

ARTICLE I Name and Purpose

Section 1 – Name

The official name of the organization shall be THE SOCIETY OF SURGICAL ONCOLOGY, INC. (the “Society” or “SSO”). The Society was originally known as THE JAMES EWING SOCIETY, INC.

Section 2 – Purpose

The purpose of the Society shall be as set forth in its articles of incorporation and to improve the diagnosis and treatment of patients with malignant diseases.

ARTICLE II Membership

Membership in the Society shall consist of Active, Emeritus, Honorary, Associate, Candidate, and Resident and Medical Student members. The Society, through the Executive Council, shall be the sole judge of the ethical and professional qualifications requisite for election or termination of membership. The requirements for membership shall be set forth in the Bylaws, the SSO Policy and Procedures Manual and the SSO Committee Handbook. There shall be no limits in the number of members in any membership class.

The Membership Committee shall review all membership applications, take the appropriate action and make recommendations to the Executive Council.

Section 1 – Active Membership

- A. Qualifications: Active Membership in the Society is limited to physicians and other scientists who have a major professional interest and commitment to oncology, as demonstrated by a combination of the following activities:
 1. Criteria for Surgeons:
 - a. Certification by the American Board of Surgery (ABS) or an equivalent surgical specialty board or membership in a recognized national or international surgical or surgical oncologic society;
 - b. Evidence of continuing commitment to surgical oncology as demonstrated by such activities as:
 - i. Oncologic teaching or research;
 - ii. Involvement in activities of the American Cancer Society;
 - iii. Involvement in activities of the Commission on Cancer of the American College of Surgeons;
 - iv. A leadership role in hospital or community cancer activities;
 - v. Authorship of publications on topics pertaining to oncology in peer-reviewed medical journals;
 - vi. Membership in other oncologic societies;
 2. Non-Surgical Oncologists:

- a. Must be an acknowledged expert in a non-surgical field who has made significant contributions to surgical oncology or any scientist with a doctoral level degree, not in clinical practice, doing research in cancer or a cancer-related field. Examples of contributions to surgical oncology or qualifications of the individual include:
 - i. Editorial board membership of a major medical journal or editor of a major textbook on oncology;
 - ii. Having held office in a major national or international oncologic society;
 - iii. Fundamental original contributions to cancer research or teaching;
 - iv. Recognition by peers as a leader in the field of surgical oncology;
 - v. Having a continuing commitment to oncology as evidenced by:
 - a) Involvement in activities of the American Cancer Society or the Commission on Cancer or the American College of Surgeons;
 - b) A leadership role in hospital or community cancer activities;
 - c) Membership in other oncologic societies.
- B. Rights: An Active Member in good standing shall have the right to vote and serve on any committee and shall be eligible to hold any office within the Society. Active Members shall have the right to attend, participate in and submit abstracts for presentation at meetings of the Society. An Active Member shall be designated as a Fellow of the Society of Surgical Oncology.
- C. Recommendations for Active Membership:
 - 1. An applicant must submit a completed membership application along with any required application fees.
 - 2. Graduates of SSO-approved surgical fellowship training programs can apply for transfer from Candidate Membership to Active Membership upon successful completion of an SSO-approved training program, as attested by their training program director.

Section 2 – Emeritus Membership

- A. Qualifications: Emeritus Membership in the Society is an option for those Active Members who have reached the age of 70 and/or are no longer in active practice. The Executive Council may recommend Emeritus Membership status at a younger age under unusual circumstances. New candidates for membership who are 70 years of age or over and are no longer in active practice of medicine shall be eligible for election to Emeritus Membership.
- B. Rights: An Emeritus Member shall have the right to vote and to attend, participate in and submit abstracts for presentation at meetings of the Society. An Emeritus Member in good standing shall be designated as a Fellow of the Society of Surgical Oncology.
- C. Election to Membership: All Active Members upon reaching age 70 and/or no longer in active practice may request transfer to Emeritus Membership. Transfer to Emeritus Membership is effected by vote of a majority of the Executive Council.

