Amended and Restated Bylaws
of
The Paleontological Society

Article 1. General Provisions

1.1 Name

The name of the corporation is The Paleontological Society (the "Society").

Article 2. Membership

2.1 General

Membership in the Society shall be governed by the provisions of the Amended and Restated Articles of Incorporation (the "Articles") and these Bylaws.

2.2. Classes of Members

The Society shall have three classes of Members: (i) the Regular Members; (ii) the Student Members; and (iii) the Retired Members (collectively, the "Members"):

a. Regular Member. Status as a Regular Member may be conferred upon any individual interested in paleontology, including professional and avocational paleontologists. The class of Regular Members may consist of individuals that meet these conditions of membership and such other conditions as may be prescribed by the Council, and that otherwise are approved for Regular Membership by the Council or by an authorized designee of the Council.

b. Student Member. Status as a Student Member may be conferred upon any individual interested in paleontology who is currently enrolled in a primary or secondary school, a college or university, or a graduate program. The class of Student Members may consist of individuals that meet these conditions of membership and such other conditions as may be prescribed by the Council, and that otherwise are approved for Student Membership by the Council or an authorized designee of the Council.

c. Retired Member. Status as a Retired Member may be conferred upon any individual interested in paleontology who has retired from employment as a professional paleontologist. The class of Retired Members may consist of individuals that meet these conditions of membership and such other conditions as may be prescribed by the Council, and that otherwise are approved for Retired Membership by the Council or an authorized designee of the Council.

2.3 Application, Dues, Requirements, and Benefits of Membership

Application requirements, dues requirements, and other requirements for membership and benefits of membership shall be prescribed from time to time by the Council. Dues shall generally be payable by January 1 of each year, and Members must have dues paid in full in order to be in good standing.

2.4 Annual Meeting

There shall be an annual meeting of the Members, which shall be held at a time and place fixed by these Bylaws or by resolution of the Members, for the purpose of transacting such business as may come before the meeting. At the annual meeting, the President and Treasurer of the Society, or their respective designees, shall report on the activities and financial condition of the Society. In addition, the Members shall consider and act upon such other matters as may be raised consistent with the notice requirements of Section 2.7.

2.5 Regular Meetings

The Society may hold regular meetings of the Members, at intervals, times, and places to be fixed by these Bylaws or by resolution of the Members, for the purpose of considering and acting upon such matters as may be raised consistent with the notice requirements of Section 2.7.

2.6 Special Meetings

Special meetings of the Members may be called at any time by the President or Executive Committee of the Society or by the Members upon written petition describing the purpose of the special meeting that is dated and signed by at least ten percent (10%) of the Members and delivered to the Secretary of the Society. A special meeting shall be held at a time and place specified by the caller or callers of the special meeting. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Section 2.7. No business other than that specified in the notice shall be transacted at the special meeting.

2.7 Notice of Meetings

The Society shall give oral, written, electronic, or facsimile notice of meetings of the Members in a fair and reasonable manner. Notice is fair and reasonable if the following occur:

a. The Society notifies the individual Member, of the place, date, and time of each annual, regular, and special membership meeting not less than ten (10) days and not more than sixty (60) days before the meeting date;
b. Notice of an annual or regular meeting includes a description of any matter or matters to be considered at the meeting that must be approved by the Members; and

c. Notice of a special meeting includes a description of the purpose for which the meeting is called.

Oral notice shall be effective when communicated. Written, electronic, or facsimile notice shall be effective at the earliest of the following:

(i) When received;

(ii) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address of the Member listed in the most current records of the Society;

(iii) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(iv) Thirty (30) days after the notice is deposited with a method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address of the Member listed in the most current records of the Society.

(v) With respect to electronic communications, notice is received when it enters the information processing system that the recipient has designated for receipt of notices and it is in a form capable of being processed.

Except as provided by statute, if an annual, a regular, or a special meeting of the Members is adjourned to a different date, time, or place, it is not required that notice be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

2.8 Waiver of Notice

Notice may be waived by a Member in a writing signed by the Member entitled to notice, and filed with the minutes or the Society's records. Attendance at or participation in any meeting by a Member (a) waives the member's objection to lack of notice or defective notice unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and (b) waives the Member's objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice unless the Member objects to considering the matter when the matter is presented.

