replacement has been duly appointed by the Board of Directors. Committee chairpersons may be reinstated for additional terms after the expiration of their appointed term as committee chairperson.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. **Number.** The officers of the Corporation shall be the President, President-elect, Immediate Past President, Treasurer, Membership Secretary and the Recording Secretary. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The President is prohibited from holding another office concurrently while any other individual may hold multiple Director positions.

Section 2. **Election and Term of Office.** Nominations for President-Elect, Recording Secretary, Membership Secretary, Treasurer, and Regional Directors shall be solicited, reviewed and approved by the nominating committee with the concurrence of the Board of Directors. Any member may submit a name for nomination. The nominating committee will contact the nominee and obtain their consent and verify their eligibility with the Membership Secretary. If the candidate is eligible, the appropriate forms will be forwarded to the candidate. The candidate should include a C.V. with the completed forms to the nominating chairpersons or his appointee. Nominations shall be open from the end of the annual meeting for the immediately preceding year until the following January 1st (the "Nomination Deadline"); any nominations or supporting documentation of a nominee (e.g., C.V., employer letter, etc.) received by the Corporation after the Nomination Deadline will not be accepted by the Corporation and shall not be effective. After the Nomination Deadline, a nominee cannot change the position for which he or she has been nominated.

All candidates for President-Elect, Recording Secretary, Membership Secretary, Treasurer and Regional Director must be Full Members in good standing. All candidates are to be primarily and professionally employed in a position that directly relates to medical

dosimetry and does not pose a conflict of interest. All candidates for the office of President-Elect and Treasurer must have current or previous service as a Director for the Corporation.

Except as otherwise provided herein, elections of the President-Elect, Treasurer, Membership Secretary, Recording Secretary, and Regional Directors shall be by ballots mailed by general mailing to the Full Members who are the only members with voting rights. All ballots shall be dated and postmarked no later than seventy (70) days prior to the annual meeting. Notwithstanding anything to the contrary, in the event there is only one candidate for an officer position or director position (i.e., the candidate is unopposed), the Corporation shall not be required to and shall not mail ballots concerning such election(s).

In the event of a lack of nominations for a particular office, it is the responsibility of the Board of Directors to appoint someone for office after the Nomination Deadline but before the annual meeting.

Officers shall be elected by plurality of members entitled to vote who cast ballots.

Regional Directors shall be elected by a plurality of members from that particular region who are entitled to vote and who cast ballots.

The Officers and Regional Directors shall be elected for a three (3) year term commencing on August 1st the year in which they are elected, and extending until their term expires or until his death or until he resigns or has been removed in the manner provided in the Bylaws.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors, as allowed by the Oregon Nonprofit Corporation Act, whenever in its judgment the best of interests of the Corporation should be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive, financial and accounting officer of the Corporation and shall be in general charge of its business affairs, subject to the control of the Board of Directors. He shall preside at all meetings of the members and directors. He shall be authorized to execute on behalf of the Corporation all contracts, agreements, and other instruments. The President shall from time to time report to the Board of Directors all matters within his knowledge affecting the Corporation which should be brought to the attention of the Board of Directors. The President shall perform such other duties as may be required of him by the Board of Directors. The term of office of the President shall be one (1) year.

Section 6. **Secretary.** The Corporation shall have a Recording Secretary and Membership Secretary. Each such Secretary will have a voting right on the Board of Directors. The Recording Secretary shall keep the minutes of meetings of the directors and members, and shall forward these to the AAMD administrative office. The Recording Secretary will supervise any secretarial duties of the Corporation which may be performed by another organization under contract.

Section 7. **Treasurer.** The Treasurer shall supervise all financial transactions of the corporation and will have voting rights on the Board of Directors.

Section 8. **Salaries.** The salaries of the officers shall be fixed from time to time by the Board of Directors after consultation with the Corporation's legal and accounting advisers. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

Section 9. **Other Reimbursements.** By a simple majority vote of the Board of Directors or executive committee, members may be designated to attend meetings from time to time and may be reimbursed for their expenses incurred by attending such meetings.

Reimbursement for travel shall be for the purpose of conducting official business of the Corporation. The use of such funds shall be determined by the Board of Directors or executive committee and may be used for the Board of Directors or executive committee or any person designated by the Board of Directors or executive committee.

Section 10. **Immediate Past President.** Each President of the Corporation shall remain on the Board of Directors with full voting rights for a period of one (1) year immediately after his or her term of office as President. The past President whose term of office has most recently expired shall be known as the Immediate Past President.

ARTICLE VII

GENERAL PROVISIONS

Section 1. **Records.** The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. All such books, records, and accounts shall be kept at such place as may be fixed by the Board of Directors from time to time, except as otherwise provided by law.

Section 2. **Inspection of Books and Records.** All books, records and accounts of the Corporation shall be open to inspection by any director during regular business hours.

Section 3. **Execution of Documents.** The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors,

no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 4. **Fiscal Year.** The fiscal year of the Corporation shall begin on October 1st and end on September 30th the following year.

Section 5. **Seal.** The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of its incorporation.

ARTICLE VIII

ACTION WITHOUT A MEETING

Any action which is required or permitted to be taken by directors or voting members at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the voting members or directors entitled to vote on the matter. Such consent, which shall have the same effect as a unanimous vote of the voting members or directors, shall be filed with the minutes of the Corporation.

ARTICLE IX

AMENDMENTS

These Bylaws may be altered, amended or replaced and new bylaws may be adopted by the Board of Directors at any regular or special meeting.