

FAR EASTERN UNIVERSITY
DR. NICANOR REYES SCHOOL OF MEDICINE ALUMNI
FOUNDATION

FINAL AMENDED AND RESTATED BYLAWS
Approved March 2, 2025

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Far Eastern University
Dr. Nicanor Reyes School of Medicine Alumni Foundation

AMENDED AND RESTATED BYLAWS

ARTICLE I

NAME

Section 1.1 This organization shall be known as the Far Eastern University Dr. Nicanor Reyes School of Medicine Alumni Foundation (hereinafter called "ALUMNI FOUNDATION"),

ARTICLE II

MEMBERSHIP

Section 2.1 The members of the Alumni Foundation shall consist of graduates of the Far Eastern University, Institute of Medicine and the Far Eastern University - Dr. Nicanor Reyes Medical Foundation, Inc. (both herein called "MEDICAL SCHOOL").

ARTICLE III

OFFICES

Section 3.1 The location of the principal and other business offices of the **ALUMNI FOUNDATION** shall be determined by the Board of Trustees.

ARTICLE IV

PURPOSES

Section 4.1 The purposes for which the **ALUMNI FOUNDATION** is organized are:

- A. To help the **MEDICAL SCHOOL** build, maintain, equip, manage and operate the School of Medicine and Hospital(s).
- B. To promote the general health care and resources of the citizens of the Philippines,

C. To promote research in medical science, public health and fields related thereto or by the MEDICAL SCHOOL.

D. To encourage persons, most especially those applying for admission, to attend the MEDICAL SCHOOL.

To accept gifts, bequests, endowments, grants, or devises, of real or personal property and administer, sell, convey, lease or dispose of the same, as necessary for the furtherance of the aims of the **ALUMNI FOUNDATION**.

F. To establish grants, chairs, and scholarship awards to members of the faculty and students of the MEDICAL SCHOOL.

a. To apply, expend, disburse, grant or contribute its income and other **property as it deems** advisable for the purpose of carrying out the objective of the **ALUMNI FOUNDATION** or to contribute the same to duly organized non-profit corporations, funds or foundations in order to those for which the **ALUMNI FOUNDATION** is organized.

H. To, do and engage in any and all lawful activities that may be **incident** or reasonably necessary to a111y of health or going purposes and to have a right to exercise all other powers and authority now or hereafter conferred by and under applicable corporation and not-for-profit laws in the United States and the State of Nevada.

Notwithstanding the foregoing or any other provision of the Certificate of Incorporation or these Bylaws:

(a) The **ALUMNI FOUNDATION** shall not exercise any power or authority expressed, implied or directly or indirectly envisaged in any activity that would prevent this **WILLIAM D. TO** from qualifying (and continuing to qualify) as an exempt organization under the Internal Revenue Code, or any amendment, or supplement hereat, or the provisions of a Vermont revenue law of the United States. Contributions to which are deductible for income tax purposes.

(b) No part of the net earnings of the **ALUMNI FOUNDATION** shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the **ALUMNI FOUNDATION** shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distribution in furtherance of the purposes set forth above.

Section 4.2 The **ALUMNI FOUNDATION** shall be a non-profit organization qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States revenue statute.

ARTICLE V **TRUSTEES**

Section 5.1 **Function.** The control and management of the property and affairs of the **ALUMNI FOUNDATION** shall be vested in and managed by its board of directors, which shall be called the "Board of Trustees." The Board of Trustees may delegate the pursuance of the objectives and purposes of the **ALUMNI FOUNDATION**, under prescribed regulations, to such persons as they select.

Section 5.2 **Qualifications and Composition.** All members of the Board of Trustees shall be members of the **ALUMNI FOUNDATION**. The members of the Board of Trustees shall be as follows:

A. **TRUSTEES AT LARGE**: consist of twenty-four (24) members elected by a majority of the then constituted Board of Trustees. Trustees who are newly elected shall vote and otherwise commence their duties only once the election process has concluded. Any member of the Advisory Board who is elected as a Trustee at Large forfeits his/her Advisory Board position.