2.9 Voting List

After fixing a record date for a notice of a meeting of the Members, the Secretary of the Society shall prepare a list of the names of each Member entitled to notice of a meeting of the Members; the address of each Member; and confirmation that each Member is entitled to one (1) vote at the meeting. The Secretary shall prepare on a current basis through the time of the meeting of the Members a list of Members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting.

2.10 Quorum

At all meetings of the Members, the presence of ten percent (10%) of the Members shall constitute a quorum. After a vote is represented for any purpose at a meeting of the Members, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting. Any meeting of the Members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present.

2.11 Voting by Members

Each Member of the Society shall be entitled to cast one (1) vote on each matter to come before the Members. Except as otherwise provided in these Bylaws, each question shall be determined by majority vote of the Members represented at a meeting at which a quorum exists.

2.12 Action by Written Consent

Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting of the Members if a written consent, setting forth the action so taken, (1) is signed by each Member entitled to vote with respect to the subject matter thereof and (2) such written consent is filed with the minutes of the proceedings of the Members or in the Society's records. Such written consent shall have the same effect as a unanimous vote of the Members at a duly held meeting of the Members.

2.13 Action by Written Ballot

Any action that may be taken at an annual, a regular, or a special meeting of the Members may be taken without a meeting if the Society delivers a written ballot to every Member. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A solicitation for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentages of approvals necessary to approve each matter other than the election of Councilors, and (c) specify the time by which a ballot must be received by the Society to be counted. A written ballot may not be revoked.

2.14 Powers Reserved to the Members

Notwithstanding any contrary provision of the Articles and these Bylaws, the affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be required for approval of the following corporate actions:

(a) To amend, alter, change, or repeal the Articles;

(b) To amend, alter, change, or repeal the Bylaws;
(c) To merge or consolidate the Society with another entity or entities;
(d) To sell, lease, or exchange more than fifty percent (50%) of the property or assets of the Society, where such sale, lease, or exchange occurs other than in the regular course of business;
(e) To elect the Councilors of the Society; or
(f) To dissolve the Society.

2.15 Means of Communication

Any or all of the Members may participate in an annual, a regular, or a special meeting of the Members by or through the use of any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by such means shall be considered present in person at the meeting.

2.16 Voting by Proxy

A Member may vote by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. An appointment of a proxy is revocable by the Member.

Article 3. Council

3.1 General

The affairs of the Society shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles and these Bylaws. The Board of Directors shall be referred to as "the Council." The membership of the Council shall comprise Councilors, each of whom are simultaneously elected as Officers of the Society. Councilors must be Members in good standing.

3.2 Election or Appointment and Terms

a. The process of electing the Councilors shall be the same as (and concurrent with) the process for electing Officers that is set forth in Section 4.2. A Councilor's term shall be commensurate with his or her respective term as an Officer, and shall be subject to the terms and term limits of the Officers set forth in Sections 4.3 and 4.4 of these Bylaws.

b. Notwithstanding the foregoing, in addition to the Councilors who shall be elected by the Members as described in Section 4.2, the President shall appoint two (2) Student Representatives to the Council (such appointments shall be subject to approval of the Council).

3.3 Quorum and Voting

A majority of Councilors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Council. Unless otherwise provided in the Articles or these Bylaws, the act of a majority of the Councilors present at a meeting at which a quorum is present shall be the act of the Council. Each Councilor shall be entitled to one (1) vote on all matters coming before the Council, with the exception of the two (2) Student Representatives who shall share one (1) vote. Moreover, in the event that there are Co-Editors who share the duties of Journal Editorship or of Special Publications, such Co-Editors shall share a single vote on matters to come before the Council.

3.4 Regular Meetings

The Council may hold regular meetings, as fixed by these Bylaws or by resolution of the Council, for the purpose of transacting such business as properly may come before the Council. Council will generally hold two (2) regular meetings during each calendar year to conduct the business and affairs of the Society. The Annual Meeting will typically be held in October or November, and the Midyear Meeting will typically be held in April or May. Notice of Regular Meetings shall generally be given no less than thirty (30) days prior to the date of the meeting, and may be given through a single notice of all regularly scheduled meetings for the year.

3.5 Special Meetings

Notwithstanding the preceding section and except as otherwise provided in these Bylaws, the Council may hold special meetings for any lawful purpose upon not fewer than two (2) days' notice, as described in Section 3.6, upon call by the President of the Society or by not fewer than two (2) members of the Council. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

3.6 Notice of Special Meetings

Oral or written notice of the date, time, and place of each special meeting of the Council shall be communicated, delivered, or mailed by the Secretary of the Society, or by the person or persons calling the meeting, to each member of the Council so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice, including notice by facsimile or electronic mail, shall be effective at the earliest of the following:

(a) When received;

(b) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Society;

(c) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) Thirty (30) days after the notice is deposited with a method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Society.

