

**CONSTITUTION AND BYLAWS OF THE SOCIETY OF TRIBOLOGISTS AND
LUBRICATION ENGINEERS INDEX**

<u>Title</u>	<u>Page Number</u>
Article I- Name	1
Article II- Offices	1
Article III- Members	1
Article IV- Membership Meetings	4
Article V- Dues and Assessments	5
Article VI- Officers	5
Article VII- Board of Directors	6
Article VIII- Executive Director	8
Article IX- Committees	8
Article X- Local Sections	10
Article XI- Finance	11
Article XII- Parliamentary Authority	12
Article XIII- Waiver of Notice	12
Article XIV- Indemnification of Directors and Officers	12
Article XV- Amendments	12
Article XVI- Use of Electronic Communication	13
Article XVII- Dissolution	13

**CONSTITUTION AND BYLAWS
OF
THE SOCIETY OF TRIBOLOGISTS AND LUBRICATION ENGINEERS**

**Article I
Name**

The name of this not-for-profit corporation shall be the Society of Tribologists and Lubrication Engineers (hereinafter the "Society").

**Article II
Offices**

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office, and may have such other offices in or out of the State of Illinois as the Board of Directors may from time to time determine.

**Article III
Members**

Section 1. Membership

Membership may be granted to any individual or organization that: (i) meets the criteria set forth below for each category of membership in the Society; (ii) shares interest in and supports the purposes of the Society; (iii) abides by this Constitution and Bylaws, the code of conduct of the Society, and such other rules and regulations as the Society may adopt; and (iv) meets such additional criteria for each category of membership in the Society as the Board of Directors may from time to time establish:

- (a) **Members.** Membership may be granted to any individual (hereinafter, a "Member") who:
- (i) has earned an engineering or science degree from an accredited academic institution and is engaged in active supervision, application, research, instruction, or other activities relating to the technological development and use of lubricants or related tribological materials and devices in a manner consistent with the purposes of the Society; or
 - (ii) has the experience, knowledge and skill approximating that of an engineer or scientist qualified to practice in the field of lubrication engineering and a record of at least six (6), not necessarily consecutive, years engaged in active supervision, application, research, instruction, or other activities relating to the technological development and use of lubricants or related tribological materials and devices in a manner consistent with the purposes of the Society; or

- (iii) is not employed as an engineer or scientist, but has a record of at least three (3), not necessarily consecutive, years of supervision of engineers or scientists engaged in research, instruction, or other activities relating to the technological development and use of lubricants or related tribological materials and devices in a manner consistent with the purposes of the Society; or
 - (iv) has met the requirements for certification as, and received, a “CLS,” “CMFS,” “OMA,” or such other designation as the Society may from time to time establish.
- (b) **Associate Members.** Associate Membership may be granted to any individual (hereinafter, an “Associate Member”) whose activities and interests are consistent with the requirements for membership, but who does not otherwise qualify as a Member.
- (c) **Student Members.** Student Membership may be granted to any individual (hereinafter, a “Student Member”) majoring in physics, chemistry, engineering or other related technical or scientific disciplines and regularly matriculated in a full-time undergraduate program or graduate program in an accredited academic institution.
- (d) **Honorary Members.** Honorary Membership may be granted to any individual (hereinafter, an “Honorary Member”) who, according to the Board of Directors, has made exceptional achievements in science or rendered unusually important service to the Society or the profession in terms of the practical development, application, or theoretical basis of any branch of the fields of tribology or lubrication engineering.
- (e) **Life Members.** Life Membership may be granted to any individual (hereinafter, a “Life Member”) who is: (i) a retired Member in good standing, who no longer derives income from tribology and lubrication engineering activities, and has been a Society Member for a minimum of twenty (20) years; or (ii) a past president of the Society. Individuals whose Life Membership was granted under the Society’s former Constitutions shall not have such membership revoked on the basis of a change in eligibility criteria for the category.
- (f) **Corporate Members.** Corporate Membership may be granted to any organization, including academic institution (hereinafter, a “Corporate Member”), which: (i) has activities and/or interests, either through its business or employees, that involve it in the fields of tribology or lubrication engineering; and (ii) desires to participate in the promotion of the purposes of the Society. Organizations may be limited in the number of Corporate Members they are allowed. A Corporate Member shall designate one of its employees, who qualifies as a Member or Associate Member, to be its official representative in the Society and such Corporate Member representative shall have all the rights and duties of a Member.
- (g) **Fellow Members.** Fellow Membership may be granted to any individual (hereinafter, a “Fellow Member”) who, according to the Society’s Fellows Committee, has demonstrated outstanding personal achievement in the field of tribology or lubrication engineering, has been engaged in active practice in a science and/or engineering profession for a minimum of twenty (20) years, and has been a Member for a minimum of ten (10) years.

