

**BYLAWS¹ OF THE
NATIONAL HEALTH COUNCIL, INCORPORATED**

**ARTICLE I
NAME AND LOCATION**

Section 1
Name

The name of this organization is National Health Council, (hereinafter called "Council"), a nonprofit corporation incorporated in the state of New York.

**ARTICLE II
MEMBERSHIP**

Section 1
Qualification for Membership

The Board of Directors shall have the authority to establish the criteria for membership in the Council, the classes of membership, and the rights of each class of membership, in accordance with applicable law. Any association, organization, agency or other body having an interest in the improvement of the health of the public may apply for membership in the Council. Each application will be referred to the Membership Committee which shall apply criteria for membership eligibility prescribed by the Board of Directors and report to the Board of Directors recommending acceptance or rejection of the application. If the recommendation is to accept such application, the Membership Committee shall also recommend the class of membership for each entity. An applicant shall be admitted to membership in the Council upon an affirmative vote of two-thirds of the Board of Directors present and voting at any meeting of the Board. The Board shall have final authority to determine the class of membership for any applicant.

Section 2
Termination of Membership

Any membership may be terminated or suspended upon the affirmative vote of two-thirds of the Board of Directors present and voting at any meeting of the Board. In addition, when any member shall be in default in the payment of dues for a period of 30 days after such dues become payable, the Board of Directors delegates authority to the Council Staff to terminate membership after all reasonable efforts are made to communicate about and collect unpaid dues.

¹As amended December 12, 2023.

Section 3
Resignation of Membership

Any member may resign by filing a written resignation with the Chief Executive Officer but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Section 4
Record of Members

The Secretary of the Council shall keep a list or record of all members which shall be evidence of membership for any purpose when so certified by the Secretary.

**ARTICLE III
MEMBERSHIP MEETINGS**

Section 1
Meetings

All meetings of the members of the Council shall be held in Washington, D.C., or at such other place as may be selected by the Chairperson.

Section 2
Annual Meeting

The members of the Council shall meet annually for the election of Directors and members of the Nominating Committee and for the transaction of such other business as may properly come before the meeting. Such meeting shall be held at a time determined by the Chairperson.

Section 3
Annual Report

The Board of Directors shall present at the Annual Meeting a report of the Council's fiscal and membership status in accordance with New York State Not-for-Profit Corporation Law (hereinafter known as "N-PCL").

Section 4 Special Meetings

Special meetings of the members of the Council may be called at any time by the Chairperson or by the Board of Directors. A special meeting of the members of the Council may also be called by ten percent or more of the members who submit a written request for such meeting to the Secretary of the Council. Such request shall specify a date for the special meeting which is not less than two nor more than three months from the date of the written request.

Section 5 Notice of Meetings

Written notice of any annual or special meeting of the members of the Council shall be given by the Secretary of the Council, via electronic mail to each member of the Council entitled to vote at such meeting. Such notice shall be given not less than 10 days nor more than 50 days before the date of the meeting. Notice of a meeting shall state the place, date and hour, and purpose of the meeting and, in the case of notice of a special meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting.

Section 6 Quorum at Meeting; Manner of Acting

At any meeting of members, the presence in person, or by proxy of members entitled to cast one-tenth the total number of votes entitled to be cast at such meeting, shall constitute a quorum. If a quorum is not present at any meeting of the members, a majority of the members present and entitled to vote may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law, the Certificate of Incorporation or these Bylaws.

Section 7 Voting at Meetings

At any meeting of the members, each member of the Council entitled to vote shall be permitted to cast one vote. Such vote may be cast in person by an individual certified to the Council as the member's voting representative, or by written proxy duly executed by or on behalf of such member. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the proxy otherwise provides.

Section 8
Action By Members Without a Meeting

Whenever under any provision of law, the Certificate of Incorporation or these Bylaws, members are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon.

Written consent thus given by all members entitled to vote shall have the same effect as a unanimous vote of members, and any certificate with respect to the authorization of taking of any such action which is delivered to the Department of State of the State of New York shall recite that the authorization was by unanimous written consent.

ARTICLE IV
BOARD OF DIRECTORS

Section 1
General Powers

The governance of the Council shall be vested in the Board of Directors except as otherwise provided by law or the Certificate of Incorporation.