3.7 Waiver of Notice

Notice may be waived in a writing, signed by the Councilor entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice, unless the Councilor at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Councilor objects to considering the matter when the matter is presented.

3.8 Means of Communication

The Council, or a committee thereof, may permit a Councilor or a committee member to participate in a meeting by, or conduct a meeting through the use of, any means of communication by which all Councilors or committee members participating simultaneously may hear each other during the meeting. A Councilor or committee member participating in a meeting by such means shall be considered present in person at the meeting.

3.9 Action by Written Consent

Any action required or permitted to be taken at any meeting of the Councilors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each Councilor or committee member and such written consent is included in the minutes or filed with the Society's records reflecting the action taken. Action taken by written consent shall be effective when the last Councilor or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this section shall have the effect of a unanimous vote at a meeting of the Councilors and may be described as such in any document.

3.10 Resignation, Removal, and Vacancies

Any Councilor may resign or be removed as described in Section 4.5 of these Bylaws. If a Councilor resigns or is removed, such resignation or removal shall simultaneously terminate his or her service as an Officer. Any vacancy in the position of a Councilor caused by resignation or removal shall be filled as described in Section 4.5(c).

3.11 Standard of Conduct

Councilors and Officers must act in good faith, with care, and in the best interests of the Society. A Councilor must disclose to other Councilors all material information regarding the Society not already known to him or her, absent a legal responsibility of confidentiality.

Article 4. Officers

4.1 Officers Generally

Each Officer of the Society shall also be a Councilor. The Officers of the Society shall consist of the President, Past-President, President-Elect, Secretary, Treasurer, two (2) Representatives At Large, Editor(s) of *Paleobiology*, Editor(s) of the *Journal of Paleontology*, Editor(s) of Special Publications, Communications Officer, Program Coordinator, and Education/Outreach Coordinator, Student Representatives, and such other officers as the Council may, by resolution, designate from time to time. Officers must be Members in good standing, and an Officer may not simultaneously hold more than one (1) office.

4.2 Nominations and elections

When an individual is elected or appointed to an Officer position, such election or appointment shall simultaneously serve as the election or appointment to serve as a Councilor.

a. For the positions of President-Elect and Representative At Large, the Nominations Committee (see Section 5.3) will submit to the Council nominations for each office to be filled. For one (1) Representative At Large, all nominees will be at least fifteen (15) years past receipt of his or her highest degree at the time of the election. For the other Representative At Large, all nominees will be within fifteen (15) years of his or her highest degree at the time of election.

b. For the positions of Secretary, Treasurer, Editor(s) of *Paleobiology*, Editor(s) of the *Journal of Paleontology*, Communications Officer, Editor(s) of Special Publications, Program Coordinator, and Education/Outreach Coordinator, the Nominations Committee will submit to Council nominations for each office to be filled. For the editorships, a nomination may consist of two (2) or more Co-Editors.

c. The Council will prepare a ballot based on the nominees from the Nominations Committee. For President-Elect and each Representative At Large, the Council will select two (2) nominees to be placed on the ballot for each office to be filled. For all other offices, the Council will select one nominee from the list of nominations to be placed on the ballot for each office to be filled. If Co-Editors are selected for a journal, they will be listed on the ballot as a slate.

d. The final ballot shall be approved by the Council.

e. Ballots shall be provided to all Members at least sixty (60) days prior to the Annual Meeting. Councilors shall be elected by a plurality of votes cast by Members.

f. Results of the vote will be disseminated to all Members and announced at the Annual Meeting.

4.3 Term lengths

a. The President-Elect shall serve two (2) years as President-Elect, followed immediately by two (2) years as President, followed immediately by two (2) years as Past-President, for a total term of six (6) consecutive years.

b. The terms of the Secretary, Treasurer, Editor(s) of *Paleobiology*, Editor(s) of the *Journal of Paleontology*, Editor(s) of Special Publications, Communications Officer, Program Coordinator, Representatives At Large, and Education and Outreach Coordinator shall be three (3) years.

c. The terms of the Student Representatives shall be two (2) years.

d. The two (2) Student Representatives shall serve offset two-year terms, with one (1) new Student Representative appointed each year.

