

**BYLAWS  
of the  
COLLABORATIVE GROUP OF THE AMERICAS ON  
INHERITED GASTROINTESTINAL CANCER**

These Amended and Restated Bylaws supersede and replace in their entirety the existing Bylaws of the Collaborative Group of the Americas on Inherited Gastrointestinal Cancer.

**ARTICLE I**

**Name and Purposes**

**Section 1: Name**

The name of this corporation shall be The Collaborative Group of the Americas on Inherited Gastrointestinal Cancer (hereinafter the "CGA.")

The purposes for which the CGA is organized are:

- To improve the quality of care of patients with strong family histories of gastrointestinal cancer.
- To educate physicians and other healthcare professionals on the etiology, natural history, molecular genetics and clinical management of inherited gastrointestinal cancer syndromes.
- To be a resource for institutions and individuals interested in beginning or maintaining a registry for families with inherited gastrointestinal cancer syndromes.
- To provide a forum for the presentation of data, discussion of controversial areas involved in the care of patients and their families, and to facilitate collaborative studies.
- To address issues concerning patients and families with inherited gastrointestinal cancer syndromes that are of particular interest to citizens and healthcare providers of the Americas.

**ARTICLE II**

**Members**

Membership of the CGA will be restricted to healthcare professionals, research scientists, patient advocates, and other professional stakeholders with an interest in clinical care of and research regarding individuals and families with inherited gastrointestinal cancer. Application for Membership shall consist of registration through the CGA's site on the Internet and paying the applicable dues. The interested party's name shall then be added to the CGA mailing list.

## **ARTICLE III**

### **Meetings**

#### **Section 1: Annual Meeting**

An annual meeting of the Members of the CGA shall be held at such time and place as shall be determined by the Executive Council. Prior to each annual meeting, the Members shall elect Members-At-Large of the Executive Council. Members shall conduct other business as is necessary and appropriate.

#### **Section 2: Special Meetings**

Special meetings of the Members of the CGA may be called at the request of the President or any three Executive Council Members. The time and place for holding special meetings shall be determined by the Executive Council.

#### **Section 3: Notice**

A written or printed notice stating the place, date, time, and purpose of the special meeting, of the Members, shall be delivered by either 1) email or 2) by mail, postage prepaid, to each individual Member at his or her address as shown by the records of the CGA, not less than ten (10) days before the date of the meeting.

#### **Section 4: Quorum**

Fifteen (15) Members of the CGA shall constitute a quorum for the transaction of business at any duly called meeting of the Members of the CGA. CGA may adjourn the meeting until another time without further notice.

#### **Section 5: Manner of Acting**

The act of a majority of the voting Members present at a duly called meeting at which a quorum is present shall be an act of the Members of the CGA, unless the act of a greater number is required by law, the Articles of Incorporation or these by-laws.

## **ARTICLE IV**

### **Dues and Assessments**

The initial and annual dues for all individual Members of the CGA and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Executive Council. Any Member in good standing who reaches the age of seventy (70) years, who retires from the active practice of medicine, or who is permanently disabled, can register as an emeritus member of the organization, subject to approval by the Executive Council.

## **ARTICLE V**

### **Termination of Membership**

#### **Section 1: Administrative**

- A. Voluntary. A Member, may withdraw from Membership at any time by giving notice to the CGA Administrative Management firm. Such resignation shall take effect at the time specified in the notice but shall not relieve the individual of the obligation to pay dues, assessments or any other charges incurred prior to resignation.
- B. Delinquency in Dues Payment. Except where the Executive Council, in its discretion, extends the time for payment, a Member whose dues or assessments are delinquent for ninety (90) days shall be terminated from Membership in the Group. An individual Member involuntarily terminated pursuant to this section shall be reinstated automatically if they rejoin the organization and pay that year's membership dues.

#### **Section 2: Misconduct**

An individual Member may be terminated from Membership or otherwise disciplined by the CGA for (i) professional misconduct, including, but not limited to, any adverse action taken against the Member with respect to his or her license to practice medicine; and (ii) violation of these Bylaws or any rule or practice of the CGA, including the CGA Code of Conduct. Termination or other discipline shall be by two-thirds of the entire Membership of the Executive Council; provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the Member at least thirty (30) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Executive Council at which the charges shall be considered, and the Member/s shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Executive Council. The Executive Council may adopt procedural rules more specifically governing the conduct of disciplinary proceedings.