Section 2
Number, Classes and Terms of Directors

(a) Except as otherwise provided in this Section 2, Directors of the Council shall serve three-year terms, and may serve for no more than two full consecutive terms, excluding any partial term when a member is appointed to fill a vacancy in an unexpired term. Time served as an officer shall count towards the term limits, except that if a Director is serving or elected as an officer at the end of his or her second term as Director, then such Director shall complete his or her term as an officer and the Director elected to succeed such holdover Director shall serve the unexpired term of the holdover Director so that the three year staggering of Directors is maintained. A year is defined as concurrent with the Council's fiscal year -- i.e., January 1 through December 31. After serving two full consecutive terms, Directors of the Council, other than officers, are eligible for reelection after a one-year absence from the Board. The terms of one third of the Directors shall expire each year, except if a Director's term is extended because the Director is completing a term as an officer. Each Director shall serve until the expiration of his or her term and until a successor is chosen and qualified.

(b) The number of Directors shall always be a multiple of three and may, within the limits for the entire Board of Directors prescribed by the Certificate of Incorporation, be fixed at any annual meeting of members of the Council. Unless and until otherwise so fixed, such number shall be twenty-one. Directors shall be elected by the members of the Council entitled to vote by an annual vote of such members and shall be classified with respect to their terms by division into three equal classes.

Section 3 Composition of Board

Directors shall be chosen from member organizations of the Council, with the exception of Counsellors who may be chosen from within or outside the membership. The Board of Directors shall be composed of persons associated with the following categories:

- (a) twelve Directors from patient organization members;
- (b) six Directors from all other member categories; and
- (c) three Counsellors

Counsellors shall be elected by members entitled to vote and shall be chosen from within or outside the membership. Counsellors will be selected because of their acknowledged capacity to foster the functioning of the governing body, to assist the Council in resource development, and to bring to the Council knowledge and diversity that might not otherwise be available from the current Directors. The rules regarding classes and terms for Counsellors shall be the same as those described for other Directors in Article V, Section 2 herein.

Section 4 Election of Directors

The Nominating Committee shall nominate one person for each Directorship to be filled at each annual meeting of members of the Council in accordance with the provisions of Section 3 of this Article and Article V, Section 1(e). Additional nominations for a Director position may be made by a petition signed by at least ten members entitled to vote and submitted to the Council's Secretary at least twenty-four hours in advance of the meeting at which the Director position is to be filled. Directors shall be elected by a plurality of the votes cast at a meeting of members by members entitled to vote in the election, presuming that a quorum exists. Blank votes or abstentions shall not be counted in the number of votes cast.

Section 5 Regular Meetings

Regular meetings of the Board of Directors shall be held at least three times each year at such time and place as shall be determined by the Chairperson and designated in the notice of the meeting. Written notice of the time and place and information about the action items on the

agenda of each regular meeting of the Board shall be sent by first-class mail, fax or e-mail to each Director at least 10 days in advance of the meeting.

Section 6 Special Meetings

Special meetings of the Board may be called at any time by the Chairperson or by five or more Directors who submit a written request for such a meeting to the Secretary of the Council. Written notice of the time and place of each special meeting of the Board, stating the purpose of the meeting, shall be sent by first-class mail, fax or e-mail to each Director at least three days in advance of the meeting.

Section 7 Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater number is otherwise required by law, by the Certificate of Incorporation or by these Bylaws. A majority of the Directors present whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8 Action by the Board of Directors

- a) Except as otherwise provided by law or in these Bylaws, and presuming a quorum is present at said meeting and at the time of voting, an action of the Board taken at a meeting requires a majority vote of the Directors present and voting.
- b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or any electronic communications allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9 Resignations and Removals

Any Director may at any time resign by a written notice to the Council. Any Director may be removed for cause by the Board, provided there is a quorum of not less than a majority of the entire Board present at the meeting at which such action is taken and at least two-thirds of those

voting endorse removal. Such causes may include, but are not restricted to, absence from three (3) successive meetings of the Board, prolonged incapacitation due to illness or injury, conviction of a crime involving moral turpitude, failure to maintain good standing of one's organization as a member of the Council except where Counsellors are drawn from outside membership, neglect or default of assigned and accepted responsibilities, or actions counter to the purposes and policies of the Council. In addition, any or all of the Directors may be removed for or without cause by vote of the members.

Section 10 Newly Created Directorship and Vacancies

Newly created Directorships resulting from an increase in the number of directors elected by the members, and from vacancies among such Directors due to resignation or removal, may be filled by the affirmative vote of two-thirds of the Directors then in office, regardless of their number. A Director elected to fill a newly created directorship or a vacancy shall serve until the next official vote of members at which the election of directors is in the regular order of business and until a successor shall have been elected and qualified.

