

**BYLAWS**  
**OF**  
**THE AMERICAN SOCIETY OF PEDIATRIC NEPHROLOGY**

**ARTICLE I**

**Name, Offices and Registered Agent; Books and Records**

**SECTION 1. Corporate Name.** The name of the corporation, as incorporated and existing under and by virtue of the Ohio Nonprofit Corporation Law, as from time to time amended (hereinafter referred to as the “Act”), is and shall be “The American Society of Pediatric Nephrology” (hereinafter referred to as the “Society”); a 501c(6) organization.

**SECTION 2. Principal Office.** The Society shall have and continuously maintain a principal office at such location in the State of Ohio or elsewhere as the Council of the Society (hereinafter called the “Council”) shall determine from time to time. The Society may have such other offices, in the State of Ohio or elsewhere, as the Council shall determine from time to time.

**SECTION 3. Registered Office and Agent.** The Society shall have and continuously maintain a registered office and agent in the State of Ohio in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Society.

**SECTION 4. Books and Records.** The books and records of the Society shall be kept at its principal office or at such other place or places as the Council shall determine from time to time.

**ARTICLE II**

**Purpose and Nondiscrimination Policies**

**SECTION 1. Purpose.** The purpose of the Society shall be to advance the knowledge of pediatric nephrology and to foster the dissemination of this knowledge through:

- (1) national scientific meetings;
- (2) cooperation with other societies concerned with pediatrics and nephrology; and
- (3) other means approved by the members of the Society on recommendation by the Council.

**SECTION 2. Nondiscrimination Policies.** The Society shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, creed, color, national origin, sex, age, disability, veteran or disabled veteran status, sexual orientation, marital status, gender identity or gender expression.

## **ARTICLE III**

### **Membership**

**SECTION 1. Designation; Qualifications and Rights.** The Society shall have five categories of Members, designated as (a) Active Members, (b) Associate Members, (c) Affiliate Members, (d) Emeritus Members, and (e) Trainee Members. The Council may from time to time create other special categories of membership and establish the qualifications and rights thereof. The qualifications and rights of each category of membership shall be as follows:

(a) **Active Members.** Active membership is open to any individual holding the degree of MD, DO, PhD or the equivalent, who is a resident or citizen of the United States or Canada, and who has demonstrated a major and continuing interest in pediatric nephrology by means of one or more of the following:

(i) Publications of significant merit in the field of pediatric nephrology in peer-reviewed journals;

(ii) Successful completion of at least one year of research or clinical training in pediatric nephrology or other relevant post-graduate education;

(iii) Extensive clinical experience as a specialist and consultant in kidney disease and related conditions in children.

(b) **Associate Members.** Associate membership is open to any individual who would otherwise qualify for Active membership but who is not a resident or citizen of the United States or Canada.

(c) **Affiliate Members.** Affiliate membership is open to any individual holding an MS, MPH, RN, RD, MSW, PharmD, or professional degree other than an MD, DO, PhD or equivalent, who is a resident of the United State or Canada, and who has demonstrated a major and continuing interest in pediatric nephrology by means of one or both of the following:

(i) Publications of significant merit in the field of pediatric nephrology in peer-reviewed journals;

(ii) Extensive clinical experience as a nurse, dietitian, social worker, pharmacist or other professional serving children with kidney disease.

(d) **Emeritus Members.** Any Active Member who has reached the age of 70 years or has fully retired may request transfer to Emeritus membership by notifying the Secretary of the Society. Any Active Member who has not reached the age of 70 years and who has become inactive in the clinical or scholarly aspects of pediatric nephrology due to full retirement, health, or other extenuating circumstances may petition the Membership Committee for Emeritus status, and will become an Emeritus Member upon the recommendation of the Membership Committee and approval by the Council.

(e) Trainee Members. Trainee membership is open to any individual holding the degree of MD or DO or an equivalent who is enrolled in and endorsed by the director of an ACGME accredited pediatric nephrology program.