#### **Section 3: Reinstatement**

- A. After Termination. Any Member, terminated from Membership in the CGA pursuant to Section 1 above may be reinstated according to such rules as may from time to time be established by the Executive Council.
- B. After Expulsion. Any individual Member expelled from Membership in the CGA pursuant to Section 2 above may, but need not, be reinstated upon petition to the Executive Council and for good cause shown. Under no circumstances shall the Executive Council consider a petition for reinstatement earlier than the date specified by the determination of expulsion.

## **ARTICLE VI**

## **Section 1: Executive Council Authority and Responsibility**

The affairs of the CGA shall be managed by a board of directors known as the Executive Council, which will have supervision, control, and direction of the CGA. The Executive Council shall determine its policies or changes therein within the limits of these Bylaws, shall actively execute its purposes, and have discretion in the disbursement of its funds. The Executive Council may adopt its rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

- i. The CGA Administrative Management firm will be responsible for the clerical and secretarial requirements of the CGA. The location of the CGA Administrative Management firm is at the discretion of Executive Council, which may entertain suggestions from the membership.
- ii. Duties of the CGA Administrative Management firm will be supervised by the President of the CGA, with support from the Executive Council.

## **Section 2: Composition, Nomination and Election**

The Executive Council shall consist of 10-12 Members as follows: President, President-elect, Past President, Treasurer, Treasurer-elect (every other year only), and six to seven general Members-At-Large. There shall be a limit of two (2) consecutive terms that an individual may serve as an Executive Council Member-At-Large. There shall be a limit of two (2) consecutive terms (5 years total) that an individual may serve as Treasurer.

Members of CGA in good standing shall elect Executive Council Members to succeed those whose terms are expiring at the conclusion of the annual meeting.

Nominations for the Executive Council shall be sought from the membership at large by E-mail announcement no less than 60 days prior to the national meeting. A member in good standing who wishes to run for Executive Council must be nominated by a member in good standing or self-nominated (letter or E-mail).

Candidates must agree to serve without compensation and participate as fully as possible in all Executive Council meetings and activities.

The President-Elect and Treasurer will be appointed by a Nominating Committee consisting of the current President, President-elect, and Past President, with input from the Executive Council. At the discretion of the Nominating Committee and with a 2/3 vote of the Executive Council, the positions of President-Elect and Treasurer may be filled through ballot election by the CGA membership.

The Nominating Committee will approve and assemble a slate of candidates for each ballot. Elections will be held prior to the national meeting by ballot that will be sent to all members in good standing. In the event of a tie vote for either President-Elect, Treasurer or a Council position, a ballot runoff

election will be held at the annual meeting. The Executive Council will be responsible for the integrity of the election process. Announcement of ballot results to the CGA membership-at-large will be made at the annual meeting.

### **Section 3: Disclosure and Review of Conflicts of Interest**

Any CGA member who wishes to serve on the Executive Council in any role must complete a conflict of interest (COI) disclosure at the time of their nomination. Once elected, members of the Executive Council must complete a COI disclosure annually. If any pertinent changes occur between annual disclosures, an update must be submitted within 30 days of the change.

Disclosure of potential conflicts of interest will include information pertaining to industry employment, stock ownership, industry research grants, and industry-funded income for the CGA member and their immediate family. When deciding what constitutes a pertinent company for disclosure, an individual should consider what could be perceived as a conflict of interest by an average layperson. Disclosure of this information for family members will be reviewed, but the information will not result in an automatic exclusion. Review of COI disclosures will be conducted by the current members of the Executive Council, with the following parameters to determine eligibility for service:

#### Industry employment

Nominees to and members of the Executive Council are required to disclose if they or their immediate family members have employment in a pertinent industry. A CGA member who is employed by industry is not eligible to serve on the Executive Council. If a member of the Executive Council accepts industry employment during their service term, they must vacate their council seat upon beginning in their new position.