Section 11 Compensation

No Director shall receive compensation for services as a Director, except for the Chief Executive Officer.

Section 12 Conflict of Interest

Members of the Board of Directors and staff of the Council shall scrupulously avoid any conflict between their respective individual interests and the interests of the Council in any and all actions taken by them on behalf of the Council. Any possible conflict of interest on the part of such person or persons shall be disclosed in full detail to the Board of Directors of the Council and such person or persons shall abstain from voting. In addition, such interested Directors must be absent during the board's vote on the decisions in question. The disclosure as well as the Director's abstention from voting shall be made a matter of record within the minutes of the appropriate meeting.

Section 13 Promotion of Diversity

The Council needs to first ensure that its Directors and staff have a shared belief in its mission and essential values and sufficient commitment to give the time and resources needed.

Also mindful of its overall mission to improve the health of all people, the Council affirms its commitment to reflect society's diversity in its Board of Directors, staff and programs. Whenever

vacancies occur among its Directors or staff, the Council will aggressively assess the appropriateness of filling the vacancy with an individual who will broaden the diversity of the directors and/or staff. The Council will likewise review its programs annually to ensure, to the maximum extent possible, that they are responsive to and reflective of the Council's diversity goals.

ARTICLE V COMMITTEES

Section 1 Standing Committees of the Board

(a) In General. The Council shall have the following standing committees with the composition and duties set forth herein: Executive Committee, Finance Committee, Membership Committee, Audit Committee, and Nominating Committee. The Board of Directors, by resolution adopted by a majority of those present and voting, may designate other standing committees.

Members of committees may be elected or appointed for one year and may serve for no more than two consecutive terms on the same committee.

Each committee member shall serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Council under law.

(b) Executive Committee. The Executive Committee shall consist of the Chairperson, Chairperson-Elect, Vice Chairperson, Treasurer and Secretary. The Immediate Past Chairperson shall continue to serve on the Executive Committee for one year after completing his or her term of office as Chairperson. The Chairperson of the Council shall also serve as Chairperson of the Executive Committee.

The Executive Committee will meet as needed when determined by the Chairperson, although a majority of the Executive Committee will also be able to call a meeting when they deem necessary. The Executive Committee shall have and may exercise all the powers of the Board of Directors when the Board of Directors is not in session, except that the Executive Committee shall not have authority as to the following matters or any other matters prohibited by statute:

- (1) The submission to members of any action requiring members' approval under the N-PCL.
- (2) The filling of vacancies in the board or in any committee, other than special committees.
- (3) The amendment or repeal of the bylaws or the adoption of new bylaws.

(4) The amendment or repeal of any resolution of the board which, by its terms, shall not be so amendable or repealable.

(c) Finance Committee. The Finance Committee shall consist of the Chairperson, the Chairperson-Elect, the Treasurer and one or more other members of the Council as designated by the board pursuant to a resolution adopted by a majority vote of those present and voting. The Treasurer shall serve as chair of the Finance Committee. The committee shall oversee budgeting and financial planning; oversee investment and reinvestment policies; safeguard the organization's assets and review its insurance coverage; review and propose internal controls and fiscal policies; and ensure that the board receives accurate and timely financial reports. The committee shall also be responsible for the preparation and submission to the Council, at the annual meeting of members, of a report of the Council's fiscal and membership status in accordance with N-PCL.

Membership Committee. The Membership Committee shall consist of the Chairperson, the Secretary and other members of the Council designated by the board pursuant to a resolution adopted by a majority of those present and voting. The membership of the Membership Committee shall reflect the diversity of the Council's member organizations. The Membership Committee shall consider applications for membership in the Council in accordance with the provisions of Article III (Membership Meetings), Section 7 of these bylaws, and shall classify members for the sole purpose of implementation of Article IV (Board of Directors), Section 3 and Article VIII (Dues) of these bylaws. The Membership Committee shall report to the Board of Directors with respect to the issuance to members of the Council of certificates attesting that such members meet standards of organization and practice and eligibility criteria adopted by the board for all categories of members.

(d) Audit Committee. The Audit Committee shall consist of the Chairperson and board members representing each class of the board, as designated by the board pursuant to a resolution adopted by a majority of those present and voting. The Treasurer shall not serve on the Audit Committee. The Audit Committee should have access to financial expertise, either in the form of a single individual serving on the committee or collectively among committee members. If no member of the board has the requisite skills, other arrangements should be made to ensure that the committee has the financial expertise to carry out its duties. The committee shall cause an audit of the accounts of the Council to be prepared at least once in each fiscal year by an independent firm of certified public accountants; and shall, upon receiving such audit, examine it and make a report to the Executive Committee and Board of Directors.