SECTION 2. Prerogatives of Membership. Active, Affiliate, Associate and Emeritus members of the Society shall be entitled to sponsor abstract communications to the Society's scientific meetings. All members may participate in the Society's scientific meetings and receive the Society's newsletter, have access to the Members' Only section of the Society's website, participate in Society committees, and nominate individuals for membership in the Society.

SECTION 3. Term and Termination of Membership. Subject to the provisions concerning categories of membership and unless sooner terminated on any basis provided elsewhere in these Bylaws, membership of any category shall continue as long as a Member evidences interest in the purposes of the Society to the satisfaction of the Council and pays the required dues and fees. The Council shall have the discretion to terminate membership of any Member in the event of (i) a final determination of academic misconduct or unethical behavior on the part of the Member, which determination has been made by a peer review board of a licensed academic institution or a governmental entity, or (ii) the conviction of the Member for a crime which constitutes a felony. No Member shall be terminated under this Section unless the Council first conducts a hearing at which the Member in question shall have an opportunity to present evidence to the effect that the peer review board determination in question was not made or was not final, or that such determination or conviction did not involve the Member in question. Such hearing may be conducted at a regularly scheduled meeting of the Council or a special meeting of the Council, at the discretion of the Council, and shall be attended only by members of the Council, the Member who is the subject of the potential membership termination, and legal counsel for the Council and for the Member in question, respectively. Notice of the hearing, including notice of the alleged basis for membership termination, shall be given in writing by certified mail to the Member who is the subject of the potential membership termination not less than 30 days in advance of the day on which the hearing commences. The Council shall consider any evidence submitted to the Secretary of the Society in written form at least 10 days in advance of the hearing, but may in its sole discretion disregard or give less weight to any evidence submitted later or sought to be introduced by the Member in question at the hearing.

SECTION 4. Dues. Annual dues will be assessed on a calendar year basis at a rate set by the Council at the Spring Council Meeting. Members must be current in their dues to be members in good standing. The amount of dues may vary according to category of membership. Dues must be paid in full by December 31<sup>st</sup>, after which failure to remit dues will result in termination of membership and loss of membership privileges.

SECTION 5. Reinstatement. Any member whose membership has been terminated for nonpayment of dues and who seeks reinstatement shall be required to pay dues for the current year in which reinstatement is sought. If membership reinstatement is requested more than one year after termination of membership for failure to pay dues, the applicant will be required to complete a new membership application, which will require approval by Council.

SECTION 6. Voting Rights. Each Active Member (also referred to in these Bylaws as a "Voting Member") shall have one vote on each matter submitted to the vote of the Members of

the Society. Associate, Affiliate, Emeritus, and Trainee Members shall have no vote on any matter. The Voting Members of the Society shall have the following powers, to the exclusion of the Council, each exercisable pursuant to applicable Ohio law and the provisions of these Bylaws:

- (i) to elect Councilors and officers of the Society;
- (ii) to repeal, modify, or amend the Society's Articles of Incorporation or Bylaws;
- (iii) to approve any plan of merger or consolidation of the Society with any other corporation or any plan for the dissolution of the Society; and
- (iv) to approve any sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of the Society.

The Voting members of the Society shall have the power, held concurrently with the Council, to remove Councilors and officers of the Society as detailed in Article IV, Section III.

SECTION 7. Application for Membership. An applicant for membership in the Society must complete a membership application and information form adopted by the Council and submit it to the Membership Committee, along with evidence demonstrating the fulfillment of one or more of the criteria pertinent to the category of membership for which the applicant is applying. Upon its review of the application, the Membership Committee will submit its recommendation to the Council, which shall make the final decision.

SECTION 8. Not Transferable. Membership in the Society may not be assigned or otherwise transferred.

SECTION 9. Resignation. Any Member may resign from membership in the Society by filing a written resignation with the Secretary of the Society.

SECTION 10. No Membership Certificate. No membership certificates of the Society shall be required.

SECTION 11. Annual Scientific Meeting. The Society will hold an annual scientific meeting at a time and place to be determined by the Council. No Society business shall be transacted at the scientific portion of the annual meeting.

