

BYLAWS

OF

SOCIETY FOR PELVIC RESEARCH

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BYLAWS
OF
SOCIETY FOR PELVIC RESEARCH

ARTICLE -- 1-- NAME, OFFICES AND PURPOSES

Section 1. Name. The name of the Society shall be the Society for Pelvic Research, hereinafter referred to as the “Society.”

Section 2. Principal Office. The principal office of the Society shall be located at Building 15, Room 207, 508 Fulton Street, Durham, Durham County, NC, 27705, which shall also be the registered office of the Society.

Section 3. Other Offices. The Society may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine.

Section 4. Purposes. The purposes of the Society are as stated in the Articles of Incorporation.

ARTICLE -- 2—MEMBERSHIP

Section 1. Eligibility for Membership. Members shall be those individuals eligible for membership whose applications are approved by the Membership Committee and who have paid the applicable membership dues. In general, persons eligible for Membership shall be those individuals interested in the purposes of the Society and the study of benign pelvic visceral and musculoskeletal function and dysfunction and contributory or related sciences that impact on the medical conditions encompassed by these disciplines. There shall be two classes of membership in the Society: Voting Membership and Non-voting Membership.

(a) Voting Membership. Voting Membership includes faculty, members of the industry, and others who have made research contributions to the fields of interest of the Society. Voting Members will typically have a PhD, but may have an MD if their primary research is in the fields described in Section 1 above. The initial group of Voting Members shall be those who are listed in the Exhibit A. Except for the initial group of Voting Members, each applicant for Voting Membership must be sponsored and nominated by a current Voting Member and their application shall include a current CV. Membership applications shall be reviewed by the Membership Committee, chaired by the Membership Committee Chair, and must be approved by a majority of the

members of the Membership Committee.

(b) Non-voting Membership. Non-voting Membership consists of two categories: Trainee Membership and Affiliate Membership. Trainee Membership consists of fellows, residents, post-doctoral researchers, graduate students, and undergraduate trainees. Affiliate Membership consists of MDs who are not primarily employed in research in the fields described in Section 1 above, technicians, technologists and other research staff, nurses, physical therapists, and other allied health professionals. Each applicant for Trainee Membership and Affiliate Membership must be sponsored and nominated by a current Voting Member and their application shall include a current CV. Trainee Membership applications must also include a letter from the applicant's Department Chair or Program Director stating that the applicant is a trainee in good standing in the program.

Section 2. Membership Rights. Voting Membership and Non-voting Membership enjoy different rights and privileges in the Society.

(a) Voting Members shall have full membership privileges including the right to apply for the Society's research award, the right to nominate candidates or be nominated for the Board of Directors, the right to nominate candidates or be nominated for Officers, and such other rights and privileges as are expressly provided in these bylaws. Voting Members shall not have the right to elect or vote for members of the Board of Directors, but Voting Members shall each have the right to nominate candidates for the Board of Directors to the Nominating Committee in accordance with the provisions of Article 5, Section 6. Except as otherwise expressly provided in this Article 2, Section 2, Voting Members shall not have the right to vote on any matters affecting the governance and operation of the Society and the affairs of the Society shall be managed by the Board of Directors.

(b) Non-voting Members shall have no voting rights with respect to the Society and, for the avoidance of doubt, shall not have any right to vote with respect to (i) either the nomination or election of the Board, the amendment of either the Articles or these Bylaws, or (ii) participate in any other manner regarding the governance and the operation of the Society.

Section 3. Annual Dues. The amount of the annual dues payable by each of the Voting Members shall be \$125 each year, unless a different amount is approved by a majority vote of the Board of Directors. The amount of the annual dues for Trainee Members shall be \$25 each year, unless a different amount is approved by a majority vote of the Board of Directors. The amount of the annual dues for Affiliate Members shall be \$100 each year, unless a different amount is approved by a majority vote of the Board of Directors. All individuals must be current with respect to their membership dues in order to remain eligible for membership

Section 4. Annual Meeting of the Voting Membership. The Society shall

hold an Annual Meeting of the Voting Membership of such members annually at a time and place to be determined by the Board of Directors. Quorum for such annual meetings shall consist of thirty percent (30%) of the total number of Voting Members as of the date of any such meeting. The act of a majority of the members present at a meeting of the Voting Members shall constitute as the action of the Voting Members.