#### Stock ownership and options

Nominees to and members of the Executive Council are required to disclose stock ownership in pertinent companies of any amount in their name or the names of their immediate family members. CGA members whose shares of a single pertinent stock are greater than \$25,000 or whose aggregate shares of multiple pertinent stocks are greater than \$50,000 are not eligible to serve on the Executive Council. If a member of the Executive Council gains stock that exceeds these amounts during their service term, they must vacate their council seat.

#### Industry research grants

Nominees to and members of the Executive Council are required to disclose industry-sponsored research grants of any amount in their name or the names of their immediate family members for review, but there is no upper limit of funding that would automatically preclude service.

### Industry-funded income

Nominees to and members of the Executive Council are required to disclose other industry-funded income for themselves and their immediate family members. Examples of activities that could result in industry-funded income include but are not limited to consulting, serving as a scientific advisor, commercial speaking, obtaining intellectual property rights, providing expert testimony, and serving as a member of a data safety and monitoring board. CGA members whose annual income from a single company is greater than \$25,000 or whose aggregate income from multiple companies is greater than \$50,000 are not eligible to serve on the Executive Council. If a member of the Executive Council earns annual income that exceeds these amounts during their service term, they must vacate their council seat.

### **Section 4: Terms of Office**

The President-elect will be elected to serve for one (1) year. At the end of this year, the President elect shall assume the position of President along with all the duties of this office. The President shall serve for one year and, at the end of this term shall remain on the Executive Council in the position of Past President for the term of one year. The elected Treasurer will serve one year as Treasurer-elect and two years as Treasurer. The Treasurer-elect's one-year term will overlap with the final year of the outgoing Treasurer's term. As such, the position of Treasurer-elect will only exist every other year. In the event that the existing Treasurer is elected to serve a second term as Treasurer, there will be no position of Treasurer-elect, and the second term will be two years for a total of 5 consecutive years (one year as Treasurer-elect and two consecutive 2-year terms as Treasurer).

The Members-At-Large shall be elected for a term of three (3) years. Executive Council Members shall take office immediately after the adjournment of the annual meeting at which they are elected and shall continue in office until their successors are duly elected and qualified.

### **Section 5: Meetings**

The Executive Council may provide by resolution the time and place for holding regular meetings without other notice than such resolution.

Special meetings of the Executive Council may be called by or at the request of the President or any three (3) Executive Council Members. The person or persons calling any special meeting of the Executive Council may fix the time and place for holding such special meetings.

### **Section 6: Notice**

Notice of any special meeting of the Executive Council shall be given not less than ten (10) days nor more than thirty (30) days prior thereto, either by 1) email or 2) by written or printed notice delivered by mail, courier service or facsimile transmission to each Member of the Executive Council at his or her address as shown in the records of the Group; provided, however, that in the case of a special meeting held pursuant to Section 12 herein, notice of the meeting shall be given no less than twenty-

four (24) hours prior thereto.

#### **Section 7: Quorum**

Four (4) Executive Council Members shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Council.

#### **Section 8: Manner of Acting**

The act of a majority of the Executive Council Members present at a duly called meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No Executive Council Member may act by proxy on any matter.

#### **Section 9: Removal**

Any Executive Council Member may be removed by action of the voting Members at a duly called and convened meeting of the Members, whenever in their judgment the best interests of the Group would be served thereby. Written notice of a Membership meeting held to vote on removal of one or more Executive Council Members shall be delivered to all Members entitled to vote. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more Executive Council Members named in the notice. Only the named Executive Council Member(s) may be removed at such meeting.

#### **Section 10: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Council for the unexpired portion of the term.

#### **Section 11: Compensation**

Executive Council Members shall not receive any remuneration for their services as directors.

#### **Section 12: Action by Written Consent**

Any action requiring a vote of the Executive Council may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all the Executive Council Members.

#### **Section 13: Meeting by Conference Call**

Any action to be taken at a meeting of the Executive Council may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the persons participating.

### **ARTICLE VII**

## **Officers**

### **Section 1: Officers**

The officers of the CGA shall be a President, Past-President and President-elect and such other officers as are determined from time to time by the Executive Council. Officers will have such authority as is customarily incident to their office or as otherwise specified herein or by the Executive Council.