Section 3 – Honorary Membership

- A. Qualifications: A person distinguished for his or her services or attainments in the field of oncology may be elected to Honorary Membership in the Society.
- B. Rights: An Honorary Member shall have the right to attend, participate in and submit abstracts for presentation at meetings of the Society.
- C. Recommendations for Honorary Membership: The names of candidates for Honorary Membership shall be submitted by Active Members of the Executive Council.
- D. Election to Membership: Election to Honorary Membership is by approval of the SSO Executive Council.
- E. Dues: Honorary Members shall not be required to pay dues.

Section 4 – Associate Membership

- A. Qualifications: Associate Membership in the Society shall be limited to any non-physician health care provider (e.g. nurse clinician, physician assistant) who is involved in surgical oncology patient care.
- B. Rights: An Associate Member shall have the right to attend, participate in and submit abstracts for presentation at meetings of the Society.
- C. Recommendations for Associate Membership:
 - 1. An applicant must be proposed for membership by either an Active or Emeritus Member in good standing, along with one seconder who must also be either an Active or Emeritus Member in good standing.

Section 5 – Candidate Membership

- A. Qualifications: Membership in the Candidate Group in the Society is limited to surgical trainees or surgeons who meet ABS requirements for certification or hold membership in a recognized international surgical or surgical oncologic society and who meet one of the following requirements:
 - 1. Must be in training, in a fellowship training program; or
 - 2. Must have completed their surgical training but have not yet become Board-Certified.

If elected, the Candidate Member may remain in the Candidate Group for up to two years post fellowship. After that time, the Candidate will advance to Active Membership.

For Section 5, Sub-Section A2 above, an applicant must submit a completed membership application along with a letter of recommendation from the training program director of the applicant's career interest in oncology.

- B. Rights: A Candidate Member shall have the right to attend, participate in and submit abstracts for presentation at meetings of the Society and the right to serve on a committee if appointed by the President of the Society.

Section 6 – Resident Membership and Medical Student Membership

- A. Qualifications: Resident and Medical Student Membership in the Society is limited to residents and medical students who meet one of the following requirements:

1. Must be a surgical resident in a surgical residency program approved by the Accreditation Council for Graduate Medical Education, or accredited by an appropriate oversight body; or
2. Must be a student enrolled in an accredited medical school at a college or university.

If elected, the Resident Member will remain a Resident Member through completion of surgical training and then be required to apply for Candidate Membership.

For Section 6, Sub-Section A above, an applicant must submit a completed membership application along with a letter of recommendation from the current training program director or an Active Member of the SSO in a leadership position at the medical school of the applicant's career interest in oncology.

- B. Rights: A Resident Member or Medical Student Member shall have the right to attend meetings of the Society.

ARTICLE III Dues

Dues shall be established by the Executive Council and payable to the Society upon receipt of the annual statement period.

ARTICLE IV Termination and Reinstatement of Membership

Membership in the Society may be terminated by a member submitting a letter of resignation to the Secretary, a failure to pay dues, or by a majority vote of the Executive Council for failure of a member to act in accordance with accepted ethics of the medical or scientific professions. In cases where a membership is re-instated, all delinquent dues shall be paid. Reinstatement shall be at the discretion of the Executive Council.

For those members whose membership is terminated for failure to act in accordance with accepted ethics with the medical or scientific professions, they shall be afforded the opportunity to appeal the decision of the Executive Council in accordance with the policies and procedures set forth in the SSO Policy Manual.

ARTICLE V Officers

Officers of the Society of Surgical Oncology shall be the Immediate Past President, President, President-Elect, Vice President, Secretary and Treasurer. In the event that the President becomes unable to perform the duties of the Presidency, the order of succession of the officers shall be the President-Elect, Vice President, Secretary and the Treasurer.

The Nominating Committee shall annually present a slate of nominees for the office of President-Elect, Vice President, Secretary and Treasurer. Active SSO members in good standing are eligible for selection as an Officer after one complete 3-year term as an elected Executive Council member.