Section 2. Application and Election

The Board of Directors shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Society. The Board, or its designee(s), shall evaluate the credentials of all applicants and determine, based on the criteria set forth in this Constitution and Bylaws and such other guidelines as the Board may prescribe, whether such applicants meet the qualifications necessary for membership.

Section 3. Rights and Duties

Every member shall receive a subscription to the Society's journal. Members, Honorary Members, Life Members, Corporate Member representatives, and Fellow Members in good standing (sometimes referred to herein as "Voting Members") shall be entitled to vote, hold office, chair and serve on committees, and attend the membership meetings, educational meetings and social functions of the Society. Each Voting Member shall have one (1) vote on matters submitted to a vote of the membership.

Associate Members and Student Members may serve on committees and attend the membership meetings, educational meetings, and social functions of the Society, but shall not be entitled to vote, hold office or serve as committee chairpersons.-

Section 4. Resignation

A member may resign from the Society at any time by giving written notice to the Secretary, President or Executive Director.

Section 5. Ethics and Discipline

(a) Grounds for Discipline. A member may be disciplined for any of the following reasons:

- (i) failure to comply with this Constitution and Bylaws, the code of conduct of the Society, or any other rules or regulations of the Society;
- (ii) unauthorized use of the Society's name, logo, or other symbols on stationary, publications, advertisements, printed material or in any other manner;
- (iii) conduct prejudicial to the best interests of, or inconsistent with, the purposes of the Society.-

(b) Procedures. Discipline, which may include, but not be limited to, censure, suspension, and expulsion, shall be by a two-thirds (2/3) majority of the Board of Directors, provided that a statement of the charges shall have been mailed by certified or overnight mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board.

Section 6. Automatic Termination

The membership of any member who is in default of payment of dues or assessments for a period of sixty (60) days from the date on which such dues become payable, or otherwise becomes ineligible for membership shall be terminated automatically, unless

such termination is delayed by the Board. Under special circumstances, the Board may waive the annual dues and/or assessments for any member.

Article IV Membership Meetings

Section 1. Annual Meeting

An annual business meeting of the members of the Society shall be held at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the members of the Society may be called at the request of the President or a majority of Directors, or at the written request of ten percent (10%) of the Voting Members of the Society. The time and place for holding special meetings shall be determined by the Board.

Section 3. Notice

Notice of any annual or special meeting of the members shall state the time, date, place and purpose of the meeting. Notice of any annual or special meeting shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 4. Quorum

Ten percent (10%) of the Voting Members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the 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 the Voting Members present 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 law, the Articles of Incorporation, or this Constitution and Bylaws.

Section 6. Mail Vote

Voting by mail shall be permitted in lieu of a vote at a duly called meeting for any item of business. A mail vote may be called (i) by the Executive Committee or the Board of Directors; or (ii) upon written request to the Secretary of at least ten percent (10%) of the Voting Members. The act of a plurality of ten percent (10%) or more Voting Members returning ballots by a date certain shall be required for the election of officers and directors by mail ballot. For matters other than the election of officers and directors, the act of a majority or more of all Voting Members by a date certain shall be an act of the members, unless the action of a greater number is required by law, the Articles of Incorporation or this Constitution and Bylaws.

