

BYLAWS
THE AMERICAN COLLEGE OF MEDICAL TOXICOLOGY, INC.

ARTICLE I
NAME, OFFICES

Section 1 - 1. Name.

The name of the corporation is: The American College of Medical Toxicology, Inc. (hereinafter "Corporation" or "College").

Section 1 - 2. Offices.

The Corporation may have such offices as the affairs of the Corporation may require. The principal office may be changed by action of the Board of Directors.

ARTICLE II
PURPOSE

The purpose of the corporation is to operate as a non-profit organization to advance the science, study and practice of medical toxicology by fostering the development of medical toxicology in its provision of emergency, consultation, forensic, legal, community and industrial services; and by otherwise striving to advance and elevate the science, study and practice of medical toxicology.

This corporation is a non-profit organization. No member of the Board shall receive or derive any profit from the operation of the Board and no part of the net income for this Board shall now or hereafter inure to the benefit of any member. This organization will not be involved in authorizing or designating any political lobby action.

ARTICLE III
MEMBERSHIP CATEGORIES

Section 3 - 1. Membership Categories.

In order to be a Member in any of the following categories, the potential Member must comply with the ethical standards established in the Code of Ethics approved by the membership.

Member: Members of the American College of Medical Toxicology shall be physicians who have

(1) Been certified in the subspecialty of Medical Toxicology by the American Board of Emergency Medicine (ABEM), the American Board of Pediatrics, the American Board of Preventive Medicine, or

(2) Completed a two-year medical toxicology fellowship accredited by the Accreditation Council for Graduate Medical Education (ACGME) and received the Certificate of Added Qualifications in Medical Toxicology from the American Osteopathic Board of Emergency Medicine (AOBEM), or

(3) Been certified by the former American Board of Medical Toxicology.

(4) Physicians who are permanent United States residents, are actively practicing medical toxicology in the United States, and who have successfully completed an ACGME-accredited medical toxicology fellowship in the United States, but are ineligible to sit for the Medical Toxicology board certification exam because their primary residency training occurred in another country, can be admitted to full membership.

All members in good standing shall have the right to vote, and be eligible to be Directors and Officers.

International Member: Physicians in countries outside the United States, who practice medical toxicology as a substantial portion of their professional activities, may be eligible for membership as International Members. Membership in the College is also available to physicians who live and practice Medical Toxicology in the United States who are prevented from taking the American Board of Medical Specialties (ABMS)- or AOBEM- approved Board-certification exam because some or all of their training was completed outside the United States.

Prospective International Members shall be approved by the Membership Committee. International Members shall enjoy all the privileges of membership except that they shall not have the right to vote or to hold office.

To be eligible for membership under this pathway, a candidate must demonstrate that:

(1) One of the following criteria are met:

(a) More than half of his/her practice of medical toxicology takes place outside the United States, or

(b) He/she is ineligible to take the ABMS or AOBEM board certification examinations because he/she completed either residency or fellowship training outside the United States, and

(2) He or she has completed a training program in a primary specialty equivalent to a residency training program in the United States, and

(3) He or she is actively engaged in the practice of Medical Toxicology.

Physicians who meet these requirements may apply to the Membership Committee, who shall grant or refuse membership.

Member Emeritus: Members of the College and/or of the American Board of Medical Toxicology in good standing for a minimum of twenty years total, and who have attained the age of 65, and have retired from the active practice of medical toxicology, on request of the member may be eligible for membership as Member Emeritus. Prospective Members Emeritus shall be approved by the Membership Committee. Members Emeritus shall enjoy all the privileges of membership except that they shall not have the right to vote or to hold office.

Associate Member: Physicians who have successfully completed a residency training program in a primary medical specialty, and who are enrolled in a training program in medical toxicology that has been approved by the ACGME, are eligible to become Associate Members. Associate membership eligibility is also extended to candidates who have completed such a fellowship program but who have not yet passed or not eligible to take the ABMS-approved certification exam in Medical Toxicology. Associate Members passing the certifying exam will not be eligible for Associate Membership at the time of the College's next dues invoice cycle, but shall automatically become full Members upon payment of the appropriate dues. Associate Members shall pay reduced dues and shall enjoy all the privileges of membership except that they shall not have the right to vote or to hold office or become Fellows. Associate membership does not fulfill the membership commitment criteria used toward appointment as a Fellow of the College. Associate membership shall be limited to a maximum of six years after completion of fellowship training, unless an extension is approved by the Board.