Section 1 – Immediate Past President

- A. Election: The office of the Immediate Past Presidents shall be filled by the most immediate Past-President.
- B. Term of Office: The Immediate Past President shall serve for one year.
- C. The Immediate Past-President shall be a member of the Executive Council and Committee with vote.

Section 2 – President

- A. Election: The office of the President shall be filled by the President-Elect.
- B. Term of Office: The President shall serve for one year.
- C. Duties:
 - 1. All customary duties of the office of President.
 - 2. Preside at the Annual Meeting of the Members and other meetings of the Executive Council during the term of appointment.

Section 3 – President-Elect

- A. Election: The President-Elect shall be elected by a simple majority of the votes cast at the Annual Meeting of the Members.
- B. Term of Office: The President-Elect shall serve for one year.
- C. Duties: All customary duties of the office of President-Elect or those assigned by the President or the Executive Council.
 - 1. Succeed to the office of the President if a vacancy in the Presidency occurs.

Section 4 – Vice President

- A. Election: The Vice President shall be elected by a simple majority of the votes cast at the Annual Meeting of the Members.
- B. Term of Office: The Vice President shall serve for three years
- C. Duties: All customary duties of the office of the Vice President or those assigned by the President or the Executive Council.

Section 5 – Secretary

- A. Election: The Secretary shall be elected by a simple majority of the votes cast at the Annual Meeting of the Members.
- B. Term of Office: The Secretary shall serve for three years.
- C. Duties: All customary duties of the office of Secretary or those assigned by the President or the Executive Council; Serves as the Chair of the Membership Committee.

Section 6 – Treasurer

- A. Election: The Treasurer shall be elected by a simple majority of the votes cast at the Annual Meeting of the Members.
- B. Term of Office: The Treasurer shall serve for three years.
- C. Duties: All customary duties of the office of Treasurer or those assigned by the President or Executive Council; Serves as the Chair of the Finance Committee.
- D. Bonding: The Treasurer shall be bonded at the expense of the Society.

Section 7 – Chief Executive Officer (CEO)

- A. The Executive Council shall retain and evaluate a CEO to manage the activities of the Society.
- B. The CEO reports to the Executive Council and Executive Committee on all matters internal and external.
- C. The CEO shall hire, supervise and terminate other employees, consultants and other agents as deemed appropriate.
- D. The CEO shall serve as a member of the Executive Council and Executive Committee in an ex officio capacity without vote.

ARTICLE VI Executive Council

The Executive Council shall act as the governing body and Board of Directors of the Society and shall act in accordance with these Bylaws and approved SSO Policy and Procedures Manual.

Section 1 – Members

- A. Number of Members: There shall be 18 voting members, each referred to as a Councilor.
- B. Type of Members:
 - 1. Officers: Six voting members.
 - a. Immediate Past President
 - b. President – Chair of Executive Council
 - c. President-Elect
 - d. Vice President
 - e. Secretary
 - f. Treasurer
 - g. Chief Executive Officer (ex-officio, without vote)
 - 2. Second Past President: The second Past President shall serve a one-year term on the Executive Council.
 - 3. International and Community Representation: two voting members, including one representative each of the international and community-based surgical oncology membership segments. Each shall serve a three-year term following approval by the voting members at the Annual Meeting of the Members.
 - 4. Elected Members: Nine voting members, including three Councilors-at-Large.
 - a. Six members from the Active Membership shall serve as members of the Executive Council. Each shall serve for a three-year term following approval by the voting members at the Annual Meeting of the Members. This shall be alternated so that two new members are elected each year. If an elected member of the Executive Council becomes an Officer, he/she must resign at the Annual Meeting of the Members as an elected member so that a replacement may be made.
 - b. Councilor-at-Large: Three members from the Active Membership shall serve as members of the Executive Council. Each Councilor-at-Large will serve a three-year term which will be staggered so that

one new Councilor-at-Large is elected each year. To be eligible to serve as a Councilor-at-Large, an individual must have been a member of the Society for a minimum of five years at the time of his or her nomination and must be no older than age 45 years.

