

**BYLAWS
OF
NORTHERN ILLINOIS SCIENCE EDUCATORS**

(Version 2019-09-09, Adopted: 2019-10-09)

ARTICLE I – Purpose and Prohibitions

SECTION 1. STATEMENT OF PURPOSE. This corporation is organized and operated exclusively for educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, or any law replacing it. More specifically, the corporation is organized to provide professional development opportunities for pre-kindergarten to post-secondary science educators and administrators in northern Illinois through workshops, conferences, and related dissemination of information (newsletters and websites) that further this purpose. While other organizations focus on services across the state or even nationally, this organization’s primary focus will be to work with educators and administrators in urban areas in and around Chicago. The following 6 areas are defined as “Regions:” (1) North Cook County (defined as Cook County, north of I-290 including Chicago); (2) South Cook County (defined as Cook County, south of I-290 including Chicago); (3) Lake County; (4) DuPage County; (5) Kane County; and (6) Will County. It is the goal of the organization that any participant who works in a Region should not have to travel more than 75 miles to reach an event or service offering.

SECTION 2. PROHIBITED ACTIVITIES. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

SECTION 3. MEMBERSHIP. The corporation shall have no members, and it shall be governed by a self-perpetuating board of directors.

ARTICLE II - Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its board of directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be eight (8), comprising one (1) director currently or formerly employed in each of the Regions (defined above) and two (2) “at large” directors who may reside or be employed in any Illinois county. Each director shall hold office for terms of 2 years. Terms of office shall begin at the conclusion of the meeting at which he or she is elected and shall continue for the elected term until the conclusion of the annual meeting (or special meeting held for the purpose of the election of directors) in the year in which his or her term ends or until a successor has been qualified and elected, whichever is later. Director terms shall be staggered with 4 directors elected each year; provided, however, 4 of the initial directors will have 1-year terms expiring on the first anniversary of their election to create a staggered board. The number of directors may be decreased with a two-thirds majority vote to not fewer than three or

increased to any number from time to time by amendment of these bylaws, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent director.

SECTION 3. ELECTION. Directors shall be elected at the regular annual meeting of the board of directors. If an annual meeting is not held, or the directors are not elected thereat, directors may be elected at any special meeting of board of directors held for that purpose. Each director shall hold office until the first of the following to occur: his or her successor has been duly elected; his or her death; or his or her resignation or removal.

SECTION 4. REGULAR MEETINGS. A regular annual meeting of the board of directors shall be held without notice on the second Friday of June unless otherwise scheduled at a prior regular or special meeting. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board. Timely mailing or e-mailing of the board minutes to each member of the board of directors may qualify as notice of the next meeting of the board if the minute concerning the meeting is clearly set-forth and concise in its composition.

SECTION 5. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 6. NOTICE. Notice of any meeting of the board of directors shall be given at least 2 days but not more than 30 days prior to the date of the meeting previous thereto by written notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Written notice may be by electronic means. If notice is given by email, such notice shall be deemed to be delivered on the first business day after the email is delivered. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION 7. QUORUM. A majority of the board of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 8. MANNER OF ACTING. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

SECTION 9. VACANCIES. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors as soon as practicable unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time with written notice to the board of directors. A director may be removed with or without cause, by a two-thirds majority vote of the board.

SECTION 11. INFORMAL ACTION BY DIRECTORS. Any action required or permitted by the Illinois Not for Profit Corporation Act, to be taken at a meeting of the board of directors of a corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors entitled to vote. Consent shall be evidenced by one or more written approvals, each of which shall set forth the action taken and bear the signature of one or more directors. All approvals evidencing consent shall be delivered to the secretary of the corporation to be filed in the corporate records. The action taken shall be effective when all the directors entitled to vote have approved the measure unless the consent specifies a different effective date. Any such consent signed by all the directors entitled to vote shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State. As used in this section, the terms "written", to be "in writing", to have "written consent", to have "written approval" and the like shall include any communication transmitted or received by electronic means.

SECTION 12. COMPENSATION. Directors shall not receive compensation for their services as directors. By resolution of the board of directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 13. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 14. ELECTRONIC MEETINGS. Any meeting of the board of directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines. Members of the board may participate in, and act at, any meeting of the board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 15. CONFLICT OF INTEREST.

(a) If a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

(b) In a proceeding contesting the validity of a transaction described in subsection a of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the director's interest or relationship were disclosed or known to the board of directors and the board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested directors even though the disinterested directors were less than a quorum.

(c) The presence of a director who is directly or indirectly a party to the transaction described in subsection a of this Article or a director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee then takes action on the transaction.

(d) For purposes of this Article, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director, or general partner.