SECTION 12. Annual Business Meeting. The Society will hold an annual business meeting of the Members of the Society, at a time and place to be determined by the Council (ordinarily to be held in conjunction with the annual scientific meeting of the Society), for the purpose of receiving reports and of transacting such business as may come before the meeting. Twenty percent (20%) of the Voting Members shall constitute a quorum for the transaction of business at any business meeting of the Members.

SECTION 13. Officers of the Meetings. At annual business meetings of the Society, the President, if present, otherwise the President-elect, if present, otherwise a person chosen by a majority vote of the Voting Members present at the meeting, shall act as chair of the meeting. The Secretary, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary

of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and shall not, by reason of holding the chair, relinquish any right to vote otherwise held by such person in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

SECTION 14. Notice of Meetings. Notice of the annual scientific meeting and of the annual business meeting of the Society shall be delivered by the Secretary of the Society to each Member at least 60 days in advance of the day on which the meeting is to be held. A Voting Member may waive his or her right to receive written notice of the meeting either (i) by signing a written waiver of notice, or (ii) by attending the meeting. However, if a Voting member attends a meeting for the purpose of raising an objection to the transaction of business at the meeting because the Member believes that the meeting was not lawfully convened, that attendance shall not constitute a waiver of notice of the meeting. In addition, unless specifically required by law, the notice of the meeting and any waiver of notice does not need to state the purpose of the meeting or the business to be transacted at the meeting. The Council and Society will not be held liable if a meeting is canceled due to unforeseen circumstances.

SECTION 15. Manner of Acting. The act of a majority of the Voting Members present at an annual business 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 of the Society or these Bylaws. Action by the Voting Members may be taken without a meeting, or when quorum is not present at a meeting, by ballot that sets forth the proposed action. The ballot shall be delivered to each Voting Member electronically to the email address on record with the Society. Returned ballots from at least twenty-five percent of the Voting Members shall be required. The votes of the majority of the returned ballots shall determine the action of the Members.

SECTION 16. Presumption of Assent. A Voting Member who is present at an annual business meeting at which action on any 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 secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

## **ARTICLE IV**

### **Council**

SECTION 1. General Powers and Duties. The property, business and affairs of the Society shall be managed by the Council, which shall have exclusive responsibility for the determination and implementation of policy for the Society. The Council may exercise all powers, rights and privileges of the Society (whether expressed or implied in the Articles of Incorporation of the Society or conferred by law or otherwise) and do all acts and things which may be done by the Society, as are not by statute, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the Members. Each Councilor shall be entitled to one full vote on each matter, except that the Past President shall have no vote.

SECTION 2. Number, Election and Term of Office. The Council shall consist of the President, the President-elect, the Past President, the Secretary, the Treasurer (each an officer) (all sometimes also referred to in these Bylaws as Councilors), and six non-officer Councilors. Pursuant to Article V, Section 1 of these Bylaws, the offices of Secretary and Treasurer may be held by the same individual. The President-elect, the President, the Secretary, and the Treasurer shall each serve a single two-year term which shall begin in even-numbered years at the conclusion of the annual business meeting of the Society. The non-officer Councilors shall hold office for staggered four-year terms, which shall begin in the year of election at the conclusion of the annual business meeting of the Society. Except as otherwise expressly provided in these Bylaws, Councilors shall hold office for one term and until their successors shall have been elected and qualified, or until their earlier death, resignation or removal. Councilors need not be residents of the State of Ohio.

SECTION 3. Resignation and Removal. Any Councilor may resign at any time by giving written notice to the Council or the President or Secretary of the Society. Such resignation shall take effect when the notice is delivered, unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The pending vacancy may be filled pursuant to Section 4 of this Article before the effective date. Any officer or other Councilor may be removed from office, with or without cause, pursuant to a resolution duly adopted by not less than two-thirds of the members of the entire Council (other than the officer or Councilor whose removal is up for consideration) or upon the vote of two thirds of the Voting Members present at an annual business meeting of the Society at which a quorum is present. In lieu of a meeting, or when quorum is not present at a meeting, such vote may be held by ballot that sets forth the proposed action. The ballot shall be delivered to each Voting Member electronically to the email address on record with the Society. Returned ballots from at least twenty-five percent of the Voting Members shall be required. The votes of two thirds of the returned ballots shall determine the action of the Members.