### **Section 2: President**

The president shall be the principal executive officer of the CGA. The President shall in general supervise and direct all of the activities and operations of the CGA, subject to the direction and control of the Executive Council. The President shall preside at all meetings of the Executive Council. The President may sign, with the Treasurer, or any other proper officer of the Group authorized by the Executive Council, any deeds, mortgages, bonds, contracts or other instruments which the Executive Council has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Executive Council to some other officer or agent of the CGA. The President shall appoint the Members of all committees except as otherwise provided by these Bylaws. The President shall be an ex-officio Member of all committees except as otherwise provided by the Bylaws but shall not vote on any question in any committee except where such vote is necessary to break a tie. The President shall, in general, perform all duties customarily incident to the office of president and such other duties as may be prescribed from time to time by the Executive Council.

### **Section 3: President-elect**

The President-elect shall perform such duties as may be assigned from time to time by the President or the Executive Council. The President-elect shall be a Member of the Executive Council and as such, shall be empowered to vote in the decisions of that body. The President-Elect, in the absence of the President, shall serve as President.

### **Section 4: Past-President**

The Past-President shall be a Member of the Executive Council and, as such, shall be empowered to vote in the decisions of that body. The Past-President shall perform such duties as may be assigned from time to time by the President or the Executive Council. The Past-President, in the absence of the President and President-Elect, shall serve as President.

### **Section 5: Treasurer**

The Treasurer shall be a Member of the Executive Council and as such, shall be empowered to vote in the decisions of that body. The Treasurer shall be the principal financial officer of the CGA, and shall in general supervise and direct all financial transactions and financial operations of the CGA, subject to the direction and control of the Executive Council. The Treasurer may sign, with the President, or any other proper officer of the Group authorized by the Executive Council, any deeds, mortgages, bonds, contracts or other instruments which the Executive Council has authorized to be



executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Executive Council to some other officer or agent of the CGA. The Treasurer will be required to give a verbal financial report to the CGA membership at the Annual Meeting, and to the Executive Council at least four times yearly, as at the discretion of the CGA President or 2/3 majority of the Executive Council

### **Section 6: Treasurer-elect**

The Treasurer-elect shall be a Member of the Executive Council and as such, shall be empowered to vote in the decisions of that body. The Treasurer-elect shall perform such duties as may be assigned from time to time by the President, Treasurer or the Executive Council. The Treasurer-elect, in the absence of the Treasurer, shall serve as Treasurer, and shall have such other duties as may be designated by the President or the Executive Council.

### **Section 7: Election and Term of Office**

Officers of the Group shall be elected and serve according to the provisions set forth in Article VII, Sections 2 and 3 above.

## **ARTICLE VIII**

### **Finance**

#### **Section 1: Contract**

The Executive Council may authorize any officer or officers, agent or agents of the Group, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CGA, and such authority may be general or confined to specific instances.

#### **Section 2: Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CGA shall be signed by such officer or officers, agent or agents of the CGA and in such manner as shall from time to time be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Treasurer of the CGA.

#### **Section 3: Deposits**

All funds of the CGA shall be deposited from time to time to the credit of the CGA in such banks, trust companies, or other depositories as the Treasurer and Executive Council may select.

#### **Section 5: Gifts**

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

#### **Section 6: Books and Records**

The CGA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, the Executive Council, and any committees having the authority of the Executive Council. The Books and accounts of the CGA may be audited annually by accountants selected by the Treasurer and Executive Council.

### **Section 7: Fiscal Year**

The fiscal year of the CGA will be based on the calendar year and subject to change by 2/3 vote of the Executive Council.

## **ARTICLE IX CGA Committees**

### **Section 1: Purpose**

The CGA Executive Council may form Committees to assist in the execution of the various functions, efforts, and priorities of the CGA, including (but not limited to) planning of the annual meeting, education, communication, membership, advocacy, and research efforts. All Committee functions will be overseen by the Executive Council.

### **Section 2: Composition, Nominations, and Appointment**

Each Committee shall consist of a Chair, Vice Chair, and at least one liaison from the Executive Council. The Meeting Planning Committee Chair shall be the current CGA President, with the CGA President-elect and CGA past President serving as co-Vice Chairs. All other Committee Chairs and Vice Chairs will be appointed from among the CGA membership. The size of each Committee shall be determined by the CGA Executive Council. Each Committee member will serve a three-year term, and there shall be a limit of two (2) consecutive terms that an individual may serve as a Committee member.