Section 5. Special Meeting of the Voting Membership. Special Meetings of the Voting Membership may be called by or at the request of the President, a majority of the Board of Directors or within thirty (30) days after at least fifty percent (50%) of all the Voting Members sign, date, and deliver to the Society's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Section 6. Biannual Meeting of the Non-voting Membership. The Society shall hold a Biennial Meeting of the Non-voting Membership at a time and place to be determined by the Board of Directors. Quorum for such Biennial Meetings shall consist of ten percent (10%) of the total number of Non-voting Members as of the date of any such meeting. The purpose of such Biennial Meetings is to share information about the Society with the Non-voting Membership and to transact such other business as determined appropriate by the Board of Directors.

Section 7. Termination. Any member of the Society whose dues are in arrears for two successive years shall be terminated from membership in the Society. Terminated members may petition the Board of Directors of the Society in writing for reinstatement of membership.

ARTICLE -- 3-- BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Society shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws.

Section 2. Number, Term and Qualification. The number of Directors of the Society shall be not less than three (3), nor more than thirteen (13). Each Director shall hold office for two consecutive years until the next Annual Meeting of the Directors and until a successor is elected and qualifies. The Directors at any Annual Meeting of the Board of Directors may by resolution determine the number of Directors to be elected at the applicable meeting; but in the absence of such resolution, the number of Directors elected at the meeting shall constitute the number of Directors of the Society until the next Annual Meeting of the Board of Directors, unless the number is changed by action of the Directors. Directors need not be residents of the State of North Carolina.

Section 3. Nomination of Directors. The Nominating Committee shall prepare proposals for nominations for elected Directors by preparing and sending each Voting Member a request for nomination either via mail or email. The request shall clearly indicate, describe, and present requirements for the positions for which nominations are being requested. The request shall also contain all information necessary for Voting Members to propose nominations.

Section 4. Election of Directors. Directors shall be elected biannually from the slate of candidates proposed by the Nominating Committee at any biannual or special meeting of the Board of Directors whenever applicable by a vote of a majority of the Directors at the time in office. The election of Directors shall be a part of the order of business of every other Annual Meeting of the Board of Directors.

Section 5. Removal. Directors may be removed from office at any time with or without cause by the Directors by the vote that would be required to elect the Director to the Board of Directors. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 6. Resignation. A Director may resign at any time by communicating such resignation to the Board of Directors, its presiding officer or to the corporation. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 7. Vacancies. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors (but not less than two) at any regular meeting or special meeting of the Board.

ARTICLE -- 4-- MEETINGS OF DIRECTORS

Section 1. Annual Meeting of the Board of Directors. The Annual Meeting of the Board of Directors shall be held annually at a time and place determined by the Board of Directors at its previous Annual Meeting, for the purpose of transacting such business as may be properly brought before the meeting. In addition, the election of Directors and Officers of the Society shall be held at every other Annual Meeting, commencing with the Annual Meeting to be held no later than June 2017. The election of Directors and Officers of the Society shall happen once every two years at the Annual Meeting of the Board of Directors. If the Annual Meeting of the Board of Directors is not held as designated by these bylaws, a substitute Annual Meeting of the Board of Directors may be called by or at the request of the Board of Directors at a time and place to be determined by the Board of Directors, and such meeting shall be designated and treated for all purposes as the Annual Meeting of the Board of Directors.

Section 2. Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or the Board of Directors. Special meetings may be held by conference call or by live real-time electronic communication.

Section 3. Place of Meetings. Meetings of the Board of Directors may be held at the principal office of the Society or at such other place, either within or without the State of North Carolina, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 4. Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice by email at least sixty days before the meeting to each member of the Society. The notice, electronic or

written, shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 6. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action Without Meeting. Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action if written consent to the action in question is signed by all of the Directors or members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken. Such written consent may be obtained in electronic form and delivered by electronic means.

Section 8. Meeting by Conference Telephone. Any one or more Directors or members of a committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE -- 5-- COMMITTEES

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two or more Directors to constitute an Executive Committee, which shall have and may exercise the authority of the Board in the management of the business and affairs of Society during intervals between meetings. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Society.