Resident Member: Physicians who are currently enrolled in a training program in any medical specialty are eligible to become Resident Members. Resident members shall pay reduced dues and enjoy all of the privileges of membership except that they shall not have the right to vote, hold office or become Fellows. Resident membership will be limited by the duration of the individual's training program.

Medical Student Member: Medical students enrolled in a medical school are eligible to become Medical Student Members. These members shall pay reduced dues and enjoy all of the privileges of membership except that they shall not have the right to vote, hold office or become Fellows. Medical student membership will be limited by the duration of the individual's training program.

Affiliate Member Category: Either licensed physicians or non-physicians with an advanced-level degree or ABAT certification that either works in a field related to medical toxicology or has demonstrated significant interest in medical toxicology is eligible to apply for Affiliate membership. Affiliate members would enjoy all the privileges of membership, except that they shall not have the right to vote or to hold office or to become a Fellow of the College. Affiliate members shall be approved by the Membership Committee.

Section 3 - 2. Fellow.

Members, International Members, and Members Emeritus, of the American College of Medical Toxicology who have met additional criteria as established by vote of the membership and have been voted on and approved by the Board, shall be eligible to apply for designation, "Fellow of the American College of Medical Toxicology," and shall be entitled to use the title "F.A.C.M.T." At least once per year, the Board shall review submitted applications and determine which members qualify for the F.A.C.M.T. designation. A member whose selection for F.A.C.M.T. designation is denied by the membership committee or the Board may make a formal appeal, in writing, to the Board. If F.A.C.M.T. designation is still denied, the member may petition the Board to place an appeal on the agenda at the ACMT membership annual meeting. A simple majority of members present and voting at the annual meeting shall be required to override the Board.

Section 3 - 3. Membership/Tenure.

Except as otherwise provided by law, the Articles of Organization, these Bylaws, or the rules and regulations adopted by the corporation, a Member shall be a Member of the corporation until he/she dies, resigns, or is removed or becomes disqualified for membership. The corporation may by rules and procedures adopted by its Board of Directors suspend or remove Members from active corporate membership for failure to abide by the rules and regulations of the corporation.

Section 3 - 4. Resignation and Removal.

Any member may resign from active membership by delivering by mail or in person written notice of his or her intent to resign to the Board or any Director of the Board. Such notice shall be deemed delivered upon receipt by the Secretary to the Board or Board President. Such resignation shall be deemed effective upon the date designated within the notice of resignation or within ten (10) days of receipt.

A Member can be removed from the active membership or office for failure to meet membership requirements, on recommendation of the Membership Committee. Removal from membership requires a vote of two-thirds (2/3) of the Board of Directors. A member may be removed from active membership only after reasonable notice in person or by certified mail. The Secretary-Treasurer may automatically remove members from active membership for nonpayment of dues, as defined in Section 3-9, after reasonable notice of delinquent payment.

A Member can be removed from the active membership or office for failure to adhere to ethical standards established in a Code of Ethics approved by the membership (the "Code of Ethics"). Removal from membership requires a vote of two-thirds (2/3) of the Board of Directors. A Member can be censured for failure to adhere to the Code of Ethics by the Board of Directors. A Member who objects to such removal, or such censure, may petition the Board decision by asking to be placed on the agenda at the ACMT membership annual meeting in order to appeal directly to the members. A simple majority of the members present and voting at the annual meeting shall be sufficient to overturn the board decision and re-instate the Member or revoke the censure."

Section 3 - 5. Meetings.

The annual Members' meeting of the corporation shall be held at the time and place fixed by the Board. A meeting announcement shall be posted on the College's website and sent to each member as soon as possible, and at least 30 days prior to the scheduled meeting. Members shall receive at least thirty (30) days advance notice of the date chosen for the annual meeting and any special meeting. The meeting notice shall state the purpose or purposes of the meeting, the time, and the location and whether physical attendance shall be required for voting.

Special meetings or meetings in lieu of annual meeting may be noticed at any time by the President of the Board or the Secretary of the Board or their delegates utilizing the same mechanism of notification. A special meeting may be noticed by requests submitted by 1/5 of the active membership.

Section 3 - 6. Notices.

