



SfRBM

Society for Redox
Biology and Medicine

SOCIETY FOR REDOX BIOLOGY AND MEDICINE BYLAWS

Representing membership from the Americas and a constituent society of the International Society for Free Radical Research

Last amendment: Includes the Bylaws amendments approved by Council on June 30, 2015.

TABLE OF CONTENTS

SECTION 1	Name
SECTION 2	Office
SECTION 3	Purpose and Powers
3.1	Purpose
3.2	Vision Statement & Strategic Objectives
SECTION 4	Membership
4.1	Classes of Membership
4.2	Eligibility
4.3	Application
4.4	Rights and Privileges
4.5	Dues
4.6	Resignation
4.7	Delinquency
SECTION 5	Meetings of Members
5.1	Annual Meeting
5.2	Additional Meetings
5.3	Voting
5.4	Quorum
5.5	Matters Determined by Mail Ballot
SECTION 6	Council of The Society
6.1	Composition of the Council
6.2	Executive Committee
6.3	Powers of the Council
6.4	Eligibility
6.5	Nomination and Election of Councilors
6.6	Chairperson
6.7	Removal
6.8	Resignation

- 6.9 Vacancies
- 6.10 Compensation
- 6.11 Succession

- SECTION 7 Meetings of the Council
 - 7.1 Notice
 - 7.2 Meetings
 - 7.3 Quorum
 - 7.4 Action by Council – Email Ballot
 - 7.5 Telephone Meetings

- SECTION 8 Officers
 - 8.1 Officers of The Society
 - 8.2 Eligibility
 - 8.3 Nomination and Election
 - 8.4 Term of Office

- SECTION 9 Duties of Officers
 - 9.1 Duties of Officers
 - 9.2 Removal of Officers
 - 9.3 Resignation
 - 9.4 Vacancies
 - 9.5 Bonding

- SECTION 10 Executive Secretary
 - 10.1 Appointment
 - 10.2 Duties of the Executive Secretary

- SECTION 11 Committees
 - 11.1 Standing Committees
 - 11.2 Other Committees
 - 11.3 Appointment of Committee Members

- SECTION 12 Affiliations
 - 12.1 Chapters and Clubs
 - 12.2 Other Organizations

- SECTION 13 Publications
 - 13.1 Official Journal
 - 13.2 Other Publications

- SECTION 14 Contracts, Loans, Checks, and Deposits
 - 14.1 Contracts
 - 14.2 Loans
 - 14.3 Checks and Drafts
 - 14.4 Deposits

- SECTION 15 General Provisions
 - 15.1 Waiver of Notice
 - 15.2 Auditors
 - 15.3 Prohibition Against Sharing in Society Earnings

- 15.4 Exempt Activities
- 15.5 Fiscal Year
- 15.6 Indemnification
- 15.7 Insurance

SECTION 16 Amendments

- 16.1 Bylaws
- 16.2 Articles of Incorporation
- 16.3 Proposals

SECTION 17 Duration and Dissolution

- 17.1 Duration
- 17.2 Dissolution

SOCIETY FOR REDOX BIOLOGY AND MEDICINE BYLAWS

SECTION 1

1.1 Name

The name of the Corporation is Society for Free Redox Biology and Medicine (SFRBM), an Indiana nonprofit mutual benefit corporation, tax exempt under section 501 (c)(6) of the Internal Revenue Code and its Indiana counterpart.

SECTION 2

2.1 Office

The principal office of The Society shall be located at 8365 Keystone Crossing, Suite 107, Indianapolis, IN, or other such place as the Council may designate from time to time.

SECTION 3

3.1 Purpose

The Society for Redox Biology and Medicine (SFRBM) is a professional organization comprised of scientists and clinicians investigating redox biology, a unifying theme in the pathophysiology of human diseases.

3.2 Vision Statement & Strategic Objectives

SFRBM will be the premier scientific organization for the discovery and exchange of knowledge in the field. SFRBM's Strategic Objectives will be to:

- 3.2.1. Provide educational programs for both the lay and scientific communities, catalyze new research and promote professional development.
- 3.2.2. Provide an environment for the exchange of information and technology to promote scientific excellence
- 3.2.3. Promote the Society's reputation and visibility, as well as the interests of its current and potential members, to the scientific community and public.
- 3.2.4. Maintain an infrastructure that supports the operational and membership objectives of the Society.