Section 2. Standing or Other Committees. Standing or other committees having two or more members may be designated by a resolution adopted by a majority of the number of Directors then in office. Vacancies in the membership of such committees

shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 3. Program Committee. The purpose of this committee shall be to organize the scientific programs and meetings for the Society. This committee will also review and assign abstracts submitted for the meeting to appropriate sessions. The Vice President will serve as chairperson of the Program Committee. A minimum of three of the Society shall be appointed by the President to serve on the Program Committee. These appointments shall be approved by a vote of a majority of the Board of Directors. The Program Committee shall propose future topics and future conferences deemed to be pertinent, as well as joint meetings with other societies or research organizations.

Section 4. Business Operations Committee. The purpose of this committee shall be to oversee industry contacts, solicit charitable contributions, meet sponsorships, investigate and evaluate meetings locations and venues from a business or financial perspective, and communicate with other societies. A minimum of two Voting Members of the Society shall be appointed by the President to serve on the Business Operations Committee.

Section 5. Membership Committee. The purpose of this committee shall be to review, and approve or reject both Voting Membership and Non-voting Membership nominations. The Membership Committee can suggest an applicant apply for a different membership if they are not qualified or approved for the membership they initially applied for. The Membership Committee will also validate the nominations of all candidates proposed for positions on the Board. The Membership Committee shall be in charge of recruiting new members. A minimum of two members of the Society shall be appointed by the President to serve on the Membership Committee. These appointments shall be approved by a vote of a majority of the Board of Directors.

Section 6. Nominating Committee. The purpose of this committee shall be to solicit nominations for Directors or Officers from the Voting Membership and prepare a slate of candidate of Directors or Officers to be elected by the Board of Directors at their Annual Meetings. The President shall appoint a Nominating Committee that shall consist of three (3) Voting Members or Directors. The Nominating Committee shall prepare proposals for nominations for elected Directors or Officers by preparing and sending Voting Members a request for nominations via mail or email at least sixty (60) days before the Annual Meeting of the Board of Directors where the Officers are to be elected. The request shall clearly indicate, describe, and present requirements for the positions for which nominations are being requested. The request shall also contain all information necessary for Voting Members to propose nominations. Nominations may also be proposed by Directors and Officers of the Society. The Nominating Committee shall prepare and send a slate of candidate based on nominations submitted by Voting Members thirty (30) days before the Annual Meeting of the Board of Directors where the Officers are to be elected.

Section 7. Committee Authority. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions:

- (a) Authorize distributions to or for the benefit of the Directors or officers;
- (b) Approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Society's assets;
- (c) Elect, appoint or remove Directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (d) Adopt, amend, or repeal the Articles of Incorporation or bylaws.

ARTICLE -- 6-- OFFICERS

Section 1. Titles. The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, a Business Operations Committee Chair, a Nominating Committee Chair, and a Membership Committee Chair. The Board of Directors may also appoint a Chairman of the Board of Directors and such other officers as it shall deem necessary. Except as otherwise provided in these bylaws, the additional officers shall have the authority and perform the duties as from time to time that may be prescribed by the Board of Directors. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Nomination and Election of Officers. The Nominating Committee shall prepare proposals for nominations for elected Officers by preparing and sending Voting Members a request for nominations via mail or email at least sixty (60) days before the Annual Meeting of the Board of Directors where the Officers are to be elected. The request shall clearly indicate, describe, and present requirements for the positions for which nominations are being requested. The request shall also contain all information necessary for Voting Members to propose nominations. Nominations may also be proposed by Directors and Officers of the Society. The Nominating Committee shall prepare and send a slate of candidate based on nominations submitted by Voting Members thirty (30) days before the Annual Meeting of the Board of Directors where the Officers are to be elected. The Officers of the Society shall be elected by a majority vote of the Board of Directors at the Annual Meeting of the Board of Directors.

Section 3. Terms of Office. Each officer shall hold office for a term of consecutive two years until the next applicable Annual Meeting of the Board of Directors where the officers are to be elected and until a successor is elected and qualifies; except that the persons initially appointed to serve as the President, Vice President, Secretary and Treasurer of the Society shall hold office for a term of four years (i.e., until the Annual Meeting of the Board of Directors in 2019), at which meeting their successors shall be elected and appointed to a two-year term.