It is the duty of each member to provide the College with current and valid electronic mail (email) and U.S. Mail addresses, and may provide an additional address for commercial express

mail deliveries. The College shall deliver all notices via electronic mail, and deem delivery completed unless it is notified, either by the member's email system or otherwise, that the email message could not be delivered. Electronic confirmation of delivery shall only be required in the case of notices required under Sections 3-4 or 4-3, and for special meetings of the Board called under section 4-4. If a message could not be successfully delivered by email, the College shall send a duplicate message via first class U.S. Mail or commercial express mail carrier to the mailing address in its records. Delivery confirmation shall only be required for notices required under sections 3-4 and 4-3, and for special meetings of the Board called under section 4-4. Notices to delinquent members may be mailed at the Board's option.

Notice may be waived in writing either before or after the meeting date and a Member's attendance at a meeting shall constitute waiver of the notice requirements, unless such member in attendance gives written notice to the Board that his or her attendance at the meeting is for the purpose of objecting to the meeting and the transaction of meeting business for nonadherence to the notice provisions.

Section 3 - 7. Quorum, Voting and Action.

Twenty percent (20%) of voting Members of the corporation shall constitute a quorum for the transaction of business at any meeting or electronic balloting of the corporation. All business will be conducted in accordance with the revised Roberts Rules of Order. A meeting can be adjourned upon a majority vote of voting Members in attendance whether or not a quorum exists. Each Member shall have one vote. The election of Directors may be by written or electronic ballot.

Unless otherwise stated in the meeting notice, a Member may vote by written proxy delivered by mail or electronically to the Secretary (or his or her delegate) of the Board prior to the meeting date. The Secretary/Treasurer shall determine by telephone, email, or by letter the verification of each proxy and report to the Board the number, manner, and rules utilized to accept and verify proxies at each required instance.

Except where required by law, the Bylaws, or the Articles of Organization, the action of a majority of the Members of the corporation at a duly constituted meeting wherein a quorum is present shall constitute the action of the corporation. The Secretary shall record the vote and the matter decided in the records of the corporation.

Section 3 - 8. Special Action.

Notwithstanding anything to the contrary in these Bylaws, any action to be taken by Members of the Corporation may be taken without a meeting by the written consent of a majority of the Members entitled to vote at a meeting. Such written consent in lieu of meeting shall be filed with the Board within a time frame designated in the Boards' notice to members of written consents in lieu of a meeting. Such written consent shall incorporate the matters to be voted upon by mail in lieu of meeting and the delivery of such consent to the Board shall constitute a Member's vote on the matters.

Section 3 - 9. Membership Dues.

The Board of Directors shall set a system of annual dues for membership in the corporation. Such dues shall be used for the general purposes of the corporation. An individual will be considered delinquent with regard to dues if payment has not been effected by January 1st

of the current dues year. The Secretary-Treasurer shall notify and review delinquent members annually and shall present to the Board of Directors recommendations for removal or reinstatement of delinquent members.

Members whose dues are delinquent are not eligible for member discounts including meeting registrations. Members who are delinquent for at least 3 months shall not have the right to vote, hold office, or claim FACMT status until payment has been received.

Members whose dues are delinquent for at least 24 months shall be removed from membership.

Assessments may be levied on the recommendation of the Executive Committee with the approval of the majority of the voting members. Individual dues may be waived at the discretion of the Executive Committee and/or the Board.

ARTICLE IV BOARD OF DIRECTORS

Section 4 - 1. Directors.

The conduct and management of the affairs of the corporation shall be vested in its Board of Directors. There shall be 12 directors. Directors shall be elected by the Members of the corporation at a meeting called for such purpose, at a special meeting to fill vacancies, or by written or electronic consent in lieu of such meeting.

Directors shall serve three (3) year terms with one-third (1/3) of all directors being elected each year. No director shall serve more than two (2) consecutive terms or a total of more than twelve (12) non-consecutive years unless such provisions(s) is waived by a two-thirds (2/3) vote of all voting members. Those years served as an Executive will not be considered in these calculations. When a Director position becomes vacant, either because of resignation, death, or promotion of the Director to an Executive office, a special election will be held to fill the remainder of the term for that position. A member who is elected to fill a Director position mid-term may complete that term and serve up to two (2) additional consecutive terms. The Executive Director shall serve *Ex Officio* as a member of the Board, but shall not have the right to vote or hold office.