4.4 Re-election

a. The President-Elect, Representatives At Large, and Student Representatives are not eligible for re-election or reappointment to such offices.

b. The Secretary, Treasurer, Editor(s) of *Paleobiology*, Editor(s) of the *Journal of Paleontology*, Editor(s) of Special Publications, Communications Officer, Program Coordinator, and Education and Outreach Coordinator may be elected to a second term, but may not serve more than two (2) consecutive terms in such office.

4.5 Resignation, removal, and replacement

a. **Resignation**. An Officer may resign at any time by providing written notice to the President or Secretary, who will convey such resignation to the Council. Resignation as an Officer also shall serve as resignation from the Council.

b. **Removal**. Any Officer elected may be removed with or without cause by the affirmative vote of two-thirds of the Councilors then in office. Removal as an Officer also shall serve as removal from the Council.

c. **Replacement**. The Council shall fill Officer positions vacated by resignation, removal, or death. Any such Interim Officer will serve until the next Annual Member Meeting,

when an elected successor will assume office, or in the case of a Student Representative, when an appointed successor will assume office. Such interim appointments as Officers shall also serve as interim appointments to the Council.

If the President-Elect is unable to become President at the prescribed time, the current President will remain in that office until a special election is held. If the current President is unable to become Past-President at the prescribed time, the current Past-President will remain in that office until a special election can be held. If the current Past-President is unable to complete the term, the office of Past-President will be vacated until the current President rotates into office of Past-President.

In the event an elected Officer is unable to serve, the Council will arrange a Special Election, with a slate of candidates proposed by the Nominations Committee.

4.6 Officer Duties

a. The **President** will preside over all meetings of the Society, the Council, and the Executive Committee. The President manages the affairs and property of the Society, and will insure that the policies and decisions instituted by Council are implemented. The President or an Officer designated by the President will represent the Society as appropriate.

b. The **Past-Presiden**t will serve as chair of the Paleontological Society Medal Committee, the Charles Schuchert Award Committee, and will take responsibility for any external awards for which the Society is requested to submit nominees.

c. The **President-Elect** will serve as chair of the Strimple Award Committee and of the Pojeta Award Committee.

d. The **Secretary** will keep records of Society proceedings and a complete list of Members. The Secretary will notify the membership of elections and meetings, and will provide other communications as requested by the President and Council. Except as otherwise provided, the Secretary will have custody of Society property. Society records may be kept in digital form. Requests for reproduction of information from the Society's publications and waiver of copyright for publications of the Society will be sent to the Secretary, who will accept or reject such requests.

e. The **Treasurer** will collect and disburse all funds of the Society, except where noted otherwise in the Bylaws. The Treasurer will have custody of all Society funds and will keep detailed accounts of receipts and disbursements; the accounts will be audited as provided in the Bylaws. The Treasurer will submit an annual report to Council at the Annual Meeting and provide an update on the financial status of the Society at the Midyear Meeting.

f. The **Representatives At Large** will have duties assigned by the President.

g. The **Editor(s) of *Paleobiology*** and the **Editor(s) of the *Journal of Paleontology*** will supervise all matters connected with publication of their respective journals, under the general direction of the Council.

h. The **Editor(s) of Special Publications** will supervise all matters connected with publication of the Special Publications series, under the general direction of the Council.

i. The **Communications Officer** will supervise all matters connected with publication of Society news, social media, and the website under the general direction of the Council.

j. The **Program Coordinator** will supervise the technical programs of all meetings sponsored or co-sponsored by the Society.

k. The **Education/Outreach Coordinator** will supervise the Society's education and outreach programs and related educational activities sponsored or co-sponsored by the Society.

l. The **Student Representatives** will serve as a liaison between Student Members and the Council. The Student Representatives will submit reports on their concerns and recommendations on issues that may affect the Society, including the recruitment of Student Members and retention of those Members when they complete their degrees.

m. Each Officer will advise and assist in the activities of the Society, and shall perform the duties incident to his or her respective Office and such other duties as the Council may prescribe.

Article 5. Committees

5.1 Executive Committee

a. The Executive Committee shall consist of the President, Past-President, President-Elect, Secretary, and Treasurer.

b. The Executive Committee shall be chaired by the President.

c. To the extent consistent with applicable law, the Executive Committee shall be empowered to act on behalf of Council between its regular meetings. Actions of the Executive Committee shall be reported to and are subject to ratification by Council, with the exception of those specifically authorized by Council.