Article V Dues and Assessments

The initial and annual dues for all members of the Society, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Board of Directors.

Article VI Officers

Section 1. Officers

The officers of the Society shall be a President, Vice President, Secretary, Treasurer, and Immediate Past President. No two offices may be held simultaneously by the same person.

Section 2. President

The President shall be the principal executive officer of the Society. The President shall, in general, supervise and direct all of the business affairs of the Society, subject to the direction and control of the Board. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Board authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments, which the Board has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, this Constitution and Bylaws, or the Board to some other officer or agent of the Board. The President shall appoint the members of all committees, subject to the approval of the Board, except as otherwise provided by this Constitution and Bylaws. The President shall be an ex-officio member of all committees, except the Nominating Committee or as otherwise provided by this Constitution and Bylaws. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board.

Section 3. Vice President

The Vice President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board. The Vice President shall succeed to the presidency at the close of the annual business meeting the year following election to the office of Vice President.

Section 4. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors and the membership in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation and this Constitution and Bylaws; shall be custodian of the corporate records; shall keep a record of the mailing address of each member of the Society; and, in general, shall perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or the Board. The duties of the Secretary may be assigned by the Board in whole or in part to the Executive Director.

Section 5. Treasurer

The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of

account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of this Constitution and Bylaws; shall have an annual audit of the Society's books conducted by a certified public accounting firm; and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board in whole or in part to the Executive Director.–

Section 6. Immediate Past President

This office shall be filled by the most recent past President who has completed a term as President and is willing and able to serve. The Immediate Past President shall serve as the Chair of the Nominating Committee and shall perform such other duties as may be assigned from time to time by the President or the Board.

Article VII Board of Directors

Section 1. Authority and Responsibility

The affairs of the Society shall be managed by a board of directors, which shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein within the limits of this Constitution and Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The Board 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.

Section 2. Composition, Nomination, Election, and Term

- (a) The Board of Directors shall be composed of the following: the President, Vice President, Secretary, Treasurer, Immediate Past President and eighteen (18) Directors-at-Large (each a "Director"). In addition, the Executive Director shall be a nonvoting, ex-officio member of the Board, with the right to attend all regular and special meetings of the Board and the Executive Committee and to participate in their deliberations, but neither vote nor make motions. Where not relating to his or her personal interests, the Executive Director may attend executive sessions of the Board in accordance with his or her duties as set forth in Article VIII herein.
- (b) The Treasurer, Secretary and Vice President shall be elected or appointed for one-year terms by the Board of Directors at the meeting of the Board held immediately prior to the annual business meeting of the members. Nominations for officer positions shall be solicited and submitted to the Board in accordance with the procedures set forth in Article IX, Section 1(b) (iii) herein. Officers may not serve two (2) full consecutive terms in the same office. Officers shall take office upon the conclusion of the annual business meeting of the members at which they are installed and shall continue in office until their successors are duly elected and qualified. Only an individual who will have served for a full

term on the Board of Directors prior to taking office shall be eligible for nomination as an officer.

- (c) The Directors-at-Large shall be elected by the members for three (3)-year-staggered terms in accordance with the procedures set forth in Article IX, Section 1(b) (iii) herein. Directors-at-Large may not serve more than two (2) consecutive terms as Directors-at-Large. Directors-at-Large shall take office immediately upon the conclusion of the annual business meeting of the members at which they are installed and shall continue in office until their successors are duly elected and qualified.
- (d) Notwithstanding any other provision of this Constitution and Bylaws, elections shall not be held less than eight (8) months following the previous annual business meeting, and the Directors shall remain in office until the conclusion of the next following annual meeting or until their successors are duly elected and qualified.