SECTION 4. Vacancies in an Officer Position. In the event of a vacancy in the office of President, the President-elect shall assume the office of President to serve the remainder of the term. In that case, the new President shall not automatically serve an additional full term as President after the completion of the partial term, but if the remaining term is less than half a full term, the new President shall serve as President for such additional full term. If the remaining term in the office of President is greater than half a full term, the Council shall schedule an election of a new President-elect for the remainder of the vacancy in that office, and the President-elect so elected shall assume the office of President upon the termination of the current term. In the event of a vacancy in the office of Secretary or Treasurer, the Council may elect one of the current non-officer Councilors to serve in that position, or Council may, at its discretion, combine the offices of Secretary and Treasurer, to be held by the current Secretary or Treasurer whose office has not been vacated. If the remainder of the Secretary or Treasurer's term is less than half of a full term, the new Secretary or Treasurer shall be eligible for election for an additional full term of the Council. If the remainder of the term is greater than half a full term for Secretary or Treasurer, the individual assuming the position shall serve only the completion of the term. The Council may wait until the next election to fill the position of Councilor left vacant upon the election of a Councilor to fill a vacancy in the office of Secretary or Treasurer.

SECTION 5. Vacancies in a Non-officer Councilor Position. Any vacancy occurring in a non-officer Councilor position may be filled by the Council, and such individual so

appointed shall serve until the next annual election of Councilors, or until the end of such term, whichever occurs first. Each Councilor so appointed to fill a vacancy in a position the term of which extends beyond the next annual election shall automatically be a candidate to hold office for the remainder of the term, but the Nominating Committee may also add additional nominees to the slate. The person so elected shall hold office for the unexpired term of his or her predecessor in office.

SECTION 6. Regular Meetings. Meetings of the Council shall be held at such time and place as may be designated by resolution of the Council without other notice than such resolution. There shall also be a regular annual meeting of the Council, which shall be held in conjunction with the annual business meeting of the Society at such time and place as may be designated by resolution of the Council without other notice than such resolution. Failure to hold an annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Society. The Council may provide by resolution the time and place of additional regular meetings of the Council without other notice than such resolution.

SECTION 7. Special Meetings. Special meetings of the Council may be held at any time on the call of the President or a majority of the Councilors. The person or persons authorized to call special meetings of the Council may fix the place for holding any special meeting of the Council called by them.

SECTION 8. Notice of Meetings. Notice of each special meeting of the Council shall be delivered by or at the direction of the person or persons calling the meeting to each Councilor at least three (3) days before the day on which the meeting is to be held. Notice may be waived in writing by a Councilor, either before or after the meeting. Attendance of a Councilor at any meeting shall constitute a waiver of notice of such meeting, except where the Councilor attends the 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 special meeting of the Council need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 9. Quorum. A majority of the Voting Councilors then in office shall constitute a quorum for the transaction of business at any meeting of the Council, provided that if less than such a majority is present at said meeting, a majority of the Councilors present may adjourn the meeting to another time without further notice.

SECTION 10. Manner of Acting. The act of a majority of the voting Councilors present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by law, the Articles of Incorporation of the Society or these Bylaws. Action by the voting Councilors may be taken without a meeting, or when quorum is not present at a meeting, by ballot that sets forth the proposed action. The ballot shall be delivered to each voting Councilor electronically to the email address on record with the Society. The votes of the majority of the voting Councilors shall determine the action of the Council.