SECTION 4

Membership

4.1. Classes of Membership. There shall be four classes of membership:

4.1.1. Active - persons who are engaged in some phase of redox-related research.

4.1.2. Postdoctoral or Clinical Fellow - persons who are five (5) years or less from the date they received their doctorate or terminal degree and whose research or training activities pertains, directly or indirectly, to redox and free radical biology.

4.1.3. Student - students enrolled in advanced degree programs that pertain, directly or indirectly, to redox and free radical biology.

4.1.4. Emeritus- persons who have been active members but who have retired from active research.

4.2. Eligibility. Any person engaged in redox and free radical biology research may apply for membership. Eligibility shall be decided by a membership committee composed of members of The Society and appointed by the Council.

4.3. Application. Application for membership shall be made in writing to the secretary of The Society and shall be acted upon in accordance with procedures established by the Council of The Society.

4.4. Rights and Privileges. Active members, fellows and students shall be eligible to vote on any matter subject to vote of the membership under these Bylaws however only active members and fellows shall be eligible to hold office. Other members shall not be entitled to vote but shall be eligible to attend all meetings, receive all information, and otherwise to participate in the affairs of The Society.

4.5. Dues. The dues for each category of membership shall be established by the Council once each year, for the following year.

4.6. Resignation. Resignation from membership shall be made in writing to The Society. Resignation shall not relieve any member from liability for any dues accrued and unpaid at the time when such resignation is submitted.

4.7. Delinquency. Any member whose dues remain unpaid within the time specified by the Council shall automatically be dropped from membership in The Society but shall be reinstated whenever the member discharges all past indebtedness to The Society.

SECTION 5

Meetings of Members

5.1. Annual Meeting. The Society shall have an annual business meeting of the members at such time and place as shall be determined by the Council.

5.2. Additional Meetings. Additional meetings of the members of The Society may be called by the Council at any time. Members of The Society shall be notified of any such additional meeting at least four weeks in advance.

5.3. Voting. At any meeting of the membership of The Society, all active, fellow or student members shall be entitled to one vote on any matter requiring a vote of the members.

5.4. Quorum. At any meeting of The Society, ten percent of the active members of The Society (including those present by proxy) shall constitute a quorum. Unless required by Indiana law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the active members voting at a meeting shall be necessary for the adoption of any matter.

5.5. Matters Determined by Mail or Email Ballot. In lieu of holding a meeting of the members, the Council may submit any matter to the members for determination by a mail or email ballot. Notice of the matter to be voted upon shall be circulated to all members of The Society, and members shall be provided at least 30 days to return their votes on the matter to The Society. Unless required by Indiana law, the Articles of Incorporation, or these Bylaws, the affirmative vote of one-third of the active members voting on any matter by mail or email ballot shall be necessary for the adoption of any matter.

SECTION 6

Council of The Society

6.1 Composition of the Council. The affairs of The Society shall be managed by a board of directors, which shall be called the Council, composed of:

6.1.1. The President of the Society

6.1.2. Vice President of Finance

6.1.3. Vice President of Education & Professional Development

6.1.4. Vice President of Research & Scientific Excellence

6.1.5. Vice President of Communications

6.1.6. Vice President of Membership

6.1.7. Immediate Past President

6.1.8. Sixteen Councilors, seven of who shall be elected by the members of The Society every other year, each for a four-year term, as provided in Section 6 (6.3-6.4) of these Bylaws

6.1.9 At all times the Council shall include at least one representative from Canada, and one from Central/South America.

6.1.10 A President-Elect will be elected under the stipulations provided in Section 8 of these bylaws; during the two years prior to their term as President they will be appointed to serve as Vice President of Communications unless they are an Associate Editor for FRBM, at which point the President-Elect will choose to serve in another Vice President position.