- (a) President. The President shall serve four consecutive terms of office only during the first four years following the incorporation of the Society.
- (b) Vice President. The Vice President shall serve four consecutive

terms of the office only during the first four years following the incorporation of the Society.

(c) Secretary. The Secretary shall serve four consecutive terms of the office only during the first four years following the incorporation of the Society.

(d) Treasurer. The Treasurer shall serve four consecutive terms of the office only during the first four years following the incorporation of the Society.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board with or without cause.

Section 5. Resignation. An officer or agent may resign at any time by communicating such resignation to the Society. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 6. Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the Board of Directors.

Section 7. Chairman of the Board of Directors. The Chairman of the Board of Directors, if such officer is elected, shall preside at meetings of the Board of Directors and shall have such other authority and perform such other duties as the Board of Directors shall designate.

Section 8. President. The President shall be the chief executive officer of the Society and, subject to the control of the Board of Directors, shall supervise and control the management of the Society in accordance with these bylaws. In default of a Chairman of the Board, the President shall preside at meetings of the Board of Directors. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Society, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board of Directors from time to time. The President shall represent the Society publicly, speaking and negotiating on behalf of the Society. The President shall have the authority to appoint chairpersons of special committees.

Section 9. Vice President. The Vice President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by the Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice President shall have such other powers and perform such other duties as may be assigned by the Board of Directors. The Vice President shall be head for the Society's designated scientific programs at the scientific meetings as well as at other meetings as indicated from time to time by the Board or the President.

Section 10. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Society and shall receive, deposit or disburse the same under

the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the President or the Board of Directors.

Section 11. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 12. Business Operations Committee Chair. The Business Operations Committee Chair shall oversee industry contacts, meet sponsors, solicit charitable contributions, and investigate or report on meeting locations and venues from a financial perspective, and communicate with related societies.

Section 13. Membership Committee Chair. The Membership Committee Chair shall lead the Membership Committee and report to the Board of Directors on Membership Committee actions, difficulties, and accomplishments.

Section 14. Nominating Committee Chair. The Nominating Committee Chair shall lead the Nominating Committee and report to the Board of Directors on Nominating Committee actions, difficulties, and accomplishments.

ARTICLE -- 7-- INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy. It shall be the policy of the Society to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the Society, and persons who serve or have served at the request of the Society as directors, officers, partners, trustees, employees or agents of another foreign or domestic Society, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The Society may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Society for indemnification or for purchase and maintenance of

insurance for the benefit of the persons designated in Section I of this Article shall be deemed a proper expense of the Society.

ARTICLE -- 8-- GENERAL PROVISIONS

Section 1. Seal. The seal of the Society shall bear the name of the Society and the letters “N.C.”

Section 2. Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director’s attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Directors may from time to time designate.

Section 4. Loans. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Fiscal Year. The fiscal year of the Society shall be the twelve-month period starting from January 1 and ending on December 31 of each year.

Section 6. Conflict of Interest. A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a “Conflict of Interest”). A Conflict of Interest shall exist in Board actions including, but not be limited to, actions concerning a transaction:

- (i) in which the Director has a material financial interest, or
- (ii) in which the Director is presently serving as a director, trustee, officer or general partner of another party.

Pursuant to the provisions of Section 55A-8-31 of the General Statutes of North Carolina, the Director may participate in the discussion but may not vote on the transaction and when a Director does not vote because of a Conflict of Interest, the act of the majority of the Directors voting shall be the act of the Board of Directors if a quorum is present at the meeting.

Section 7. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board; provided, that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws. These bylaws may also be amended by the affirmative vote of a seventy-five percent supermajority of Voting Members that are present at any Special Meetings; provided, that the proposed amendment shall be submitted to the Board at least sixty (60) days before the Special Meeting, bearing signatures of at least five Voting Members, and considered and recommended by the Board before the proposed amendment is sent to the Voting Members. Notice of any proposed amendment and the Board's recommendation shall be mailed or emailed to each Voting Member of the Society at least thirty (30) days before the Special Meeting at which it is to be considered.