Section 3. Regular Meetings

The Board may provide by resolution the time, date and place for the holding of a regular annual meeting of the Board and additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings

Special meetings of the Board may be called by, or at the request of, the President or upon a written request to the Secretary of six (6) Directors. Notice of any special meeting of the Board shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 5. Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any duly called meeting thereof; provided that, if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Only Directors shall be counted in determining the number of members present or required to take action at any Board meeting.

Section 6. Manner of Acting

The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or this Constitution and Bylaws.

Section 7. Resignation and Removal

Any Director may resign at any time by giving written notice to the President. Any Director-at-Large may be removed by two-thirds (2/3) of the Voting Members present and voting at any meeting of the members, whenever, in their judgment, the best interests of the Society would be served by such removal. Any officer may be

removed by two-thirds (2/3) of the Directors present and voting at a meeting of the Board at which a quorum is present.

Section 8. Vacancies

In the event of a vacancy in the office of President, the Vice President automatically shall succeed to the presidency for the remainder of the term and for his or her original term. In the event of a vacancy in any other position on the Board, the Nominating Committee shall nominate, and the Board thereafter may appoint, an individual to serve in the vacated position for the unexpired portion of the term.

Section 9. Action by Written Consent

Any action requiring a vote of the Board may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the Directors.

Section 10. Meeting by Conference Call

Any action to be taken at a meeting of the Board may be taken 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 presence in person at the meeting of the persons so participating.

Section 11. Compensation

Directors shall not receive compensation for their service as directors, but the Board, by resolution, may authorize reimbursement for expenses incurred in the performance of their duties.

Article VIII Executive Director

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or third party organization employed or appointed by, and responsible to, the Board of Directors. The salaried staff head or, in the case of a third party organization, chief staff officer designated by the organization shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Society and as approved by the Board. The Executive Director may carry out the duties of the Secretary and Treasurer of the Society and perform such other duties as may be specified by the Board. The salaried staff head or organization shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Executive Director shall be a non-voting, ex-officio member of the Executive Committee, the Board and all committees.

Article IX Committees

Section 1. Standing Committees

(a) Executive Committee

- (i) **Composition.** The Executive Committee shall consist of the President, Vice President, Immediate Past President, Treasurer, and Secretary. The Executive Director shall serve as an ex-officio member of the Executive Committee. -

- (ii) **Duties.** The Executive Committee may exercise the authority of the Board in the management of the business and affairs of the Society between meetings of the Board, subject at all times to applicable law, the Articles of Incorporation and Constitution and Bylaws of the Society and the rules and regulations adopted or promulgated by the Board. The Executive Committee will report to the Board any actions taken between Board meetings.
 - (iii) **Quorum and Manner of Acting.** A majority of the voting members of the Executive Committee, which must include the President, shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two voting Executive Committee members.
- (b) Nominating Committee.**
- (i) **Composition.** The Nominating Committee shall consist of at least five (5) members, including the Chair of the Committee and at least four (4) former Directors of the Society. Members of the Nominating Committee are not eligible for elected office or other elected Board position.
 - (ii) **Appointment and Term.** The Immediate Past President shall serve as Chair of the Committee. The remaining Committee members shall be appointed by the President and approved by the Board. Each member shall serve a one-year term. Members may serve a second consecutive term, provided no more than two (2) members succeed themselves in any given year.
 - (iii) **Duties.** The Committee shall solicit and submit nominations in the following manner:
 - (a) It shall solicit nominations for those officer positions where there is no automatic succession and shall submit to the Board a list of qualified candidates to succeed those officers.
 - (b) It shall solicit nominations for those Directors-at-Large whose terms shall expire at the next annual business meeting of the members and shall submit to the Board and, upon approval of the Board, to the Voting Members for election, a list of qualified candidates to succeed those Directors-at-Large.
 - (c) It also shall nominate individuals to fill vacancies as set forth in Article VII, Section 8 above and to fill such other positions as the Board may determine.
- (c) Audit Committee**
- (i) **Composition and Term.** The Audit Committee shall consist of five (5) Members, the majority of whom shall be Directors. The Treasurer shall be an ex-officio member of the Committee. The President shall appoint the remaining members of the Committee, subject to the approval of the Board of Directors. Committee members shall serve one-year terms and may serve consecutive terms.
 - (ii) **Duties.** The Audit Committee shall oversee the annual audit of the organization's books and records and the system of internal controls that the organization has established.
- (d) Other Standing Committees.** The Board of Directors shall establish, by resolution, other standing committees having responsibility for membership, annual meeting program, publications and other educational activities, and finances of the Society. Other standing committees may be established by

