

## **Amended Bylaws of Dr. Watson's Neglected Patients**

I. Dr. Watson's Neglected Patients, Ltd (hereinafter referred to as "DWNP") is organized as a Nonprofit Corporation under the laws of the State of Colorado, USA, with its principal office located in the City and County of Denver, Colorado, USA.

II. DWNP is organized exclusively for literary and educational purposes, specifically for the study, discussion, and dissemination of information regarding the works of Arthur Conan Doyle concerning Sherlock Holmes, the time period and culture represented in those literary works, and related works. Such purposes include making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

III. Board of Directors: DWNP shall be governed by a Board of Directors (known as the "Medical Board," but hereinafter referred to merely as "Board") consisting of the officers listed below plus one to five other board members (known as "Interns") as shall be elected in any year.

### IV. Officers:

#### A. The Officers shall be:

1. A President (known as the "Chief Surgeon,")
2. A Vice President (known as the "Staff Surgeon,")
3. A Secretary (known as the "Transcriber,")
4. A Treasurer (known as the "Bursar.")

#### B. The duties of the Officers shall be:

1. The Chief Surgeon shall preside at Board meetings and meetings of the membership at large, call meetings, and perform other duties common to a president. The Chief Surgeon shall be responsible for filing DWNP's Form 990-N with the IRS by May 15th of each year to maintain DWNP's status as a 501(c)(3) exempt organization. The Chief Surgeon shall report to the membership at the Annual Meeting that the form has been filed.
2. The Staff Surgeon shall preside over meetings in the absence of the Chief Surgeon and perform other duties common to a Vice-President.
3. The Transcriber shall keep a current membership list, keep minutes of meetings, and perform other duties common to a secretary.
4. The Bursar shall collect dues, deposit them to DWNP's checking account, write checks to pay for expenses, provide financial statements to the Board and the membership, and perform other duties common to a treasurer.
5. Any officer may delegate duties to any other officer with the approval of that officer.

C. A single person may hold more than one office as long as there are at least two officers. An individual holding more than one office is only allowed one vote at any meeting.

### V. Elections:

A. The election of Officers and Interns shall take place at the Annual Meeting;

B. Unless five members of DWNP call for a secret ballot, elections shall be done by voice vote;

C. The term of office of all officers and board members shall be one year. Officers shall assume duties immediately following the Annual Meeting;

D. Vacancies that occur in any office shall be filled by appointment by the Board to serve until the next election;

E. Removal of any officer for any reason shall require a majority vote of the Board.

#### VI. Annual Meeting:

A. The Annual Meeting shall be held in January of each year, unless the majority of the Board votes to have it at another time.

B. A quorum for the Annual Meeting shall be fifty per cent of the membership. A motion is carried by the vote of a majority of those present and voting.

#### VII. Board Meetings:

A. The Board shall meet at times and places as the Board feels appropriate, and may vote and take care of other business by phone or e-mail;

B. A quorum for Board meetings shall be a majority of the Board membership. A motion is carried in a Board meeting by the majority vote of those present and voting. The quorum requirements are the same for business handled by phone or e-mail. Each Board member shall have one vote.

VIII. Other Meetings: The Chief Surgeon, or any other officer delegated by the Chief Surgeon, may call special meetings of the membership, or any committee or subgroup of the membership, as necessary.

IX. The Outpatients: The Outpatients is a monthly discussion group sponsored by DWNP consisting of members of DWNP, friends, and visitors. Announcements concerning DWNP business or events may be made at Outpatient meetings.

#### X. Membership Dues:

A. Regular Members: Each individual member of DWNP shall pay an annual membership fee of \$10. Each dues paying member is eligible to exercise one vote in any election.

B. Family Members: Family memberships for two or more persons living in the same household are \$15 per year. Family memberships may exercise one vote per person for a maximum of two votes in any election.

C. Supporting Members: Individuals contributing \$50 or more in a year will be designated Supporting Members for that year. They will receive a certificate acknowledging their status as a Supporting Member and will be acknowledged as such at the Annual Meeting. Supporting members will also receive a 25% discount off tickets to DWNP sponsored events, including the Annual Dinner held in conjunction with the Annual Meeting. A Supporting Member has the same voting rights as a Regular Member.

D. Membership dues may be increased by majority vote of the Board.

E. The Board may appoint non-voting Honorary Members who pay no dues.

XI. *The Medical Bulletin*: The Board may appoint one or more Editors to publish DWNP's newsletter known as *The Medical Bulletin*. *The Medical Bulletin* shall be published at such times and in such manner as determined by the Board in consultation with the Editor(s). Nothing in these Bylaws prohibits DWNP from publishing other items or documents consistent with the purposes above in any media.

XII. Events and Activities: Any member may propose and coordinate events or activities for the membership consistent with the purposes above, but prior approval of the Board is required of all such events and activities to be held under the sponsorship of DWNP or in the name of DWNP. Members may also choose to participate in groups in activities NOT sponsored by DWNP. Such activities may be announced to the DWNP membership as long as they are in keeping with the purposes listed above.

XIII. No person or group shall use DWNP's name, imply any sponsorship by DWNP, or incur any expense on behalf of DWNP without prior approval of the Board. All publicity shall be approved by the Board.

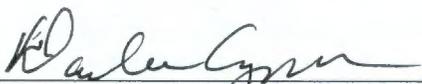
XIV. The membership list shall not be used for personal or for-profit purposes, or given to or used by persons outside the organization.

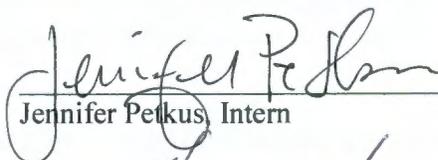
XV. No part of the net earnings of DWNP shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that DWNP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of DWNP shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and DWNP 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 bylaws, DWNP 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XVI. Upon dissolution, all assets of DWNP shall be distributed to one or more exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

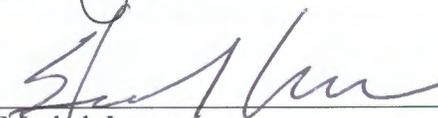
XVII. These Bylaws may be amended by a majority vote of the Board. Amended Bylaws will be published to the membership within seven days of adoption. A two-thirds majority vote of the entire membership by ballot or written petition can override amendments made by the Board or make original amendments. In no case shall the provisions required for conformity to Section 501(c)(3) of the Internal Revenue Code be removed from the Bylaws or the Articles.

In witness of our amendment and republication of our Bylaws, we, the members of the DWNP Board, have hereunder subscribed our names this 31<sup>st</sup> day of August, 2015.

  
\_\_\_\_\_  
Darlene Cypser, Chief Surgeon

  
\_\_\_\_\_  
Jennifer Petkus, Intern

  
\_\_\_\_\_  
Lawrence Feldman, Staff Surgeon & Bursar

  
\_\_\_\_\_  
Stan Moskal, Intern

  
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Ron Lies, Transcriber