Section 4 - 2. Resignation and Removal.

The director may resign by delivering written notice of resignation to the Board of Directors in the manner provided for Member's resignation under Section 3 - 3.

A Director may be removed from office by a vote of two-thirds (2/3) of the Directors or by a vote of two-thirds of the voting Members of the corporations. A Director must receive reasonable notice of the proposal to remove from office and an opportunity to be heard by the body voting on the proposal.

Section 4 - 3. Meetings.

If a quorum of the Directors is present immediately prior to each annual meeting of Members, or the Special meeting held in lieu thereof, and at the place thereof, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present at

such meeting, or if present do not proceed to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board of Directors, and no notice need be given of regular meetings held at times and places so fixed, provided, however that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of Members, or the special meeting held in lieu thereof, and that if at any meeting of Directors at which a resolution is adopted fixing the time or place or places for any regular meetings, any Director is absent, no meeting shall be held pursuant to such resolution until either such absent Director has in writing (including electronic mail) approved the resolution or seven days have elapsed after a copy of the resolution certified by the Secretary/Treasurer has been delivered to the Director using the procedures specified in section 3-6. Special meetings of the Directors may be called by the President at the place designated in the call thereof.

Section 4 - 4. Notices.

Notice of regular meetings of the Board of Directors shall be posted on the College's website as soon as possible, and at least 30 days prior to the scheduled meeting. Additional notice need not be given unless the time or place of such meeting is other than that established in the standing resolution providing for such meetings. These notices will be given by utilizing the procedures specified in section 3-6.

Notices of any special meeting of the Directors shall be given by the Secretary/Treasurer to each Director, utilizing the procedures specified in section 3-6. If the Secretary/Treasurer refuses or neglects for more than twenty-four (24) hours after receipt of the call to give notice of such special meeting, or if the office of Secretary/Treasurer is vacant or the Secretary/Treasurer is absent, or incapacitated, such notice may be given by the officer or one of the directors calling the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meetings, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A notice or waiver of notice of a Director's meeting need not specify the purposes of the meeting.

Section 4 - 5. Quorum, Voting and Action.

Fifty (50%) percent or more of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Directors, provided that less than such quorum shall have power to adjourn the meeting from time to time. The action of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall constitute the action of the Board of Directors, except where a different vote is required by law, the Articles of Organization, or these Bylaws. No proxies shall be permitted.

Any action to be taken by the Board of Directors may be taken without a meeting if all the Directors entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 4 - 6. Remuneration and Reimbursement.

Directors shall serve without remuneration, except that honoraria may be paid to

Directors in connection with special projects when they have been requested and approved by the President. But such honoraria will be determined at the discretion of the Directors and will be at the same rate and under the same conditions as those paid to non- Directors for similar services rendered to the Board.

Directors shall be entitled to reimbursement for expenses incurred in the conduct of the Board's affairs and expenses incident to travel, only when such expenses have been approved by the Board of Directors or the Executive Committee and according to the College's Travel Policy and Guidelines then in effect. The Executive Committee shall prescribe the form in which the Directors' statements for reimbursement shall be presented.

ARTICLES V OFFICERS

Section 5 - 1. Officers.

The officers of the Board shall be the President, the Vice-President, the Secretary/Treasurer, the Past President and such other officers as may from time be determined by the Directors. The President and Vice-President shall be elected by the Directors from those Members currently serving on the Board of Directors. The Secretary-Treasurer shall also be elected by the Directors, but may be chosen from those Members who are currently serving, or had formerly served, on the Board of Directors.

Section 5 - 2. Election.

The President and Vice-President of the Board shall be elected for two-year terms by the Directors at their first meeting following the annual meeting of the Members or the special meeting in lieu thereof. The Secretary-Treasurer shall be subsequently elected at the following mid-winter meeting of the Board. Other officers may be chosen by the Directors at such meeting or at any other meeting. Officers shall assume office immediately following said meeting and shall hold office until the first meeting of the Directors following the annual meeting of Members two years hence or the special meeting held in lieu thereof, and thereafter until their successors are chosen and qualified.

Section 5 - 3. Resignation and Removal.