5.2 Financial Management Committee

a. The Financial Management Committee shall consist of the Treasurer and no more than five (5) former Executive Committee members, appointed by the President. The Treasurer shall serve as chair.

b. The Financial Management Committee advises the Executive Committee and the Council on matters related to the financial health and investment strategies of the Society.

5.3 Nominations Committee

The Nominations Committee shall be responsible for providing a slate of candidates for election to Society Offices and the Council. Nominations Committee members will be jointly appointed by the Council and the President.

5.4 Paleontological Society Medal Committee

The Paleontological Society Medal Committee shall be responsible for making recommendations to the Council for the recipient of the Paleontological Society Medal. The Past-President shall be chair of this committee.

5.5 Schuchert Award Committee

The Schuchert Award Committee shall be responsible for making recommendations to the Council for the recipient of the Schuchert Award. The Past-President shall be chair of this committee.

5.6 Strimple Award Committee

The Strimple Award Committee shall be responsible for making recommendations to Council for the recipient(s) of the Strimple Award. The President-Elect shall be chair of this committee.

5.7 Pojeta Award Committee

The Pojeta Award Committee shall be responsible for making recommendations to Council for the recipient(s) of the Pojeta Award. The President-Elect shall be chair of this committee.

5.8 Fellows Committee

The Fellows Committee shall be responsible for selecting names of Fellows for election by the Council. Members of the Fellows Committee must be Fellows. The Fellows Committee shall choose their chair.

5.9 Committee Composition

With the exception of the Executive Committee, members of committees may, but need not, be members of the Council (i.e., Officers). A committee member appointed by the Council or the chair of a committee may be removed by the Council with or without cause. At least one Council member must be a member of the Financial Management and Nominations Committees. The Council shall approve, by majority of Councilors in office, appointments of Council members to Committees.

5.10 Ad hoc Committees

At the direction of the Council and individual Officers, ad hoc committees may be appointed. All such Committees are advisory and will report to the Council.

Article 6. Regional Sections

The Society may establish regional sections to promote paleontology on a regional basis. The process for establishing such sections, and the terms of how such sections must relate to the Society shall be established by the Council from time to time.

Article 7. Awards

The Society annually awards numerous medals, awards, and fellowships. The criteria for such awards and medals is determined by the Council and/or the respective award committee (if any), from time to time. At the time of the adoption of these Bylaws, the awards given annually by the Society include the following:

7.1 Paleontological Society Medal

The Paleontological Society Medal is awarded to a recipient who has a distinguished career in the advancement of knowledge in paleontology.

7.2 Charles Schuchert Award

The Charles Schuchert Award is made to a Member early in his or her career whose paleontological work reflects excellence and quality. Ordinarily, the recipient of the Charles Schuchert Award will be no more than fifteen (15) years past completion of his or her Ph.D.

7.3 Strimple Award

The Strimple Award is given to recognize outstanding achievement by avocational paleontologists. For purposes of this award, an avocational paleontologist is defined as someone who does not make his or her living full-time from paleontology.

7.4 Pojeta Award

The Pojeta Award is given to recognize exceptional professional or public service by individuals or groups of individuals that significantly advances the field of paleontology. This service should be above and beyond that expected in the recipient's formal professional role.

7.5 Fellows

A Fellow is a Member of the Society recognized by Council for significant contributions to the advancement of paleontology through research, teaching, or service to the profession. Recipients of the Charles Schuchert Award and the Paleontological Society Medal automatically become Fellows.

Article 8. Finances

8.1 Fiscal year

The fiscal year of the Society begins January 1 of each year and ends December 31 of that year.

8.2 Annual Budget

At each Annual Council Meeting, the Treasurer will review expenditures for the preceding year, assess the financial status of the Society, and present a budget for the forthcoming year.

8.3 Bequests

The Society may accept gifts and bequests at the discretion of Council.

8.4 Endowment funds

Endowment funds shall consist of gifts or grants to the Society, along with any additional monies that Council adds from operating or other funds. Assets received for an endowment fund shall be kept by the Treasurer as a separate account or accounts. The principal of a given fund may not be expended except by the affirmative vote of two-thirds of the Councilors then in office unless terms of the donations involved specifically stipulate otherwise.

8.5 Disbursements

a. All checks or demands for money from the Society will be signed by the Treasurer, the President, or such other person(s) as the Council may designate.

b. No pecuniary obligation in excess of two thousand dollars ($2000 U.S.) shall be contracted in the name of the Society by any Officer of the Society without approval by Council.