ARTICLE III - Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president/chairman, a vice president, a secretary, and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person except that the offices of president and secretary may not be held by the same person concurrently. All officers except treasurer must also be directors of the corporation.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to

the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

SECTION 5. VICE PRESIDENT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, the vice president (or any of them if there is more than one) may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments that the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine. The treasurer need not be a director.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member that shall be furnished to the secretary by such member; and (e) perform

all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary, respectively, or by the president or the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

SECTION 9. SALARIES. The salaries of the officers, if any, shall be fixed from time to time by the board of directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE IV - Committees, Commissions, and Advisory Boards

SECTION 1. COMMITTEES. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of two or more directors and such other persons as the board of directors designates, provided that a majority of each committee's members are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it, him, or her by law. Committees may not act on behalf of the corporation unless such authority is delegated to the committee by the board of directors.

SECTION 2. LIMITATIONS ON THE AUTHORITY OF COMMITTEES. To the extent specified by the board of directors or in the articles of incorporation or bylaws, each duly-constituted committee may exercise the authority of the board of directors, provided, however, that a committee may not:

- (1) Adopt a plan for the distribution of the assets of the corporation or for dissolution;
- (2) Fill vacancies on the board of directors or on any of its committees;
- (3) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;
- (4) Adopt, amend, or repeal the bylaws or the articles of incorporation;
- (5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or
- (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the board of directors when the resolution or action of the board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

SECTION 3. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created

by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but may make recommendations to the board of directors or to the officers of the corporation. The board of directors shall not lend "apparent authority" to such commissions or advisory bodies and all related corporate resolutions shall expressly limit the body's authority in this respect.

SECTION 4. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

SECTION 5. CHAIR. One member of each committee, advisory board, or commission shall be appointed chair.

SECTION 6. RESIGNATION AND REMOVAL. Any committee member may resign at any time by giving written notice to the chairman of the committee and to either the president or secretary of the corporation who shall convey such notice to the board of directors. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any committee member may be removed at any time by the board of directors.

SECTION 7. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 8. CALLING MEETINGS. Meetings of any committee may be called by the board of directors, the president, the committee chair, or a majority of the committee's voting members. Notice of the time and place of any committee meeting shall be given at least three (3) days prior to the meeting.

SECTION 9. QUORUM AND MANNER OF ACTING. Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board, or commission.

SECTION 10. RULES. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

SECTION 11. INFORMAL ACTION. Any action required or permitted to be taken at a committee meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members entitled to vote. Consent shall be evidenced by one or more written approvals, each of which shall set forth the action taken and bear the signature of one or more committee members. All approvals evidencing consent shall be delivered to the secretary of the corporation to be filed in the corporate records. The action taken shall be effective when all the committee members entitled to vote have approved the measure unless the consent specifies a different effective date. Any such consent signed by all the committee members entitled to vote shall

have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State. As used in this section, the terms "written", to be "in writing", to have "written consent", to have "written approval" and the like shall include any communication transmitted or received by electronic means.

SECTION 12. ELECTRONIC MEETINGS. Any committee meeting may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines. Committee members may participate in, and act at, any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE V - Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. GIFTS. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

SECTION 5. LOANS. No loans shall be contracted on behalf of the corporation 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 6. SALE OF ASSETS. A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the corporation outside the normal course of business may be made by the board of directors upon such terms and conditions and for such consideration, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the board of directors; provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

SECTION 7. NET EARNINGS. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the Statement of Purpose. The property of this organization is irrevocably dedicated to the Statement of Purpose and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE VI - Books and Records

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of the board of directors and committees having any of the authority of the board of directors and shall keep at the registered or principal office a record giving the names and addresses of the board members entitled to vote. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII - Fiscal Year

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE VIII - Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE IX - Indemnification

SECTION 1. INDEMNIFICATION. The Corporation shall indemnify and protect each of its directors and officers to the fullest extent permitted by the laws of the State of Illinois.

SECTION 2. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 3. INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or

not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE X – Dispute Resolution

SECTION 1. ALTERNATIVE DISPUTE RESOLUTION. Any claim or dispute arising from or related to these Bylaws shall be settled by mediation and, if necessary, legally binding arbitration.

SECTION 2. MEDIATOR SELECTION. The parties shall retain a mutually agreed-on neutral mediator. Such mediator shall be retained from a reputable source or organization such as the Center for Conflict Resolution or ADR Systems (located in Chicago). In the event that the parties cannot agree on a mediator, then each party shall select a mediator. The two individually selected mediators shall jointly identify a third mediator, who then will be responsible for facilitating a binding resolution of the parties' dispute at a mutually agreed-on time and place. The mediation shall be confidential and conducted in accordance with the rules of the organization from which the mediator who facilitates the parties' dispute is retained. The fees and costs of the mediator who facilitates the mediation shall be borne equally by the parties. The fees and costs of any mediator whom a party retains individually shall be borne by that party.

SECTION 3. ARBITRATION. If the claim or dispute cannot be settled through mediation, the dispute shall be settled by arbitration administered by the American Arbitration Association in accordance with its Commercial Arbitration Rules, and judgment on the award rendered by the arbitrator may be entered in any court having jurisdiction thereof. The prevailing party will be entitled to an award of its attorney fees and costs.

ARTICLE XI - Amendments

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors and require a two-thirds majority vote unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors at least 20 days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XII – Dissolution

The corporation may be dissolved only with authorization of its board of directors given at a special meeting called for that purpose.