Committee members must be active members of the CGA in good standing at all times during their term as Committee Members.

Nominations for Committee Membership shall be sought from the membership at large by E-mail announcement no less than 60 days prior to the national meeting. A member in good standing who wishes to be considered for Committee Membership can be nominated by members in good standing (letter or E-mail) or they may self-nominate. Candidates must agree to serve without compensation and participate as fully as possible in all Committee meetings and activities.

The Executive Council will review all Committee nominations and will have full discretion to appoint nominated CGA members to fill vacancies on each Committee (including anticipated vacancies) prior to the annual meeting. Chairs and Vice Chairs for each Committee (except the Meeting Planning Committee, as above) will be appointed by the Executive Council prior to the annual meeting.

### **Section 3: Disclosure and Review of Conflicts of Interest**

Any CGA member who wishes to serve on a committee in any role must complete a conflict of

interest (COI) disclosure at the time of their nomination. Once elected, committee members must complete a COI disclosure annually. If any pertinent changes occur between annual disclosures, an update must be submitted within 30 days of the change.

Disclosure of potential conflicts of interest will include information pertaining to industry employment, stock ownership, industry research grants, and industry funded income for the CGA member and their immediate family. When deciding what constitutes a pertinent company for disclosure, an individual should consider what could be perceived as a conflict of interest by an average layperson. Disclosure of this information for family members will be reviewed, but the information will not result in an automatic exclusion. Review of COI disclosures will be conducted by the current members of the Executive Council, with the following parameters to determine eligibility for service:

#### Industry employment

Nominees to and members of CGA committees are required to disclose if they or their immediate family members have employment in a pertinent industry. A CGA member who is employed by industry is not eligible to serve as the Committee Chair or Vice Chair on any committee but can serve as a member-at-large of committees that are not involved in research grant-related activities or CME-related educational activities (including meeting-planning activities) at the discretion of the Executive Council. Industry employees will not comprise more than one-third of the total committee membership at any given time. If a Committee Chair or Vice Chair accepts industry employment during their service term, they must vacate their leadership position but can continue to serve on the committee, provided their membership does not result in industry employees exceeding one-third of total committee membership.

#### Stock ownership and options

Nominees to and members of CGA committees are required to disclose stock ownership in pertinent companies of any amount in their name or the names of their immediate family members. CGA members whose shares of a single pertinent stock are greater than \$25,000 or whose aggregate shares of multiple pertinent stocks are greater than \$50,000 can serve as a member-at-large of committees that are not involved in research grant-related activities or CME-related education (including annual meeting planning)-at the discretion of the Executive Council. *If a* member of a committee involved in research grants or CME-related education, gains stock that exceeds these amounts during their service term, they must vacate their position.

#### Industry research grants

Nominees to and members of CGA committees are required to disclose industry-sponsored research grants of any amount in their name or the names of their immediate family members for review, but there is no upper limit of funding that would automatically preclude service.

#### Industry-funded income

Nominees to and members of CGA committees are required to disclose other industry-funded income for themselves and their immediate family members. Examples of activities that could

result in industry-funded income include but are not limited to consulting, serving as a scientific advisor, commercial speaking, obtaining intellectual property rights, providing expert testimony, and serving as a member of a data safety and monitoring board. CGA members whose annual income from a single company is greater than \$25,000 or whose aggregate income from multiple companies is greater than \$50,000 can serve as a member-at-large of committees that are not involved in research grant-related activities or CME-related educational activities (including annual meeting planning) at the discretion of the Executive Council. If a *member* of a committee involved in research grants or CME-related education, earns annual income that exceeds these amounts during their service term, they must vacate their position.

#### **Section 4: Terms of Office**

Each Committee Chair and Vice Chair shall serve no more than 3 years in their role.

Committee Members, Chairs, and Vice Chairs shall take office immediately after the adjournment of the annual meeting at which they are elected and shall continue in office until their successors are duly elected and qualified.

#### **Section 5: Meetings**

The Committee Chair may provide by resolution the time and place for the holding regular meetings without other notice than such resolution.