(e) Nominating Committee. There shall be a Nominating Committee consisting of nine members entitled to vote. The Immediate Past Chairperson shall be a member of the Nominating Committee. Of the remaining eight members, four shall be elected at each annual meeting of the members of the Council by a plurality of the votes cast by the members present and entitled to vote for a term of two years and until their successors are elected and qualified. No more than three of these eight members shall be members of the Board of Directors. The Board of Directors

shall nominate one person for each position on the committee to be filled at each annual meeting of members. The Chairperson of the Council shall appoint, with the concurrence of the board, the Chairperson of the Nominating Committee. Vacancies in the Nominating Committee shall be filled by the Board of Directors by resolution adopted by a majority of those present and voting. The Nominating Committee shall make nominations for directorships to be filled at any annual meeting of the members of the Council and for offices to be filled at any meeting of the Board of Directors. The Nominating Committee shall nominate one person for each open director or officer position. When called upon by the Board of Directors, the committee shall also consult with the board on any appointments to be made by the board and take further action with reference thereto as the Board shall direct.

(f) Term. The members of all standing committees shall serve until the first regular meeting of the Board following the annual meeting of the members and until their successors are designated and qualified unless otherwise indicated in these bylaws. The members of all committees of the corporation and special committees, all of whom may or may not be directors, shall serve for their terms as committee members and until their successors are appointed. In no case will members of the standing committees, committees of the corporation or the special committees serve for more than two years unless the board decides otherwise.

Section 2 Other Committees

Special Committees of the Board. Special Committees of the board, as may from time to time be deemed necessary, may be created by the Board of Directors to serve at the pleasure of the Board of Directors. Such committees may serve until the conclusion of the year or for the duration of a particular program or project for which they were created. The Chairperson may reappoint committees at his or her discretion. Members of such committees shall be appointed by the Chairperson and need not be limited to members of the Board of Directors or members of the Council.

Special committees shall only have the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees under the N-PCL.

ARTICLE VI OFFICERS

Section 1 Officers

The officers of the Council shall be the Chairperson, Chairperson-Elect, Immediate Past Chairperson, Vice Chairperson, Secretary, and Treasurer. The Chief Executive Officer of the Council shall also serve as an officer of the Council without vote and shall be appointed by the Board of Directors.

Section 2 Election and Terms

The officers of the Council shall be elected by and from the directors. All officers shall hold office for one year and until their respective successors are elected and qualified and may serve for no more than two consecutive terms in the same office. The Immediate Past Chairperson will serve for a one-year term after serving his or her term as Chairperson, except if the Chairperson is elected to a second one-year term, then the Immediate Past Chairperson will serve a second one-year term in that position. The Chairperson-Elect automatically succeeds to the office of Chairperson, except if the Chairperson is elected to a second one-year term, then the Chairperson-Elect will serve a second year in that position before succeeding to the office of Chairperson. The Vice Chairperson does not automatically succeed to the office of Chairperson-Elect.

Section 3 Removal and Vacancies

Any officer elected by the Board of Directors may be removed by the board by resolution adopted by two-thirds of those present and voting, with or without cause, but removal of an officer without cause shall be without prejudice to such officer's contract rights. A vacancy in any office occurring for any reason, including the removal of an officer, may be filled for the unexpired portion of the vacated officer's term by the Board of Directors by resolution adopted by a majority of those present and voting.

Section 4 Chairperson

The Chairperson holds office for a term of one year and shall preside at all meetings of members of the Council, the Board of Directors, and the Executive Committee; shall be an ex-officio member (with the right to vote) of all committees, except the Nominating Committee; and shall perform such other duties as devolve upon a presiding officer or as are prescribed by law, the Certificate of Incorporation, or these Bylaws. The Chairperson is responsible for appointing the chairperson of each standing committee except as otherwise required by law or these Bylaws.

Section 5 Chairperson-Elect

The Chairperson-Elect, in the absence or disability of the Chairperson, shall exercise the powers of the Chairperson and shall be an ex-officio member (with the right to vote) of the Executive Committee and Finance Committee. The Chairperson-Elect shall also perform such other duties as may be assigned from time to time by the Chairperson or Board of Directors.