resolution of the Board to carry out the purposes of the Society. The resolution establishing such a committee shall set forth the committee's purpose and composition.

Section 2. Ad Hoc Committees

The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Society. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Board.

Section 3. Appointment

Unless otherwise provided by this Constitution and Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee with the approval of the Board. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society would be served thereby.

Section 4. Vacancies

Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 6. Policies and Procedures

The Board shall develop and approve general policies and procedures for the operation of all committees.

Article X Local Sections

Section 1. Formation

Local Sections of the Society may be established by charter upon approval of the Board of Directors, subject to such requirements as to membership, organization, procedures and financial responsibility that the Board of Directors may from time to time determine.

Section 2. Organization

Each Local Section shall be governed by bylaws adopted in such form and manner as approved by the Board of Directors.

Section 3. Revocation

Charters for the operation of Local Sections may be revoked at any time and in such manner and after investigation as the Board of Directors may deem necessary. Upon revocation of a Local Section charter, all funds in, and records of, the Local Section shall be returned to the Society.

Section 4. Membership

Local Section Members must be members of the Society.

Section 5. Representation

No Local Section shall use the name of the Society in any manner whatsoever unless duly authorized to do so by the Board of Directors. No Local Section shall publicly take a position on behalf of the Society except as authorized by the Board of Directors.

Section 6. Meetings

Each Local Section may hold such meetings as it deems appropriate.

Section 7. Dues Rebate

Dues rebates, if any, shall be determined from time to time by the Board of Directors.

Section 8. Bylaws

Each Local Section shall adopt bylaws for its own governance, subject to approval by the Society's Board of Directors. In the event of a conflict between this Constitution and Bylaws and a Local Section's bylaws, this Constitution and Bylaws shall control.

**Article XI
Finance**

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by this Constitution and Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, 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 Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Secretary.

Section 3. Deposits

All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board may select.

Section 4. Bonding

The Board shall provide for the bonding of such officers and employees of the Society as it may from time to time determine.

Section 5. Gifts

The Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

Section 6. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board, and any committees having the authority of the Board. The books and accounts of the Society shall be audited annually by accountants selected by the Board.

Section 7. Fiscal Year

The fiscal year of the Society shall be determined from time to time by the Board.

**Article XII
Parliamentary Authority**

The proceedings of the Society, unless otherwise stated in this Constitution and Bylaws or in standing rules of order adopted by the Board of Directors, shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised.

**Article XIII
Waiver of Notice**

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or this Constitution and Bylaws, 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.

**Article XIV
Indemnification of Directors and Officers**

The Society shall indemnify all past and present officers, directors, committee members, and other volunteers of the Society to the full extent permitted by the Illinois General Not For Profit Corporation Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board.

**Article XV
Amendments**

This Constitution and Bylaws may be altered, amended or repealed and a new Constitution and Bylaws may be adopted by a majority vote of the Voting Members voting, in person or by proxy, at a meeting at which a quorum is present, provided that the substance of the alteration, amendment or repeal has been approved by the Board of Directors and submitted in writing to the Voting Members not more than sixty (60) and not less than five (5) days prior to the date by which the same is to be considered.-

Article XVI
Use of Electronic Communication

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under this Constitution and Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Article XVII
Dissolution

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction 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.