8.6 Audit

At the Annual Council Meeting, a firm of certified public accountants shall be appointed by Council to conduct a financial review or audit the financial affairs of the Society. At the close of the fiscal year, the auditors will audit and examine records, accounts, vouchers, and financial transactions of the Society. The auditors will prepare a balance sheet and a statement of revenues, expenses, and changes in fund balances, prepared in accordance with generally accepted accounting principles. This report will be presented to Council, filed with the Secretary, and open to inspection by Members.

Article 9. Indemnification

9.1 Indemnification by the Society

To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Councilor, Officer, employee, or agent of the Society shall be indemnified by the Society against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto, or (b) if not wholly successful, then if such person is determined as provided in Section 9.3 to have acted in good faith, in what he or she reasonably believed to be the best interests of the Society (or, in any case not involving the person's official capacity with the Society, in what he or she reasonably believed to be not opposed to the best interests of the Society), and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

9.2 Definitions

a. As used in this Article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of the Society, any other

corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a Councilor, Officer, employee, or agent of the Society, or of any corporation, where he or she served as such at the request of the Society;
(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Society; or
(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

b. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

c. As used in this Article, the term "wholly successful" shall mean:
(i) Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her;
(ii) Approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or
(iii) The expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

9.3 Entitlement to Indemnification

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Society or other disinterested person or persons, in either case selected by the Council, whether or not a disinterested quorum exists (such counsel, person, or persons being hereinafter called the "referee"), shall deliver to the Society a written finding that such person has met the standards of conduct set forth in Section 9.1 and (b) if the Council, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Society shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the Society.

9.4 Relationship to Other Rights

The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

9.5 Extent of Indemnification

Irrespective of the provisions of this Article, the Council may, at any time and from time to time, approve indemnification of Councilors, Officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

9.6 Advancement of Expenses

Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Society (by action of the Council, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

9.7 Purchase of Insurance

The Council is empowered to purchase insurance covering the Society's liabilities and obligations under this Article and insurance protecting the Society's Councilors, Officers, employees, agents, or other persons.

Article 10. Conflicts of Interest

10.1 General Statement and Procedures

It is the policy of the Society and the Council that the Society's Members, Councilors, Officers, and employees carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Society's Members, Councilors, Officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Society. This policy shall be further subject to the following principles:

a. Members, Councilors, Officers, and employees of the Society shall conduct their duties with respect to potential and actual grantees, contractors, suppliers, agencies, and other persons transacting or seeking to transact business with the Society in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Society.

b. Members, Councilors, Officers, and employees of the Society shall not seek or accept for themselves or anyone else, from any person or business

entity that transacts or seeks to transact business with the Society, any gifts, entertainment, or other favors relating to their positions with the Society that exceed common courtesies consistent with ethical and accepted business practices.

c. If a Member or Councilor, or a Member's or Councilor's relative (the term "relative" includes spouses, ancestors, and descendants, whether by whole or half blood), directly or indirectly owns a significant financial interest in, or is employed by, any business entity that transacts or seeks to transact business with the Society, the Member or Councilor shall disclose that interest or position and shall refrain from voting on any issue pertaining to the transaction.

d. Officers and employees of the Society shall not conduct business on behalf of the Society with a relative or a business entity in which the Officer, employee, or his or her relative owns a significant financial interest or by which such Officer, employee, or relative is employed, except where such dealings have been disclosed to, and specifically approved and authorized by, the Council.

e. The Council may require the Society's Members, Councilors, Officers, or employees to complete annually (or as otherwise scheduled by the Council) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The disclosure statement shall be in such form as may be prescribed by the Council and may include information regarding a person's participation as a Member, Councilor, Officer, or employee of any other nonprofit organization. The Council shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

10.2 Validity of Actions

The failure of the Society, its Council, or any or all of its Members, Councilors, Officers, or employees to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Society that otherwise is valid and enforceable under applicable law.

Article 11. Amendments to the Bylaws

11.1 Procedure

a. Any member in good standing may propose an amendment to the Bylaws.

b. Proposed amendments to the Bylaws must be approved by the Council.

c. Following approval by Council, a proposed amendment to the Bylaws must be approved by the Members.

d. A ballot with the proposed amendment(s) to the Bylaws, and an appropriate explanation, must be distributed to the Members, with a minimum 60-day period for voting.