6.1.11 The Immediate Past President will serve as a member of Council in a capacity within SFRBM's Organizational Chart mutually agreed upon by the Immediate Past President and President.

6.2 Executive Committee. The Society's Executive Committee shall consist of the President, Vice President of Finance, Vice President of Education & Professional Development, Vice President of Research & Scientific Excellence, Vice President of Communications and Vice President of Membership.

6.3. Powers of the Council. The Council shall have the power of management and supervision of the property and affairs of The Society, including appropriation of funds, appointment of the editorial board of the journal of The Society, establishing the dues, calling the membership meetings, and all other authority relating to the management of The Society that customarily resides in a corporation's board of directors.

6.4. Eligibility. To be eligible for election as a Councilor, an individual shall be an active member or fellow and shall not be an officer of The Society. Upon election as an officer, an individual who is a Councilor shall cease to be a Councilor.

6.5. Nomination and Election of Councilors. Every other year, in sufficient time prior to the annual business meeting, the Nominating Committee established under Section 11.1.1 of these Bylaws shall nominate at least

two individuals to be placed on the ballot for each Councilor to be elected. The active members shall be given an opportunity to submit in writing to the Vice President of Membership of The Society and shall be listed on the ballot. The ballot shall be mailed to all active members, who shall have at least 30 days to return their ballots to The Society. Each active member shall have up to seven votes for Councilors, but such votes shall be for different individuals and shall not be cumulative. The seven individuals who receive the largest number of votes shall be elected as Councilors of The Society, each for a term of four years beginning at the end of the annual business meeting that follows the election and continuing through the fourth annual business meeting that follows taking office.

6.6. Chairperson. The President of The Society shall serve as the chairperson of the Council. In the absence of the President, the responsibility for chairing a Council meeting shall be determined by the following order of precedence: President-Elect, Vice President of Finance, Vice President of Education & Professional Development, Vice President of Research & Scientific Excellence, Vice President of Communications and Vice President of Membership.

6.7. Removal. Any Councilor may be removed, with or without cause, by a two-thirds vote of the members of the Council or of the active members of The Society.

6.8. Resignation. Any Councilor may resign from the Council by notifying the Vice President of Membership in writing.

6.9. Vacancies. Any vacancy occurring in the Council may be filled by a majority vote of the Councilors then in office, for the remainder of the unexpired term of the vacancy.

6.10. Compensation. Councilors shall receive no compensation for their services as Councilors but may be reimbursed for expenses incurred in carrying out their duties if approved by the Council and if such reimbursement does not affect the qualification of The Society under Section 501(c)(6) of the Internal Revenue Code.

6.11. Succession. A Councilor shall be eligible to serve two successive terms in office as a Council member. A Councilor shall not be eligible for further reelection to the Council until two years after serving a second full term of membership on the Council have expired.

SECTION 7

Meetings of the Council

7.1. Notice. Regular or special meetings of the Council may be held upon notice to each Councilor of not less than seven days, either personally or by mail, telephone, or email, subject to waiver of notice as provided in Indiana law. Unless otherwise specified in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Council need be specified in the notice or waiver of notice of such meeting. The time and place of the meeting shall be specified in the notice of the meeting.

7.2. Meetings. The Council shall hold at least one meeting each year, one at the time of the annual business meeting of The Society.

7.3. Quorum. At any meeting of the Council, either regular or special, one-third of the Councilors shall constitute a quorum. Unless otherwise required by Indiana, the Articles of Incorporation, or the Bylaws, the vote of a majority of the Councilors present and voting at a meeting at which a quorum is present shall be

necessary for the adoption of any matter. The members of the Council shall act only as a Council and the individual Councilors shall have no powers as such.

7.4. Action by Council – Email Ballot. Council may vote on business items via email provided a motion and appropriate background is provided by the President or Executive Director. The majority vote of all Councilors, received within at least 14 days of the motion being offered, will be required for action on any issue. If required, the President may call for a conference call to provide the opportunity for input and discussion (see 7.5 below).