- c. Upon completion of a three-year term, a member may not serve again as an elected member of the Executive Council until at least one year has elapsed from the end of the member's term, unless elected as an Officer.
5. The *Annals of Surgical Oncology* Editor-in-Chief and SSO Representative to the American Board of Surgery shall serve as members of the Executive Council in an ex officio capacity without vote.
6. Invited Guests: The Executive Council may, at its discretion, invite one or more guests to attend and participate in Executive Council meetings and afford such guests such privileges as it may deem to be useful, except the privilege of voting.

Section 2 – Meetings

- A. Regular Meetings: The Executive Council may take action to set the time, date and place for the holding of the regular annual meeting of the Executive Council and at least two additional regular meetings of the Executive Council without other notice than such action. One regular meeting shall be held immediately prior to the Annual Meeting of the Members and one shall be held approximately three to six months before the next Annual Meeting of the Members. Additional meetings may be called at the discretion of the President.
- B. Special Meetings: Special meetings of the Executive Council may be called by, or at the request of, the President or upon a written request to the Secretary by eight members of the Executive Council. Notice of any special meeting of the Executive Council shall state the time, date, and place of the meeting and shall be delivered at least five days prior to the date of such meeting. Attendance of a member of the Executive Council at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.
- C. Meeting by Electronic Means: Any one or more members of the Executive Council or of any committee thereof who is not physically present at a meeting of the Executive Council or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Executive Council or committee member can participate in all matters before the Executive Council or committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Executive Council or committee. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by electronic means (whether regular or special) may be delivered a minimum of 24 hours prior to the meeting.
- D. Quorum: A simple majority of the voting members of the Executive Council then in office shall constitute a quorum for the transaction of business at any duly called

meeting of the Executive Council; provided that when less than a quorum is present at said meeting, a majority of the Executive Council members present may adjourn the meeting to another time without further notice.

- E. Attendance: All officers and the nine elected members are expected to attend all meetings of the Executive Council. Chairs of committees may be invited to present a committee report.
- F. Voting: Each member of the Executive Council shall have only one vote as council member. Members of the Executive Council may not vote or participate in meetings by proxy. The act of a majority of the members of the Executive Council 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. Any action required or permitted to be taken by the Executive Council may be taken without a meeting if all members of the Executive Council consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Councilor by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Councilor.
- G. Informal Action by Executive Council: Any action requiring a vote of the Executive Council may be taken without a meeting if a consent, setting forth the action so taken, is approved by all members of the Executive Council entitled to vote with respect to the subject matter thereof.

Section 3 – Authority, Responsibilities and Duties

- A. The affairs of the Society shall be managed by the Executive Council which shall have supervision, control, and direction of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Executive Council may adopt such 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.
- B. Develop a Strategic Plan and review it regularly.

Section 4 – Executive Committee

- A. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and the Immediate Past President. The CEO shall serve as a member of the Executive Committee in an ex officio capacity without vote. The President shall serve as Chair of the Executive Committee.
- B. Duties: The Executive Committee shall discuss and act upon matters that arise between scheduled meetings of the Executive Council and report those actions promptly to the Council, subject to limitations imposed by Executive Council policy or the New York Not-for-Profit Corporation Law (NY ACT). The Executive Committee shall take no action with respect to the election of Officers or with respect to filling vacancies on the Council. The Executive Committee shall be

responsible for review and planning of the administrative and financial matters of the Society.

- C. Meetings and Voting: The Executive Committee shall meet in person or by conference call upon the request of the Chair or majority of the Executive Committee. Each member shall have one vote. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee, provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of the majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VII Committees

The Committees of the Society shall be appointed by the President to aid the Executive Council in conducting the affairs of the Society. The Chairs of SSO committees may be invited to report to the Executive Council. They shall not have the right to vote at meetings of the Executive Council. Appointments of new committee members and committee chairs shall be made by the newly-elected President at the time of the Annual Meeting of the Members

The action establishing a committee shall set forth the Committee's purpose, authority, composition and the qualifications required for membership on the Committee. Any Committee having the authority of the Executive Council shall have members of the Executive Council as a majority of its members and in each case shall have no fewer than three Executive Council members.