SECTION 11. Participation at Meetings by Conference Telephone. Councilors may participate in and act at any meeting of the Council 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 meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 12. Officers of the Meetings. At meetings of the Council, the President, if present, otherwise the President-elect, if present, otherwise a person chosen by a majority vote of the Councilors present at the meeting, shall act as chair of the meeting. The Secretary, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and shall not, by reason of holding the chair, relinquish any right to vote otherwise held by such person in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

SECTION 13. Presumption of Assent. A Councilor who is present at a meeting of the Council at which action on any 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 secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Society immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Councilor who voted in favor of such action.

SECTION 14. Informal Action. Any action required to be taken, or which may be taken, at a meeting of the Council may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed or electronically submitted by all the Councilors. Any consent may be signed in counterparts with the same force and effect as if all Councilors had signed the same copy. All signed copies and electronic submissions of any such written consent shall be delivered to the Secretary of the Society to be filed in the corporate records. Any such consent signed by all of the Councilors shall have the same effect as a unanimous vote.

## ARTICLE V

### Officers

SECTION 1. Designation, Election and Term of Office. The officers of the Society shall consist of a President, a President-elect, a Secretary, a Treasurer, a Past President, and such other officers and assistant officers as the Council may authorize. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties set forth in the resolution creating the office or otherwise prescribed from time to time by the Council. The President-Elect, Secretary and Treasurer shall be elected by the Members prior to the annual meeting of Members held in the year in which officers are to be elected, to serve a term of two years and until their respective successors have been duly elected and qualified, unless their service is sooner terminated by death, resignation or removal. No two offices may be held by the same person, except that, at the discretion of the Nominating Committee and the Council, the offices of Secretary and Treasurer may be held by the same individual.

SECTION 2. Control by Council. The powers and duties of officers of the Society as prescribed by this Article or elsewhere in these Bylaws are subject to alteration or suspension by the Council, in specific instances or for specific purposes, as set forth in a resolution of the Council effecting such alteration or suspension.

SECTION 3. Bonds. The Council may require persons serving as officers, agents or employees of the Society to give bond to the Society, in such form and amount and with such surety as the Council may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Society when their service terminates of all books, records, money and other things in their possession or control belonging to the Society. The cost of procuring such bonds shall be borne by the Society.

SECTION 4. Employment Contracts. Every employment for personal services to be rendered to the Society shall be at the pleasure of the Society, unless the employment is for a specified term pursuant to a written contract authorized or ratified by the Council.

SECTION 5. The President.

- a. Shall call and preside at the meetings of the Council.
- b. Shall preside at the annual Business meeting.
- c. Shall plan and develop the annual Scientific Program with the active advice of the Council.
- d. Shall be the official spokesman of the Council and the membership.
- e. Shall appoint members to standing and ad hoc Committees.
- f. Shall either act as or appoint members to liaison positions with other professional organizations or societies.
- g. To the extent the President deems appropriate, the President may participate as a member of committees (and shall not be counted in any enumeration of members of such committees set forth elsewhere in these Bylaws).

SECTION 6. The President-Elect.

- a. Shall preside at all meetings of Council or membership if the President is absent.
- b. Shall assume the position of President in the event the President is unable to continue in this capacity.
- c. To the extent the President deems appropriate, the President-Elect may participate as a member of committees (and shall not be counted in any enumeration of members of such committees set forth elsewhere in these Bylaws).

SECTION 7. The Past-President.

- a. Shall be a non-voting member of the Council.

SECTION 8. The Secretary and Treasurer.

- a. Shall perform the usual functions of the Secretary of the organization.
- b. Shall perform the usual functions of the Treasurer of the organization and shall be responsible for the preparation of the annual fiscal report.
- c. Shall preside in the absence of the President and President-Elect.
- d. If two officers are designated to fill this position, the responsibilities will be divided among customary functions of each office.
- e. To the extent the President deems appropriate, the Secretary and Treasurer may participate as a member of committees (and shall not be counted in any enumeration of members of such committees set forth elsewhere in these Bylaws).