7.5. Telephone Meetings. Unless otherwise provided in the Bylaws, the Council may meet by conference telephone or any other means of communication by which all person participating in the meeting are able to hear and speak to each other. Notice of any such telephone meeting shall be given to all members of the Council in the way specified in Section 7.1 of the Bylaws, and the provisions governing a quorum and voting established in Section 7.3 shall also apply to telephone meetings.

SECTION 8

Officers

8.1. Officers of The Society. The elected officers of The Society shall consist of a President and five Vice Presidents – Finance, Education & Professional Development, Research & Scientific Excellence, Communications and Membership. The President-Elect will be appointed to fill once of these Vice President positions as described in Section 6.1.9.

8.2. Eligibility. To be eligible for election as an officer, an individual shall be an active member of The Society. A Councilor is eligible for election as an officer but, upon such election, shall cease to be a Councilor.

8.3. Nomination and Election. The Nominating Committee established under Section 11.1.18 of these Bylaws shall submit in writing to the Vice President of Membership of The Society at least two nominations for each open officer position to be filled. The procedure for nominations by the membership and for voting officer positions shall be the same as the procedure specified in Section 6.3 for Councilors. The individual who has been nominated for an officer position and who has received the largest number of votes for that position shall be elected.

8.4. Term of Office. The term of office for each officer of The Society shall commence at the end of the annual business meeting of The Society and shall last for the following periods of time:

8.4.1. The President shall serve for a term of two years, beginning at the end of the annual business meeting after service as President Elect for two years and continuing through the annual business meeting of The Society that follows taking office.

8.4.2. The President-Elect shall serve for a term of two years, beginning at the end of the annual business meeting that follows election as President Elect for two years and continuing through the second annual business meeting that follows taking office as President Elect.

8.4.3. The Vice President of Finance, Vice President of Education & Professional Development, Vice President of Research & Scientific Excellence, Vice President of Communications and Vice President of Membership shall serve for a term of four years, beginning at the end of the annual business meeting that follows the election and continuing through the fourth annual business meeting that follows taking office, and shall be eligible for one reelection for a second term of four years.

SECTION 9

Duties of Officers

9.1. Duties of Officers. The officers of The Society shall have the following duties:

9.1.1. The President shall act as the chief executive officer and chief operating officer of The Society and shall preside at all meetings of The Society. All Vice Presidents will report directly to the president.

9.1.2. The President-Elect shall serve in the absence or inability of the President to act. It is anticipated that the President-Elect will serve as a Vice President of Communications during this two year term unless that person is an Associate Editor for FRBM at which point the President-Elect may choose to serve in an alternate position.

9.1.3. The Vice President of Membership shall work to maintain an infrastructure that supports the operational and membership objectives of the Society. Committees that report to the Vice President of Membership include: Membership – Recruitment, Membership – Retention, Nominations/Leadership Development.

9.1.4. The Vice President of Finance shall work with current management to maintain keep The Society accounts, prepare annual budgets and fiscal reports, control all funds, and perform all other duties customarily undertaken by the treasurer of a corporation. Committees that report to the Vice President of Finance include: Finance/Investments and Fundraising/Sponsorship.

9.1.5. The Vice President of Education & Professional Development shall work to provide educational programs for both the lay and scientific communities, catalyze new research and promote professional development. Committees that report to the Vice President of Education & Professional Development include: Free Radical School, Special Education Projects, Women in Science and Young Investigators/Trainees.

9.1.6. The Vice President of Research & Scientific Excellence shall work to provide an environment for the exchange of information and technology within SFRBM that promotes scientific excellence. Committees that report to the Vice President of Research & Scientific Excellence include: Scientific Program, Awards – Senior, Awards – Junior and Fellowships

9.1.7. The Vice President of Communications shall work to promote SFRBM's reputation and visibility as well as the interest of its current and potential members, to the scientific community and public. Committees that report to the Vice President of Communications include: Publications, Website, Marketing/PR – External, Marketing/PR – Internal and Strategic Alliances & Outreach.

9.1.8. The Immediate Past President will serve as a member of Council in a capacity within SFRBM's Organizational Chart mutually agreed upon by the Immediate Past President and President.