Section 1 – Standing Committees

The standing committees shall be: Committee on Constitution and Bylaws, Finance, Membership, and Nominating. Other committees and task forces may be appointed by the President to conduct the work of the Society. Committees shall be managed in accordance with the SSO Policies and Procedures Manual and Committee Handbook.

- A. Nominating Committee: The Nominating Committee shall annually present a slate of nominees for vacancies in the elected membership of the Executive Council, including nominees for international and community representatives on the Executive Council. In addition, the Nominating Committee shall present a slate of nominees for each vacant Councilor-at-Large and the elected positions on the Nominating Committee that will be presented to the membership in an online election.

Composition: The Nominating Committee shall be chaired by the third Immediate Past President. Eight members shall comprise the Nominating Committee including the three most Immediate Past Presidents, one Executive Council member appointed by the SSO President-Elect, the Senior Councilor-at-Large, one Community Surgical Oncologist, one international member and one undesignated active member. The term of office of Nominating Committee members, either elected or appointed, is one year. A vacancy in Nominating Committee membership (including Chair) by reason of death, resignation, removal,

disqualification or otherwise will be filled by the President with the approval of the Executive Council, for the unexpired portion of the term. The Nominating Committee shall be operated in accordance with the Society's Committee Handbook.

Duties of the Committee: The Nominating Committee shall solicit recommendations from the entire membership, including the Executive Council and members of the Committee itself. The committee shall further consider the current and anticipated priorities of the SSO in identifying candidates qualified to lead. Only members duly nominated may be submitted for election. No member of the Nominating Committee may be nominated for office while serving on the committee.

The proposed slate for the Executive Council shall include the following officer positions: President, President-Elect, Vice President, Secretary, Treasurer as well as six Councilors and three Councilors-at-Large with two individuals slated for the positions of Community Surgical Oncologist, International Member and the position of Councilor-at-Large which turns over in the relevant year.

The proposed slate for the Nominating Committee shall include two individuals for the positions of Community Surgical Oncologist, International Member, and Nominating Committee Member-at-Large.

Report: The report of the Nominating Committee shall be submitted to the membership in accordance with the procedure established by the Executive Council.

Section 2 – Committee Meetings

- A. **Number:** The number of meetings needed shall be determined by the Chairs of the respective Committees to complete the business of the Committee.
- B. **Place:** The date, time and place shall be determined by the Chairs of the respective Committees.
- C. **Quorum and Manner of Acting:** At all meetings of any committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these bylaws or the resolution establishing such committee. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.
- D. **Committee Vacancies:** Except as otherwise provided herein or the action establishing the committee, vacancies in the membership of a committee shall be filled by the President.
- E. **Policies and Procedures:** The Executive Council shall develop and approve policies and procedures for the operation of all committees. All committees shall report to the Executive Council, unless otherwise set forth in the resolution establishing such committee.

ARTICLE VIII Member Meetings

Section 1 – Annual Meeting of the Members

Number: A meeting of the voting members of the Society shall be held annually for the election of Councilors and Officers and the transaction of other business at such time and place as shall be determined by the Executive Council.

Section 2 – Special Meeting of the Members

Special meetings of the voting members of the Society may be called at the request of the Executive Council, or at the written request of 10% of the Society's voting members. The time and place for holding special meetings shall be determined by the Executive Council in accordance with the NY Act.

Section 3 – Notice

Notice of any annual or special meeting of the voting members shall state the time, date, place and purpose of the meeting and shall be delivered not more than 50 and not less than ten days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4 – Quorum

The lesser of (i) ten percent of the eligible voting members of the Society; or (ii) 100 eligible voting members of the Society present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5 – Manner of Acting

The act of a majority of more of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by the NY Act, the Articles of Incorporation, or these Bylaws.