B. **CHAPTER TRUSTEES**: consist of the President or duly designated representative of an active chapter of the **ALUMNI FOUNDATION**. A designated representative other than the President of the chapter must carry a letter from the Chapter President confirming his/her appointment.

C. **CHAPTER REPRESENTATIVES**: Two consecutive absences of the Chapter trustee at meetings of the Board of Trustees will revert their chapter to non-active Chapter Representative status. Chapters of the **ALUMNI FOUNDATION** that do not send regular representation to the meetings of the Board of Trustees are entitled to a designated "chapter Representative." The Chapter Representative may attend meetings of the Board of Trustees but does not have the right to vote. The **ALUMNI FOUNDATION** will assume that the Chapter Representative is the President unless the **ALUMNI FOUNDATION** is otherwise notified. Chapter Representatives will receive communications from the Board. The Chapter may regain active Chapter Trustee membership after the President or duly designated representative attends two consecutive meetings of the Board of Trustees,

Section 5.3 Term.

A. TIRUS TEESAT LAR.6E; eight (8) TRUSTEES AT LARGE shall be elected annually for three (3) year terms by a majority of the then constituted Board of Trustees. There is no limit on the number of terms that Trustees at Large may serve on the Board of Trustees.

B. CHAPTER TRUSTEES and CHAPTER REPRESENTATIVES: shall serve at the pleasure of the Chapters they represent.

Section 5.4 Termination of Trusteeship. A Trustee's tenure as Trustee of the **ALUMNI FOUNDATION** shall terminate (a) upon his death, (b) voluntary resignation in writing, (c) removal by two-thirds (2/3) majority vote of all of the Trustees present and voting during the meeting of the Board of Trustees during which his removal was affirmed, or (d) expiration of the term as Chapter President or designated Chapter Representative, and, in the case of Trustee at Large, upon expiration of his/her three (3) year term and the election and qualification of the successor trustee. All rights, powers, privileges, obligations and duties of a Trustee of the **ALUMNI FOUNDATION** shall cease upon the termination of his membership in the **ALUMNI FOUNDATION**.

Section 5.5 Vacancies. Vacancies in Trustees at Large may be filled for the duration of the term by appointment by the Chairman of the Board of Trustees with majority consent and approval of the remaining Trustees at any regular or special meeting of the Board of Trustees. Vacancies in Chapter Trustees and Chapter Representatives shall be filled by the respective chapters.

Section 5.16 Additional Powers. The Board of Trustees shall have, in addition to the powers and authority expressly conferred upon the Trustees of the **ALUMNI FOUNDATION** by the Certificate of Incorporation and these Bylaws, the right to perform all the acts, deeds, and other transactions, as may be deemed or done by the **ALUMNI FOUNDATION** as a nonprofit organization under and by virtue of the laws of the State of Nevada.

Section 5.7 Meetings.

A. REGULAR ANNUAL AND SPRING MEETINGS.

(a) The regular annual meeting of the Board of Trustees of the **ALUMNI FOUNDATION** shall be held during the Annual Convention.

(b) A secondary meeting, primarily to discuss the forthcoming annual reunion/convention, may be held in the Spring remotely, via telephone, video or other electronic means.

8. **SPECIAL MEETINGS.** Special meetings of the Board of Trustees may be called by the Chairman of the Board of the **ALUMNI FOUNDATION** or at the request of twenty five (25% percent) of the members of the Board of Trustees, with notice of at least fourteen (14) days prior thereto.

C. **PLACE OF MEETINGS.** Meetings of the Board of Trustees shall be held at the principal office of the **ALUMNI FOUNDATION** or some other forum as shall be designated in the notice of the meeting.

D. **QUORUM.** The presence of a majority of the Trustees of the Board of the **ALUMNI FOUNDATION** shall constitute a quorum at any meeting of the Board, provided that if less than a quorum is present, a majority of the Trustees so present, or the sole Trustee present, may adjourn the meeting without further notice. Such meeting may be continued on a subsequent date provided a quorum shall be maintained at such later meeting.