9.1.9. The officers of The Society may delegate appropriate responsibilities to the Executive Director appointed under Section 10.1.

9.2. Removal of Officers. Any officer may be removed, with or without cause, at any time by a vote of two-thirds of the Councilors then in office or two-thirds of the active members of The Society, whenever in their judgment the best interests of The Society will be served thereby.

9.3. Resignation. Any officer of The Society may resign by notifying the Secretary in writing.

9.4. Vacancies. Any vacancy occurring in an office of The Society may be filled by a vote of the majority of the Councilors then in office. Any officer so elected to fill a vacancy shall be elected for the remainder of the term of the office vacated.

9.5. Bonding. The Council. The Council may, by resolution, require any officer, employee, or agent of The Society to give bond to The Society, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required from time to time by the Council. The premiums for all such bonds shall be paid by The Society.

SECTION 10

Executive Director

10.1. Appointment. The Council may appoint an Executive Director to assist in the administration of the affairs of The Society.

10.2. Duties of the Executive Director. The Executive Director is charged with the management of the day-to-day affairs of the Society, subject to society governing documents and guidelines adopted by the Council. The officers and Council may delegate to the Executive Director the responsibility for any action for which an officer or the Council has authority unless such authority is nondelegable under these Bylaws.

SECTION 11

Committees

11.1. Standing Committees. The Society shall have the following standing committees:

FINANCE

- 11.1.1 Finance/Investments.
- 11.1.2 Fundraising/Sponsorship

EDUCATION & PROFESSIONAL DEVELOPMENT

- 11.1.3 Free Radical School
- 11.1.4 Special Education Projects
- 11.1.5 Women in Science
- 11.1.6 Young Investigators/Trainees

RESEARCH & SCIENTIFIC EXCELLENCE

- 11.1.7 Scientific Program
- 11.1.8 Awards – Senior
- 11.1.9 Awards – Junior
- 11.1.10 Fellowships

COMMUNICATIONS

- 11.1.11 FRBM Publications Committee
The FRBM Publications Committee shall determine the editorial policy for Free Radical Biology and Medicine (journal). The composition of the Publications Committee will be nine (9) members:

- (1) One (1) member of the SFRBM Council to serve as Chair of the Publications Committee. The chair will be selected by mutual agreement of the Presidents of SFRBM and SFRR-E.
- (2) FRBM's Editor in Chief
- (3) Two (2) Associate Editors chosen by the Associate Editors, terms of three years – staggered by first appointment being for only two years
- (4) Two (2) At Large members of SFRBM appointed by the SFRBM President with terms of three years – staggered by first appointment being for only two years
- (5) Two (2) members of SFRR-Europe appointed by the SFRR-E President with terms of three years – staggered by first appointment being for only two years
- (6) One (1) Publisher's representative

11.1.12 Redox Biology Publications Committee
 The Redox Biology Publications Committee shall determine the editorial policy for Redox Biology (journal). The composition of the Publications Committee will be nine (9) members:

- (1) One (1) member from each society (either Council or At Large Member)
- (2) Two (2) Editors in Chief
- (3) Two (2) Associate Editors
- (4) One (1) representative of the publisher

11.1.13 Website

11.1.14 Marketing/PR – External

11.1.15 Marketing/PR – Internal

11.1.16 Strategic Alliances & Outreach

The Outreach Committee shall encourage improvement of scientific standards throughout the world, but specifically in Latin and South America and Canada (SFRR Americas). The committee will also assist in the development of young investigators and students and provide direct support of meetings relating to the mission and purpose of the Society.

MEMBERSHIP

11.1.17 Membership – Recruitment

11.1.18 Membership – Retention

11.1.19 Nominations/Leadership Development

11.2. Other Committees. The President of the Council may establish such other committees as may be deemed appropriate for the objectives of The Society. All committees shall report on their activities to the Council.

11.3. Appointment of Committee Members. The President of The Society (in consultation with each Vice President) shall appoint all members, and the chairpersons, of standing and other committees of The Society. Any member of The Society, in any of the categories of membership, shall be eligible to serve on any committee of The Society.