Any officer may resign by delivering his written resignation to the Board at its principal office or to the President or Secretary/Treasurer, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

An officer may be removed from office at any time with cause by a two-thirds vote of the Directors. An officer may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove him.

Section 5 - 4. President.

The President shall be the principal officer of the Board and shall in general supervise and conduct all of the business and affairs of the Board. He/she shall preside at all meetings of the Board and the Board of Directors, and shall be a member of the standing committees of the Board. He/she shall appoint committee chairperson. He/she shall conduct correspondence; supervise the maintenance and use of all property of the Board; employ and discharge

employees, if any; and present the annual budget to the Board of Directors at its annual meeting or at any other meeting.

Section 5 - 5. Vice-President.

In the absence or disability of the President, the Vice-President shall perform the duties of the President and when so acting shall have all of the powers of the President. He/she shall perform such other duties as may from time to time be assigned to him by the Board.

Section 5 -6. Secretary/Treasurer.

The Secretary/Treasurer shall prepare minutes and record in books kept for the purpose of all votes and proceedings of the Members and of the Directors at their meetings; shall keep accurate records of existing Members; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Board; shall deposit all funds and other valuable effects in the name and to the credit of the corporation in such depositories as shall be designated by the Directors; shall disburse the funds of the corporation as shall be ordered by the Directors, taking proper vouchers for such disbursements; and shall promptly render such accounts, statements and reports as may from time to time be required by the Directors or the President. The Secretary/Treasurer may be assisted in these actions by a management company retained by the corporation at the approval of the Board. In the absence of the President and the Vice-President, the Secretary/Treasurer shall preside at meetings of the Members or Directors.

Section 5 - 7. Past President

The Past President shall serve to provide transition and consultation, and shall be a member of the Executive Committee. The Immediate Past-President shall assume this office immediately after their term as President is complete. The Past President will not be a voting member of the Board. The Past President shall serve in this appointed position for a period of two (2) years.

ARTICLE VI COMMITTEES

Section 6 - 1. Committees.

The Board of Directors shall have the following standing committees; the Executive Committee, the Membership Committee, the Education Committee, and the Nominating Committee. The President may from time to time, designate and appoint by resolution one or more ad-hoc committees. The Directors may also, from time to time, designate and appoint or dissolve by resolution one or more permanent committees. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these Bylaws for the Directors.

Section 6 - 2. Executive Committee.

The Executive Committee shall consist of the Past President, President, Vice-President and Secretary/Treasurer of the Board. The Executive Committee shall conduct the affairs of the Board when the Board of Directors is not in session, but shall have no power or authorization as to the following: (i) powers reserved to the Members; (ii) filling of vacancies (iii) adoption, amendment or repeal of Bylaws ; and (iv) amendment or repeal of any resolution of the Members. The Executive Committee shall keep regular minutes of its proceedings and report to the Board of Directors at each regular meeting. The majority of the Members of the Executive

Committee shall constitute a quorum and the acts of a majority of the Members at which a quorum is present shall be acts of the Executive Committee. The Executive Committee may hold meetings by telephone.

Section 6 - 3. Nominating Committee.

The Nominating Committee shall consist of the President, Past President, and one Director appointed by the President who is not an officer of the Board, and a Member who is not an officer or Director of the Board. It shall have the following powers: The Nominating Committee shall nominate candidates from among the Members for election at the annual meeting as Directors of the Board to succeed those Directors whose tenure will expire at that time.

Section 6 - 4. Membership Committee.

The Membership Committee shall consist of one Director as Chair or Co-Chair, and at least three Members who are not Officers or Directors. It shall recommend to the Members the criteria for membership and Fellowship in the College. It shall review the credentials of all applicants for entry into the College and recommend action on these applicants to the Directors. It shall review the records of all Members being considered for expulsion from the College and recommend action on these Members to the Directors. Applications for Emeritus status will be reviewed by the committee in order to recommend action on these Members to the Directors.

Section 6 - 5. Education Committee.

The Education Committee shall be appointed by the Board of Directors and shall consist of one Director as Chair or Co-Chair, and at least three members not Officers or Directors. It shall recommend to the Board of Directors a program to assess and meet the educational needs of 1) the members in their practice, 2) the members and non-members preparing for certifying exams, 3) the community of toxicologists via the annual symposium, and 4) the medical community at large.