SECTION 9. Resignation. Any officer may resign at any time by giving written notice to the Council or to the President or Secretary of the Society. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10. Removal. Any of the officers designated in Section 1 of this Article may be removed by the Council, whenever in its judgment the best interest of the Society will be served thereby, by the vote of a majority of the whole Council. Any subordinate officer elected or appointed in accordance with Section 1 of this Article may be removed by the Council for like reason by a majority vote of the Councilors present at any meeting, a quorum being present, or by any superior officer upon whom such power of removal has been conferred by resolution of the Council.

SECTION 11. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Council at an annual or regular meeting or at a special meeting called for such purpose.

## ARTICLE VI

### Election of Councilors

SECTION 1. Elections. The voting membership will be requested to submit names of potential candidates to the Nominating Committee for open Council positions. A slate of candidates for officers and at least two candidates for each open Council position will be prepared by the Nominating Committee and presented by the Council to the voting membership, with subsequent elections to be conducted electronically or by mail. A member of the Society shall be designated to oversee the election process. A candidate must receive the majority of the votes cast for that position in order to be elected. A member of the Society shall be appointed as an Elections Officer to certify the results.

SECTION 2. Announcement of Results. The results of the election shall be announced at a business meeting of the Society.

## **ARTICLE VII**

### **Committees**

**SECTION 1. Committees.** The following Standing Committees shall be established: Nominating Committee; Membership Committee; and Audit Committee. The President and Council may at any time, or from time to time, (i) establish additional Committees with such duties and such membership and terms of office as the Council may designate by resolution, (ii) abolish any Committee, including those specifically designated in these Bylaws, and (iii) alter the name, duties, membership, and terms of office of any Committee, including those specifically designated in these Bylaws.

**SECTION 2. Nominating Committee.** The President in conjunction with the Council shall annually appoint a Nominating Committee consisting of three Members who are not current Council members. The Nominating Committee each year shall prepare a slate of nominees for the open positions on the Council.

**SECTION 3. Membership Committee.** The Membership Committee shall consist of four or more Members appointed by the President. The Committee will consider applications for membership and make recommendations to the Council. **SECTION 4. Audit Committee.** The President shall appoint an Audit Committee consisting of three Members to audit the financial report of the Society annually and to report at the business meeting.

## **ARTICLE VIII**

### **Indemnification**

**SECTION 1. Indemnification of Councilors, Officers, Employees and Agents.** The Society shall, to the fullest extent to which it is empowered to do so by the Act or any other applicable laws as may from time to time be in effect, indemnify any person 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 Councilor, officer, employee or agent of the Society, or that he or she is or was serving at the request of the Society as a director, officer, employee or agent of another Society, partnership, joint venture, trust, or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding.

**SECTION 2. Contract with the Society.** The provisions of this Article shall be deemed to be a contract between the Society and each Councilor, officer or employee who serves in any capacity at any time while this Article is in effect, and any repeal or modification of this Article shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, as authorized by the Council in the specific case, upon receipt of an undertaking by or on behalf of the Councilor, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such Councilor, officer, employee or agent is entitled to be indemnified by the Society as authorized by this Article.

SECTION 4. Insurance Against Liability. The Society may purchase and maintain insurance on behalf of any person who is or was a Councilor, officer, employee or agent of the Society, or who is or was serving at the request of the Society as a director, officer, employee or agent of another Society, 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 such person's status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of these Bylaws.

SECTION 5. Other Rights of Indemnification. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Councilor, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## **ARTICLE IX**

### **Miscellaneous Provisions**

SECTION 1. Depositories. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Council may designate.

SECTION 2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money ("Payment Orders") and all notes or other evidences of indebtedness ("Notes") issued in the name of the Society shall be signed by such officer or officers, or agent or agents, of the Society and in such manner as shall from time to time be determined by resolution of the Council.

SECTION 3. Gifts. The Council, the President, the Treasurer, and any standing or special committee designated by the Council to have such authority may accept on behalf of the Society any grant, contribution, gift, bequest, or device for the general purposes or for any special purposes of the Society.