SECTION 12

Affiliations

12.1. Chapters and Clubs. The Council may establish criteria, requirements, and procedures for the formation, operation and termination of affiliated groups to be called regional Chapters and Clubs of The Society. A Chapter shall include one or more countries and a club shall include one or more areas within a country. Each such chapter or club shall function under the provisions of a standard charter which defines the general organizational structure and purposes of the chapter or club. There shall be provisions in each charter to the effect that:

12.1.1. Objectives and Purposes - The objectives and purposes of the chapter or club are the same as those of The Society.

12.1.2. President and President-Elect - The President and President-Elect of the chapter or club shall be persons who are members (of any class) in good standing of The Society.

12.1.3. Membership - Any person who is a member of The Society becomes a member of the chapter or club upon presenting proof of membership in The Society and the payment of dues appropriate to the membership class sought in the chapter or club.

12.1.4. Policy - The responsibility for determining chapter or club policy is set out in the by-laws of the chapter or club. The chapter or club may designate spokesmen to represent the chapter or club in carrying out such policy BUT no person shall presume to speak for the chapter, the club, or The Society on matters of chapter or club policy or society policy without appropriate authorization. However, these provisions shall not be construed so as to limit a member of a chapter or club from expressing their personal views either publicly or privately.

12.1.5. Disaffiliation - The Society may disaffiliate with a chapter or club for good cause in accordance with the rules of The Society.

12.1.6. Applications - Any individual or group may submit an application to the Council for approval for the establishment of a chapter or club.

12.1.7. Council Approval - A chapter or club shall be established upon the approval of an application by the Council. Such a chapter or club shall continue in existence until the chapter or club dissolves itself or until the Council takes action to withdraw its approval of the chapter or club.

12.2. Other Organizations. The Society may affiliate with other organizations, whether domestic or international, when approved by (i) two-thirds of the members of the Council in office and (ii) a majority of the voting members polled by letter ballot. Affiliation in this context means that The Society becomes a member, associate, or affiliate of another organization. Administrative procedures evolved by the Council concerning this relationship as associated with obligations, duties, rights, and privileges resting upon The Society as a body politic, or upon the members of The Society as individuals, shall be set out in the Bylaws of The Society and all such to becoming effective. The Council may establish reciprocal working relationships with any local, national, or international organization whose objectives and activities closely related to the interests of The Society. Such relationships (i) shall not obligate the membership as a whole although individual members may participate on a voluntary basis, (ii) may obligate The Society as a body politic, and (iii) may be extended or discontinued at the discretion of the Council.

SECTION 13

Publications

13.1 Official Journal. The official journals of The Society shall be "Free Radical Biology and Medicine" and "Redox Biology". Future Editor(s)-in-chief of FRBM Journal shall be appointed by the Executive Committee of The Society for Free Radical Biology and Medicine the Publications Committee and the publisher, Elsevier Inc., with the approval of the Council for a five-year renewable term.

13.2 Associate Editor Terms and Appointment

Associate Editors will be permitted to serve two (2) consecutive five-year terms. At the conclusion of the first five-year term, an Associate Editor has the option to compete for one (1) additional five year term along with all candidates identified through an open call for interested candidates. This will be conducted by the Publications Committee and SFRBM Staff no later than June 1 of each year there are available positions for consideration. Members will be asked to self-identify their interest with a formal application by an August 1 deadline. Submitted applications will be evaluated jointly by the FRBM Editor-in-Chief and Publications Committee. The Publications Committee will present the final recommendations to the SFRBM Council. Appointment of new or existing Associate Editors requires an official vote of the SFRBM Council.

After the completion of two (2) consecutive five-year terms, an Associate Editor is required to rotate off the FRBM Editorial Staff for a minimum of two (2) years before reapplying for an open position. Outgoing Associate Editors may be asked to consider a "consultant" appointment for up to six (6) months following the completion of their term in order to help train and counsel new Associate Editors.

Associate Editors holding positions on the FRBM Editorial Staff as of January 1, 2013 will be permitted to complete any remainder of their current three (3) year term left as well as be considered for one final three (3) year appointment only if they have not completed the maximum three (3), three year terms.