Special meetings of the Committee may be called by or at the request of the Committee Chair, the CGA President, or any three (3) Executive Council Members. The person or persons calling any special meeting may fix the time and place for holding such special meetings.

Each Committee will be required to give a verbal report on the Committee activities to the Executive Council at least four times yearly, as at the discretion of the CGA President or 2/3 majority of the Executive Council.

#### **Section 6: Notice**

Notice of any special meeting of the Committee shall be given not less than ten (10) days nor more than thirty (30) days prior thereto, either by 1) email or 2) by written or printed notice delivered by mail, courier service or facsimile transmission to each Member of the Committee at his or her address as shown in the records of the CGA; provided, however, that in the case of a special meeting held pursuant to Section 12 herein, notice of the meeting shall be given no less than twenty-four (24) hours prior thereto.

#### **Section 7: Removal**

Any Committee Member may be removed by action of the Executive Council at a duly called and convened meeting of the Executive Council, whenever in their judgment the best interests of the CGA would be served thereby. Written notice of an Executive Council meeting held to vote on removal of

one or more Committee Members shall be delivered to all Executive Council Members entitled to vote. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more Committee Members named in the notice. Only the named Committee Member(s) may be removed at such meeting.

### **Section 8: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Council for the unexpired portion of the term.

### **Section 9: Compensation**

Committee Members shall not receive any remuneration for their services ~~as directors~~.

### **Section 10: Action by Written Consent**

Any action requiring a vote of the Committee may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by all the Committee Members.

### **Section 11: Meeting by Conference Call**

Any action to be taken at a meeting of the Committee may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the persons participating.

## **ARTICLE X CGA Fellowship**

### **Section 1: Purpose**

The purpose of the CGA Fellowship is to recognize CGA members who have made a significant contribution to the society, through service, research, advocacy or education.

### **Section 2: Eligibility Requirements**

To be eligible to apply for CGA Fellowship, the following criteria must be met:

- ≥ 5 years post training/fellowship.
- ≥ 5 years active membership (does not have to be continuous).
- Attended at least 3 CGA Annual Meetings (in-person or virtual).
- Significant contributions to CGA's mission through excellence in education, research, leadership, advocacy, or service.
- Successful service on a CGA committee, CGA leadership, or equivalent.
- Two letters of recommendation from current CGA members that attest to candidacy.
- Completion of application by due date set each year.
- Submission of required administrative application fee.

The Executive Council will review all Fellowship applications and those with a two-thirds majority

vote will be inducted.

### **Section 3: Terms of Fellowship**

Maintenance of fellowship designation requires:

- Maintenance of CGA membership in good standing. Should membership lapse, fellows will be notified and failure to maintain membership may result in revoked fellowship designation or requirement to re-apply, at the discretion of the Executive Council.
- Evidence of ongoing contribution to CGA through committees, annual meeting attendance, and/or participation in CGA events.

### **Section 4: Removal**

Fellowship status may be revoked if there is misconduct, as outlined in Article V, section 2 of the bylaws.

## **ARTICLE XI**

### **Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of an Executive Council Member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE XII**

### **Indemnification of Directors and Officers**

The CGA shall indemnify all officers, directors and Committee Members of the CGA to the full extent permitted by the Delaware Corporation Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Executive Council.

## **ARTICLE XIII**

### **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds affirmative vote of the voting Members present, as specified in Article IV Section 4, at any annual meeting of the CGA or through an electronic vote. Notice of the proposed alteration, amendment or repeal will be provided in writing or by E-mail to each voting Member prior to the meeting/vote.

## **ARTICLE XIV**

### **Dissolution**

In the event of the dissolution of the CGA, the Executive Council shall, after paying or making provision of the payment of all the liabilities of the CGA, dispose of all the remaining assets of the

CGA (except any assets held by the CGA upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the CGA in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Code or the corresponding provision of any future United States internal revenue statute, as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the CGA is then located, generally for such purposes in such manner, or to such organization or organizations which are organized and operated generally for such purposes, as said court shall determine.

## **ARTICLE XV**

### **Other Provisions**

Notwithstanding any other provision of these Bylaws:

No part of the net earnings of the CGA shall inure to the benefit of, or be distributable to, its Members, directors, officers or other private persons, except that the CGA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the CGA shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the CGA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The CGA shall not conduct any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.