Section 6
Immediate Past Chairperson

The Immediate Past Chairperson, in the absence or disability of the Chairperson and Chairperson-Elect, shall exercise the powers of the Chairperson and shall be an ex-officio member (with the right to vote) of the Executive Committee. The Immediate Past Chairperson shall also perform such other duties as may be assigned from time to time by the Chairperson or Board of Directors.

Section 7
Vice Chairperson

The Vice Chairperson shall chair Council committees as assigned by the Chairperson and may perform such other duties as may be assigned by the Chairperson or Board of Directors.

Section 8
Treasurer

The Treasurer shall oversee the Council's funds and records; the collection of members' dues; the establishment of proper accounting procedures for the handling of the Council's funds; and shall report on the financial condition of the Council at all meetings of the Board of Directors and at other times as called upon the by Chairperson of the Board. The Treasurer shall also serve as chair of the Finance Committee.

Section 9
Secretary

The Secretary shall keep an accurate record of the proceedings of the meetings of members of the Council, the Board of Directors and Executive Committee; shall preserve the records, documents and correspondence of the Council as directed by the Board of Directors; shall give or cause to be given notice of all meetings of members of the Council and of the Board of Directors; and shall, in general, perform all other duties incident to the office of the Secretary, subject to the control of the Board of Directors. The Secretary shall also be an ex-officio member (with the right to vote) of the Membership Committee.

ARTICLE VII

CHIEF EXECUTIVE OFFICER

The Board of Directors shall appoint a Chief Executive Officer, who shall serve as an officer of the Council and as the administrative head charged with the responsibility of carrying out the policies of the Council, proposing programs of work and executing the program authorized by the Board of Directors. The Chief Executive Officer shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Council. The Chief

Executive Officer shall define the duties of the staff, set compensation levels, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Council. Subject to rules and regulations of the Board of Directors, the Chief Executive Officer shall also have power to designate, appoint, or remove agents of the Council. The Chief Executive Officer shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors. The Chief Executive Officer shall serve at the pleasure of the board.

ARTICLE VIII DUES

Dues may be levied upon members in accordance with schedules established by the Board of Directors, which schedules may, in the board's discretion, levy dues alike or in different amounts or proportions for categories of members with such designations and characteristics as the board shall determine. The taking of any action by the Board of Directors pursuant to Section 7 of Article III of these bylaws, and any member's withdrawal from membership by resignation in writing, shall not relieve the affected member of the obligation to pay any dues theretofore accrued.

ARTICLE IX FISCAL YEAR

The fiscal year of the Council shall be such as the Board of Directors shall determine.

ARTICLE X SEAL

The seal of the Council shall be circular in form and shall bear the name of the Council, the words "New York" and the year of its incorporation.

ARTICLE XI GENERAL PROVISIONS

Waiver of Notice

Whenever any notice of a meeting is required to be given by law, or under the provisions of the Certificate of Incorporation or these bylaws, 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. The attendance of any person at a meeting without protesting, prior to the conclusion of the meeting, the lack of notice to which such person shall be entitled, shall constitute a waiver of notice of such meeting.

**ARTICLE XII
AMENDMENTS**

These bylaws or any of them, may be altered, amended or repealed, or new bylaws may be adopted by the affirmative vote of two-thirds of the members present and entitled to vote at any meeting of members, provided, however, that no amendment shall be acted upon unless written notice, setting forth the substance of the proposed amendment and the time and place of meeting, shall be sent to each member of the Council at least 30 days in advance of the meeting.

**ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1
Indemnification

The Council shall indemnify any person who was or is a director or officer of the Council and who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of the Council, or is or was serving at the request of the Council as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the fullest extent permitted by applicable law.

Section 2
Insurance

The Council may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Council, or is or was serving at the request of the Council as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify him or her against such liability under the provisions of this Article.

**ARTICLE XIV
PARLIAMENTARY PROCEDURE**

Except as otherwise provided in these bylaws, the meetings of the members and the Board of Directors shall be conducted in accordance with the parliamentary procedure set forth in Sturgis Standard Code of Parliamentary Procedure.

ARTICLE XV RULES

Section 1 Charitable, Educational and Scientific Purposes

The Council is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2 No Private Inurement

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Council's purposes. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council 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.

Section 3 Prohibited Activities

Notwithstanding any other provisions of these bylaws, the Council shall not carry on any other activities not permitted to be carried on (a) 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 (b) 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).

Section 4 Distribution of Assets Upon Dissolution

Upon the dissolution of the Council, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Council, dispose of all of the assets of the Council exclusively for the purposes of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations 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 Board of Directors shall determine.