E. **VOTING BY TRUSTEES.** At all meetings of the Board of Trustees of the **ALUMNI FOUNDATION**, each Trustee at Large and Chapter Trustee shall be entitled to cast one vote per person. A Trustee at Large or Chapter Trustee who is unable to attend any meeting of the Board of Trustees may designate his or her representative (a fellow Trustee at Large, in the case of a Trustee at Large) with a letter of proxy to vote in his/her place and/or participate in the meeting of the Board of Trustees.

F. **SETTLEMENT OF QUESTIONS.** At all meetings of the Board of Trustees of the **ALUMNI FOUNDATION**, all questions shall be decided/settled by a majority vote of the Trustees present and voting, except in the case of any matter where affirmative vote of a number of Trustees, greater than a majority of those present and voting, is required by the Bylaws or by any applicable statute or law of the State of Nevada.

G. **NOTICE.** Notice of any regular or special meeting of the Board of Trustees shall be given at least fourteen (14) days prior thereto by written notice delivered personally, sent by mail or email (with confirmation of delivery) to each Trustee at his/her mailing address or email address (with confirmation of delivery). Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless otherwise specified by the Bylaws.

H. MANNER OF ACTING. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these Bylaws.

I. INFORMAL ACTION. Any action which is required by law or by these Bylaws to be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Any such consent signed by all of the Trustees or all members of a committee shall have the same force and effect as a unanimous vote at a duly called and constituted meeting, and may be stated as such in any document.

ARTICLE VI OFFICERS

Section 6.1. Officers. The **ALUMNI FOUNDATION** shall have a Chairman of the Board, a President, a Vice President, a Treasurer, a Secretary, and an Internal Auditor.

Section 6.2 Qualifications. The Chairman of the Board, President, Vice President, Treasurer, Secretary, and Internal Auditor shall be members in good standing and Trustees of the **ALUMNI FOUNDATION**. Any other officer or officers may, but need not, be Trustees of the **ALUMNI FOUNDATION**.

Section 6.3 Election of Officers; Terms. The Board of Trustees shall elect the officers of the **ALUMNI FOUNDATION** and the officers so elected shall hold office for a term of two (2) years and until their successors are duly elected. The Chairman of the Board and President shall serve for one term only. Other officers may be re-elected without term limits. The election shall take place at the annual meeting of the **ALUMNI FOUNDATION**. In the event of a voting tie in the election vote, both candidates receiving equal votes may elect to agree between two options: (a) a coin toss, or (b) a raffle. If both candidates refuse or can not agree on either option, the majority of the Board of Trustees shall choose between these two options.

Section 6.4 Other Officers and Agents.

A. In addition to the Officers specified in Section 6.1 of this Article, the Chairman of the Board of Trustees, with consent and approval of the Board of Trustees, may appoint an Executive Director, Assistant Treasurer, Assistant Secretary, Editor, Investment/Financial Coordinator and such other appointees, who are each members of

the **ALUMNI FOUNDATION** but need not be Trustees of the **ALUMNI FOUNDATION**, and such individuals so appointed shall hold their respective offices and perform such duties as shall be determined by the Board of Trustees. Appointments made by the Chairman shall be subject to approval by the Board of Trustees at its next meeting.

B. The election of or appointment by the Board of Trustees, of any person as an appointee or agent of the **ALUMNI FOUNDATION**, shall not confer upon such appointee or agent membership in the **ALUMNI FOUNDATION** or its Board of Trustees.

C. Any appointee of the Board of Trustees may be removed from his office or position any time by the Board of Trustees when, ever, in the Judgment of the Board of Trustees, the best interest of the **ALUMNI FOUNDATION** will be served thereby.