SECTION 4. Fiscal Year. For accounting and related purposes, the fiscal year of the Society shall begin on the first day of January each year and end on the last day of December in the same calendar year. The Council may, by resolution, change the beginning and ending dates of the fiscal year, and any such change shall be effective upon the date set in the resolution, but only upon approval by the Internal Revenue Service, if such approval is required by law.

SECTION 5. Delivery of Notice. Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited

in the United States mail addressed to the person at his or her address as it appears on the records of the Society, with sufficient first-class postage prepaid thereon. Any notice required by these Bylaws may be delivered electronically to the recipient's email address or its equivalent as it appears in the records of the Society.

SECTION 6. Investment. Unless otherwise specified by the terms of a particular gift, bequest or device, grant or other instrument, the funds of the Society may be invested, from time to time, in such manner as the Council may deem advantageous without regard to restrictions applicable to trustees or trust funds.

SECTION 7. Loans. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by the Council. Such authority may be general or confined to specific instances.

SECTION 8. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Society, either as lessor or lessee, unless authorized by the Council. Such authority may be general or confined to specific instances.

SECTION 9. Contracts. The Council may authorize any one or more officers of the Society, or any one or more agents, 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 10. Reimbursement and Compensation. Councilors as such shall not receive any salaries for their services, but by resolution of the Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Council; provided, that nothing herein contained shall be construed to preclude any Councilor from serving the Society in any other capacity and receiving compensation therefore, Councilors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as Councilors.

SECTION 11. Compensation for Services. Subject to any policy or policies in force relating to conflicts of interest that may be adopted by the Council, a Councilor or officer of the Society, or any firm or Society in which such Councilor or officer is a member, director, officer or otherwise interested, may be engaged by the Society to render services on behalf of the Society, even though such Councilor or officer shall make or participate in the decision to so engage himself or herself or such firm or Society. A member, director or officer or any firm or Society so engaged shall be entitled to receive his, her or its customary and reasonable compensation for such services.

## **ARTICLE X**

### **Amendments**

SECTION 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted, by the Voting Members at any time or from time to time in accordance with the following procedures: Any amendment to, or restatement of, the Bylaws must (i) be proposed in writing to the Council by at least five Members, or (ii) be approved by the Council. The proposed amendment shall be acted upon at the next

succeeding annual business meeting of the Society, provided that it has been communicated to the Council by the Members or otherwise approved by the Council prior to the date on which notice of such meeting is distributed. Notice of any business meeting at which an amendment to the Bylaws is to be acted upon shall include an announcement of the action to be taken and a text of the proposed amendment. An amendment shall be adopted upon the affirmative vote of a majority of the Voting Members present at such a meeting if a quorum is present. The Bylaws may be altered, amended or repealed without a meeting, or when quorum is not present at a meeting, by ballot that sets forth the proposed amendment or restatement of the Bylaws. The ballot shall be delivered to each Voting Member electronically to the email address on record with the Society. Returned ballots from at least twenty-five percent of the Voting Members shall be required. The votes of the majority of the returned ballots shall determine the action of the Members.

SECTION 2. Amendment of Articles of Incorporation. The Articles of Incorporation of the Society may be amended or restated by the Voting Members at any time or from time to time in accordance with the following procedures: Any amendment to, or restatement of, the Articles of Incorporation must (i) be proposed in writing to the Council by at least five Members, or (ii) be approved by the Council. The proposed amendment shall be acted upon at the next succeeding annual business meeting of the Society, provided that it has been communicated to the Council by the Members or otherwise approved by the Council prior to the date on which notice of such meeting is distributed. Notice of any business meeting at which an amendment to the Articles of Incorporation is to be acted upon shall include an announcement of the action to be taken and a text of the proposed amendment. An amendment shall be adopted upon the affirmative vote of a majority of the Voting Members present at such meeting. The President shall insure that any amendment so adopted is properly filed with the appropriate state agency.

Revised May 5, 2003

Revised May 6, 2007

Revised November 7, 2013

Revised January 19, 2014