13.3 Editorial Board Terms and Appointment

The Editors shall appoint members of the regular Editorial Board of the journal for three-year renewable terms of office (effective for appointments starting January 1, 2014). There are no term limits, however, it is recommended that Editorial Board members serve no more than three (3) consecutive terms. The decision to renew the term of office will be made by the Editors after a careful review of individual reviewer data and activity. The Editor in Chief notifies all Board members regarding appointments. Members of the Distinguished Editorial Board shall be appointed, based on their preeminence in the field, for indeterminate terms of office.

13.4 Other Publications. The Society may, on the recommendation of the Publications Committee, publish other materials from time to time.

SECTION 14

Contracts, Loans, Checks, and Deposits

14.1. Contracts. All contracts shall be executed by the President or Executive Director. No other council member has the authority to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society.

14.2. 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. Any loan shall be executed by the President.

14.3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of The Society of the Conferences sponsored by The Society, shall be signed by such officer, employee, or agent of The Society and in such a manner as shall be determined from time to time by the Council.

14.4. Deposits. All funds of The Society not otherwise employed shall be deposited from time to time to the credit of The Society in such depositories as the Council may select.

SECTION 15

General Provisions

15.1. **Waiver of Notice.** Whenever any notice is required to be given to any Councilor or other person under the provisions of Indiana law, the Articles of Incorporation, of the Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

15.2. **Auditors.** A certified public accountant may be employed by the Council to audit the books of The Society for each fiscal year and at such other times and for such periods as the Council may deem advisable, and to furnish reports on such audits and make available an annual report of audits completed.

15.3. **Prohibition Against Sharing in Society Earnings.** No Councilor, officer, employee, or agent of, or any person connected with, The Society or any other private individual shall receive at any time of net earnings or pecuniary profits from the operations of The Society, except that the Council may employ and pay any person reasonable compensation for services rendered to or for The Society in effecting any of its purposes.

15.4. **Exempt Activities.** Notwithstanding any other provision of the Bylaws, no Councilor, officer, employee, agent, or other representative of The Society shall take any action or carry on any activity by or on behalf of The Society not consistent with the exempt status or organizations described in Section 501(c)(6) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

15.5. **Fiscal Year.** The fiscal year of The Society shall begin of the first day of January and end on the last day of December in each year.

15.6. **Indemnification.** The Society shall indemnify and defend, to the full extent permitted by the laws of the Indiana, any Councilor, officer, employee, or agent of The Society against expenses actual and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Councilor, officer, employee, or agent, except that The Society shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Councilor, officer, employee, or agent may be entitled under any agreement, vote of the Council, or otherwise.

15.7. **Insurance.** The Society is required to purchase directors and officers liability insurance on an annual basis.

SECTION 16

Amendments

16.1. Bylaws. With the exception of matters that directly deal with members' rights, bylaws may be amended by a majority vote of the Council. With respect to amendments that do address rights and privileges of members, bylaws amendment may be approved at any annual or special meeting of the members upon a majority vote of those active members voting, except that no such action shall be taken that would adversely affect the qualification of The Society under Section 501(c)(6) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

16.2. Articles of Incorporation. The Articles of Incorporation may be amended at any annual or special meeting of members upon a two-thirds vote of those active members present and entitled to vote at a meeting of the members, except that no such action shall be taken that would adversely affect the qualification of The Society under Section 501(c)(6) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law).

16.3. Proposals. Proposed amendments to the Bylaws or the Articles of Incorporation may be sent in writing to the Council at any time by any active member. Any amendment endorsed in writing by 50 active members shall be submitted to the Council for a vote of the entire active membership at the next meeting of the members.

SECTION 17

Duration and Dissolution

17.1. Duration. The Society shall continue as a corporation until a proposal for dissolution shall be passed by the Council and the members of The Society. For purposes of notice and voting requirements, any such proposal shall be treated as an amendment to the Articles of Incorporation and shall comply with the provisions of Section 15.2 of these Bylaws.

17.2. Dissolution. Upon the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for purposes related to the purposes in Section 3.2 of these Bylaws to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code.