Section 6.5 Termination of Office; Vacancies. An Officer's tenure shall terminate upon his/her death, voluntary resignation in writing, or removal by two-thirds (2/3) majority vote of all the Trustees present and voting during the meeting of the Board of Trustees, during which removal was affirmed. Any vacancy in any office by reason of death, resignation, termination, or disqualification may be filled by the Chairman of the Board of Trustees with the approval of the Board of Trustees for the unexpired portion of the term of the person previously holding such office.

ARTICLE VII

POWERS AND DUTIES OF OFFICERS

Section 7.1 CHAIRMAN OF THE BOARD. The Chairman of the Board of Trustees shall be the Chief Executive of the **ALUMNI FOUNDATION** and shall preside at all meetings of the Board of Trustees and perform such other duties as the Board of Trustees may determine. The Chairman may name a Sergeant at Arms and/or a Parliamentarian from the constituted roster of the Board of Trustees at the start of every Board of Trustees meeting. The Chairman shall appoint committee chairmen and members and other officers or positions; provided that the Chairman is encouraged to avoid appointing the same **ALUMNI FOUNDATION** member(s) as chairman of multiple committees.

Section 7.2 PRESIDENT. The President shall be the Chief Operating Officer and shall have the general powers of supervision and management usually vested in the office of the President of a not-for-profit corporation under the laws of the State of Nevada, subject however, at all times, to the direction and control of the Board of Trustees. In the absence of the Chairman, the President shall preside over the Board of Trustees meeting,

Section 13. The Vice President shall assist the President and during the absence or disability of the President, the Vice President shall exercise all the functions of the President.

Section 7.4 SECRETARY. The Secretary shall (a) keep the minutes of the meetings of the Board of Trustees. (b) see that all the notices are duly given in accordance with the provisions of the Bylaws, and (c) in general, perform all duties incidental to the office of Secretary, including such duties as may be prescribed by the Board of Trustees.

Section 7.5 TREASURER.

A. The Treasurer shall have custody of and be responsible for all funds and property of the **ALUMNI FOUNDATION**.

B. The Treasurer shall take such steps as may be necessary: to collect monies due to the **ALUMNI FOUNDATION** and all checks, notes or other obligations and evidence of the payment of money payable to the **ALUMNI FOUNDATION** and shall deposit the funds arising therefrom, together with all other funds of the **ALUMNI FOUNDATION** coming into his/her possession, in such banks as may be selected as the depositories of the **ALUMNI FOUNDATION**, or proper care for and disburse funds in such manner as the Chairman of the Board or Trustees may direct.

C. Whenever required by the Chairman of the Board of Trustees or by the President, the Treasurer shall submit complete and true statement of the assets and amount of the **ALUMNI FOUNDATION** and of any securities and other property in his/her possession, custody and control.

D. The Treasurer shall receive and disburse all moneys received and paid on behalf of the **ALUMNI FOUNDATION** and other related business transactions.

E. The Treasurer shall, in general, perform all such duties as are incidental to the operation of not-for-profit corporation under the laws of the State of Nevada, subject, at a time, to the direction of the Board of Trustees.

Section 7.16 INTERNAL AUDITOR.

A. The Internal Auditor shall check and review that all orders and resolutions approved by the Board of Trustees are legal and shall ensure financial accountability of the officers of the **ALUMNI FOUNDATION**,

B. The Internal Auditor shall have access to all financial records of the **Alumni Foundation**.

C. The Internal Auditor shall provide an annual report to the Board of Trustees during the annual meeting.

Section 7.7 EXECUTIVE DIRECTOR.

A. The Executive Director shall be the Administrative Officer of the **ALUMNI FOUNDATION**.

B. Subject to availability of funds and consent by the Chairman, the Executive Director is authorized to obtain temporary supports, services, if deemed in the best interest of the **ALUMNI FOUNDATION**, by employment, organizational contract, or otherwise.

C. The Executive Director shall have general supervision, direction and active management of the business and affairs of the **ALUMNI FOUNDATION** and may be (but is not required to be) a member of the Board of Trustees.