ARTICLE IX Funds

Section 1 – Types of Funds

- A. Dues:
 - 1. Dues are required of all Active, Associate, Candidate, and Resident and Medical Student Members. The amount shall be determined by the recommendation of the Executive Council.
 - 2. Dues shall be payable upon receipt of the annual statement.
- B. Initiation Fees: All new members except Honorary Members, may be assessed an initiation fee as determined by the Executive Council.
- C. Contributions: Any contribution or grant directed to the Society shall be received by the Society. Such contributions shall be used as the contributor requests. If no specification has been made concerning the use of the contribution, the Executive Council shall determine its utilization in the best interests of the Society.

D. Fiscal Year: The Society's fiscal year shall be January 1-December 31.

Section 2 – Disbursement

Bills shall be paid after the appropriate review and approval has been conducted.

Section 3 – Statements

The Treasurer shall ensure that an annual financial report is presented at the Annual Meeting of the Members and that appropriate financial reports are submitted to the appropriate legal entities.

ARTICLE X Indemnification and Insurance

Section 1 – Indemnification

The Society, to the fullest extent permitted by law, shall indemnify and hold harmless the Society's Officers, members of the Executive Council and Committees and Society staff from and against any and all claims and liability.

Section 2 – Insurance

The Society shall purchase and maintain insurance at all times to protect its officers, Executive Council and Committee members and Society staff against liability with such coverage and limits as the Executive Council deems appropriate.

ARTICLE XI Amendments

Section 1 – Procedure for Amending the Constitution and Bylaws

- A. An amendment to the Constitution and Bylaws of the Society may be originated by the Executive Council or by any Active Member in good standing, provided that an amendment proposed by the Active Member is presented in writing and endorsed by at least five other members in good standing.
- B. A proposed amendment must be presented to the Committee on Constitution and Bylaws. This Committee shall review the proposed amendment and forward it to the Executive Council with its recommendations at least three months prior to the Annual Meeting of the Members.
- C. The Executive Council shall review the proposed amendment and circulate it to the Active Membership at least one month prior to the Annual Meeting of the Members.
- D. The proposed amendment shall be presented at the Annual Meeting of the Members with the recommendations of the Executive Council.
- E. A vote by a two-thirds majority of those cast at the Annual Meeting of the Members shall amend the Constitution and Bylaws and such amendments shall be incorporated into the existing Constitution and Bylaws.
- F. Alternatively, the Executive Council may submit a proposed amendment to the membership at a special meeting. A vote by a two-thirds majority of those cast at a special meeting shall amend the Constitution and Bylaws and such amendments shall be incorporated into the existing Constitution and Bylaws.

ARTICLE XII Parliamentary Procedure

The conduct of meetings will be governed by *Roberts Rules of Order*, as most recently revised. In case of a conflict between *Roberts Rules of Order* and this Constitution and Bylaws, this Constitution and Bylaws will govern.

ARTICLE XIII Incorporation

The SSO is incorporated in the State of New York and is governed by the applicable statutes, regulations and policies applicable to non-profit organizations.

ARTICLE XIV Rules

The following rules shall conclusively bind the SSO and all persons acting for or on behalf of it:

- A. No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its trustees, officers, committee members or other private persons, except that the Society 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 Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, the Society shall not carry on any activity 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 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- B. In the event of dissolution of the Society, the Executive Council, after paying or making provision for the payment of all liabilities of the Society, shall distribute the remaining assets of the Society exclusively for the purposes of the Society to the James Ewing Foundation, a New York not-for-profit corporation (“Foundation”) a 501(c)(3) exempt organization; provided, however, in the event the Foundation does not qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) at such time the Executive Council shall distribute the remaining assets of the Society exclusively for the purposes of the Society in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Council shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations, which are organized and operated exclusively for such purposes, as said Court shall determine.