ARTICLE VII INDEMNIFICATION

Each person now or hereafter a Director, Officer, employee, or other agent of the corporation, or who serves at the corporation's request as a Director, Officer, employee or other agent of another organization in which the corporation has an interest, and his heirs, executors and administrators, shall be entitled, without prejudice to any other rights he or she may have, to be reimbursed by the corporation for, and indemnified by the corporation against, all liabilities, costs and expenses reasonably incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding of whatsoever nature, civil or criminal, before any court, tribunal, administrative or legislative body or agency, in which he or she may be involved as a party or otherwise or with which he may be threatened by reason of his having served as a Director, Officer, employee or other agent as aforesaid, or by reason of his having served as a Director, Officer, employee or other agent as aforesaid, or by reason of any action alleged to have been taken or omitted by him as such Director, Officer, employee or other agent at the time of incurring such liabilities, costs or expenses. Such reimbursement and indemnification may include payment by the corporation of liabilities, costs and expenses reasonably incurred in advance of the final disposition of a claim, action, suite or proceeding, or in connection with a reasonable settlement or compromise thereof (other than an amount paid to the corporation itself) made with a view to curtailment of costs of litigation, upon receipt of an undertaking by the

person indemnified to repay such payment if she shall ultimately be adjudicated to be not entitled to reimbursement and indemnification. No reimbursement of indemnity shall be paid for any expense incurred or settlement made by a Director, Officer, employee or other agent in connection with any matter as to which he or she be finally adjudged by a court, tribunal, administrative or legislative body or agency not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation nor shall the amount of any reimbursement or indemnity paid in respect of any matter on which settlement or compromise is effected~ including the amount paid by a Director, Officer, employee or other agent in such settlement, exceed the expense which might reasonably have been paid or incurred by such Director, Officer, employee or other agent in conducting actual or threatened litigation to a final conclusion. The Corporation, and its Directors and Officers, shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel. The amount of any indemnity or reimbursement shall in no event be in excess of the moneys the corporation at the time has on deposit in bank accounts or invested funds and any insurance coverage for such events with the corporation's carriers.

ARTICLE VIII AMENDMENTS

The Bylaws may be amended or repealed and new Bylaws adopted by 2/3 of the voting Members entitled to vote at any meeting, or by electronic vote, of the corporation, provided that a notice of a proposed amendment is stated in the notice of the meeting.

ARTICLE IX MISCELLANEOUS

Section 9 - 1. Executive Director:

The Board may choose, at its discretion, to retain the services of an Executive Director, as an employee or independent contractor. The Board shall define the duties, responsibilities, and authority of the Executive Director. The Board may, at its discretion, empower the Executive Director to conduct certain aspects of the College's daily business, including the hiring, supervision, and firing of employees and management of the College's finances.

Section 9 - 2. Inspection of Records.

All records and financial information of the corporation shall be open to the full inspection of all Members and Directors during the customary business hours; provided that information requested shall be made available at such times as shall not unreasonably interfere with the daily business operations of the corporation.

Section 9 - 3. Checks, Notes, Drafts and Other Instruments.

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any Officer or Officers or person or persons authorized by the Board of Directors to sign the same, including the Executive Director, consistent with the Standard Operating Procedures of the College then in effect. No officer or person shall sign any instrument as aforesaid unless authorized by the Board of Directors to do so.

Section 9 - 4. Fiscal Year.

The fiscal year of the corporation shall, unless otherwise fixed by the Board of Directors, end on the last day of December each year.

Section 9 - 5. Seal.

The corporate seal shall be circular in form and shall bear the corporate name, and the year of its incorporation. The President, Vice-President, Secretary/Treasurer, Past President, and such other Officers or managers of the College as the Directors may appoint shall have authority to affix the corporate seal to any document requiring the same.

Section 9 - 6. Gifts.

The Corporation may accept gifts, grants, devices or bequests of funds or any other property from any public or governmental body or any private person including private and public foundations, corporations and individuals, for its corporate purposes.

Section 9 - 7. Annual Financial Report.

There shall be presented annually to the Members an annual report verified by the President and Secretary/Treasurer, containing financial statements for the preceding fiscal year of the corporation, audited by the accountants of the corporation and containing such other information as may be required by law.

Section 9 - 8. Dissolution.

Upon dissolution of the College all funds may be distributed to a charitable institution as chosen by 2/3 of the voting members.