D. The Executive Director shall keep a copy of the records of the **ALUMNI FOUNDATION**, its membership rolls and the permanent records of all minutes of meetings. He/she shall have charge of all such additional books and papers as the Board of Trustees may direct.

E. He/she shall, in general, perform all duties as are incidental to the office of secretary of a corporation not for profit under the laws of the State of Nevada, subject, at all times to the direction of the Board of Trustees.

Section 1.8 BOARD OF CHAIRMAN EMERITUS, An ad hoc committee will be charged with nominating a Chairman Emeritus after waiting a minimum of two (2) years following the expiration of such Chairman's two year term. The committee will formulate a set of rules for eligibility before considering a potential candidate for the position. Once selected, such nominee will be presented to the Board of Trustees for final approval by secret voting. Confirmation of the nominee will require a two-thirds (2/3) vote of the Board of Trustees during a regular meeting.

The Chairmen Emeriti and previous Chairmen of the Board shall function as the Advisory Board of the foundation without the right to vote or make any motion.

Section 7.9 Succession. In the event of death, disability or elimination of any officer, from the Chairman of the Board down to the Internal Auditor, the following line

of succession shall govern, strictly in the following order: President, Vice President, Treasurer, Secretary and Internal Auditor. If the President assumes the office of Chairman, each officer shall then elevate in the foregoing order of succession. If the position of Internal Auditor is vacated, the provision of Article VI, Section 6.5 shall prevail.

ARTICLE VI COMMITTEES

Section 8.1 Executive Committee. The Chairman of the Board, President, Vice President, Treasurer, Secretary, and Internal Auditor constitute the Executive Committee of the Board of Trustees. The President is the Chairman of the Executive Committee. This Executive Committee shall exercise all the powers of the Board of Trustees when the Board of Trustees is not in session, subject to the ratification of the action(s) of the Executive Committee by the Board of Trustees at its next meeting. Records of all minutes shall be kept and read at the following meeting of the Board of Trustees and shall be sent to members of the Board of Trustees at least one (1) month before the meeting for comments.

Section 8.2 Finance Committee.

A. The Finance Committee shall be composed of members of the Executive Committee.

B. The functions of the Finance Committee are:

(i) To solicit and recommend investment advisers and counsels;

(ii) To formulate and recommend financial strategies;

(iii) To plan and *create* a budget for the fiscal year beginning on the first day of January of each year; and

(iv) To submit from time to time amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Board of Trustees.

C. Investment/Financial Coordinator: The Chairman of the Board, with the concurrence of the Board of Trustees, may appoint an Investment/Financial Coordinator. The Investment/Financial Coordinator shall facilitate/coordinate periodic meetings of the Finance Committee.

Section 8.3, Membership Committee. The Membership Committee shall review all membership applications and recommend to the Board of Trustees actions on the applications. It shall be responsible for keeping the list of all members current and engage in recruiting and retaining members. The Membership Committee shall have the power to suspend or cancel the membership privileges of or to expel any member for conduct prejudicial to the welfare, interest or character of the **ALUMNI FOUNDATION**, with concurrence of two thirds (2/3) of the Board of Trustees present in a meeting with legitimate quorum,

Section 8.4 Other Committees. Other standing committees of the Board of Trustees of the **ALUMNI FOUNDATION** are: Annual Memorial Lectures, Awards, Constitution and Bylaws, Continuing Medical Education, Ectopic Murmur, Endowment, Fundraising, Student Achievement Awards and Scholarship, Nomination and Election, Planning and Development, Postgraduate Medical Education, and Website. The Chairman of the Board of Trustees, with consent and approval of the Board of Trustees, may appoint such other committee or committees deemed advisable. Said committees shall have such powers and duties as the Board of Trustees may delegate.

Section 8.5 Meetings

A. Committee meetings may be held in person or remotely via telephonic or other electronic means,

B. Standing and special committees of the Board of Trustees of the **ALUMNI FOUNDATION** shall hold their meetings at such time as the respective committee shall determine.

C- Emergency Meeting. Upon the request of the Chairman of the Board or the President, an emergency meeting of the Executive Committee may be called whenever necessary and important matters are to be discussed and decided at any time before the next meeting of the Board of Trustees. All other stipulations for such meetings shall apply as provided in prior Article(s),

Section 8.6 Ex-Officio Membership. The Chairman of the Board and the President are ex-officio members of all committees and may actively participate in any of its meetings and deliberations.

ARTICLE IX
WAIVER OF NOTICE

Section 9.1 Unless otherwise prohibited by law, whenever any notice is required to be given, by provisions of these By-Laws, a waiver in writing signed by person(s) entitled to such notices, whether before or after the time stated herein, shall be equivalent to having received such notice(s).

ARTICLE X
COMPENSATION AND INDEMNIFICATION

Section 10.1 Compensation. Officers and members of the Board Trustees of the **ALUMNI FOUNDATION** shall be volunteers and shall receive no compensation from the **ALUMNI FOUNDATION** or any of its chapters; provided, however, they may be reimbursed for any expenses, disbursement or liabilities made or incurred by such officer or trustee on account of the **ALUMNI FOUNDATION** or in connection with the management and conduct of the affairs of the **ALUMNI FOUNDATION**, subject to prior approval of the Chairman of the Board and availability of funds. The foregoing shall not be deemed to exclude the right of any person to indemnification as provided in the following section of this article.

Section 10.2 Indemnification. Every person who is, shall be or has been an officer or member of the Board of Trustees of the **ALUMNI FOUNDATION**, and his person or representative, shall be indemnified by the **ALUMNI FOUNDATION** against all cost and expenses (including, but not limited to, attorneys' fees, damages and reasonable amounts paid in settlement) reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding in which he/she may be made a party by reason of being or having been an officer or a member of the Board of Trustees of the **ALUMNI FOUNDATION**, or of any Chapter thereof, except in the event where he/she shall be finally adjudicated to have acted in bad faith and to have been liable by reason of willful misconduct or gross negligence in the performance of his/her duties as such officer or Trustee.

ARTICLE XI
ACCOUNTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1 Fiscal Year_ The fiscal year shall begin on the 1st day of January of each year and end December 31st.

Section U.2 Checks, Drafts & Notes. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness in the name of the ALUMNI FOUNDATION may be issued, signed, or sent, including by, or by electronic means, by the Treasurer and either the Chairman of the Board or the President or any officer of which shall be kept in the files.

Section H.3 Deposits_ All funds of the ALUMNI FOUNDATION shall be deposited in suitable banks, trust companies or other depositories as the board may elect.

ARTICLE XII
DISCLOSURE

Section 12.1. Upon the dissolution of this organization in accordance with the applicable provisions of the laws of the State of Nevada, and after all the debts of the AWMNI FOUNDATION have been fully satisfied, the assets of the AWMNI FOUNDATION, as then constituted, and including all income of the AWMNI FOUNDATION then undistributed, shall be transferred, upon unanimous approval of the Board of Trustees and with prior notification and authorization of the designated owners or representative(s) of donor-specified (temporary restricted) funds, to the MEDICAL SCHOOL, provided it remains a non-profit organization at the time, and/or other non-profit charitable organization(s), which are exempt from taxation under provisions of Section 501(c)(3) of the Internal Revenue Code, of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII
AMENDMENTS

Section U.1 These Bylaws may be amended at any meeting of the Board of Trustees by a two-thirds majority vote.

Section 13.2 Proposed Amendments to the Bylaws must be sent in writing (including via email) to the members of the Board of Trustees at least thirty (30) days prior to any meeting where such amendments will be deliberated upon.

ARTICLE XIV
INTERPRETATION

Section 14.1 The interpretation of the power to implement these Bylaws and of all rules authorized by it, shall be vested in the Board of Trustees. On any issue not covered by these Bylaws, the Roberts Rules of Order, the latest edition, shall prevail.