



The American Society of Colon and Rectal Surgeons Bylaws

ARTICLE I Name and Purposes

Section 1. Name

The name of this corporation shall be THE AMERICAN SOCIETY OF COLON AND RECTAL SURGEONS (hereinafter the "Society").

Section 2. Purposes

The purposes for which the Society is organized are to:

1. Improve the quality of care of patients with diseases of the colon and rectum;
2. Provide a forum for presentation, discussion and exchange of information relating to diseases of the colon and rectum;
3. Collect and publish literature relating to diseases of the colon and rectum;
4. Promote the training and education of surgeons in diseases of the colon and rectum;
5. Encourage and implement the continuing education of colon and rectal surgeons;
6. Encourage the establishment of colon and rectal services in medical centers and academic institutions;
7. Promote research in diseases of the colon and rectum;
8. Increase public awareness about diseases of the colon and rectum; and
9. Undertake such other programs and activities as may be proper to promote and enhance the above purposes.

ARTICLE II Offices

The Society shall have and continuously maintain in the State of Delaware a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Delaware as the Executive Council may from time to time determine.

ARTICLE III

Members

Section 1. Membership Classes. Membership in the Society shall consist of the following classes: Members, Fellows, International Fellows, Honorary Fellows, Candidates, Allied Health Professionals, and Affiliated Scientific Investigators.

Section 2. Classifications and Criteria. Membership may be granted to an individual who abides by these Bylaws and such other policies, rules and regulations as the Society may adopt and who meets the criteria set forth below for one of the Society's membership classes.

Section 3. Members

A. Qualifications. To qualify as a Member, an applicant shall:

- (i) have graduated from a medical school accredited by the Liaison Committee on Medical Education (LCME), an accredited school of osteopathy, or an accredited foreign medical institution;
- (ii) be fully trained in general surgery as evidenced by certification by (i) the American Board of Surgery; (ii) satisfactory completion of an accredited general surgery residency as evidenced by a letter of recommendation from the Director of the Training program; or (iii) completion of training in an accredited foreign medical institution which qualifies the applicant to practice general surgery in his or her country of residence;
- (iii) be fully licensed to practice medicine in a state of competent jurisdiction;
- (iv) be of high moral, ethical and professional standing;
- (v) be a member in good standing of any state or local medical societies to which he or she belongs;
- (vi) be a member in good standing of any hospital staffs to which he or she has been appointed; and
- (vii) meet such other criteria as the Executive Council shall establish and publish.

B. Special Qualifications. A physician or individual who does not meet the criteria set forth above in Section 3(A) may be nominated and elected to Membership by the unanimous affirmative vote of the Executive Council if such person has made exceptional contributions to the advancement of colon and rectal surgery.

C. Rights and Duties. Members may serve on any committee of the Society, attend and appear on scientific programs and participate in discussions of scientific papers, but may not vote or hold office in the Society.

Section 4. Fellows

A. Qualifications. To qualify as a Fellow, an applicant shall:

- (i) meet all of the criteria for Members as attested to by letters of recommendation from two (2) Fellows familiar with the applicant;
- (ii) be certified, and maintain such certification, by the American Board of Colon and Rectal Surgery;
- (iii) have specialized in the practice of colon and rectal surgery for at least two (2) years immediately preceding application for Fellowship;
- (iv) have attended at least one (1) annual meeting of the Society within the three (3) years immediately preceding the application for Fellowship;
- (v) have served a minimum of two (2) years as a Member of the Society; and
- (vi) meet such other criteria as the Executive Council shall establish and publish.

B. Special Qualifications. A physician who does not meet the criteria set forth in Section 4(A) above may be nominated and elected to Fellowship by the unanimous affirmative vote of the Executive Council if such physician has made exceptional contributions to the advancement of colon and rectal surgery.

C. Rights and Duties. Fellows shall have all the rights and privileges of membership, including the right to vote, hold office, serve on any committee of the Society, attend and appear on scientific programs and participate in discussions of scientific papers. Fellows also shall be referred to herein as the “voting members.”

Section 5. International Fellows

A. Qualifications. To qualify as an International Fellow, an applicant shall:

- (i) meet all the criteria for Members as attested to by letters of recommendation from two (2) Fellows familiar with the applicant. These letters must attest that at least 50 % of the applicant’s clinical activity is devoted to the practice of colon and rectal surgery;
- (ii) devote at least 50 % of the applicant’s surgical practice to colon and rectal surgery for at least two (2) years immediately preceding

application for Fellowship;

- (iii) demonstrate signs of professional proficiency as determined by certification of an appropriate national surgical board, fellowship in the Royal Colleges of Surgeons, and/or certificates of higher completion of training in surgery. Depending on the applicant's education, training and practice location, this requirement may vary;
- (iv) in general have attended at least one annual meeting of the American Society of Colon and Rectal Surgeons within the three (3) years immediately preceding the application for fellowship;
- (v) have served a minimum of two (2) years as a member of the Society, and;
- (vi) meet such other criteria as the Executive Council shall establish and publish.

B. Special Qualifications. A physician who does not meet the criteria set forth in Section 5(A) above may be nominated and elected International Fellow by the unanimous affirmative vote of the Executive Council if such physician has made exceptional contributions to the advancement of colon and rectal surgery.

C. Rights and Duties. International Fellows may serve on any committee of the Society, attend and appear on scientific programs and participate in discussions of scientific papers, but may not vote or hold office in the Society.

Section 6. Honorary Fellows

A. Qualifications. Honorary Fellowship may be recommended by unanimous vote of the Executive Council for those physicians who have made an exceptional contribution to the advancement of colon and rectal surgery or has achieved eminence in a field allied to colon and rectal surgery. Eligibility for Honorary Fellowship is limited to physicians not otherwise eligible to be a Member, Fellow, or International Fellow.

B. Rights and Duties. Honorary Fellows may serve on any committee of the Society, attend and appear on scientific programs and participate in discussions of scientific papers, but may not vote or hold office in the Society. Honorary Fellows shall not be required to pay annual dues, fees or assessments.

Section 7. Candidate

A. Qualifications. To qualify as a Candidate, an applicant must be actively enrolled in an accredited or approved residency program in general surgery, surgical oncology, or colon and rectal surgery. A person who is enrolled as a Research Fellow in one of these accredited or approved residency, or National Institute of Health (NIH) approved programs may also qualify as a Candidate member. This membership category is renewable annually contingent upon the Candidate's continued enrollment in a residency program as evidenced by the signature of the

program director, or by such other means as the Executive Council may from time to time determine. Upon completion of residency training the Candidate may apply for Membership in the Society if he/she meets the qualifications for that category of membership.

B. Rights and Duties. A Candidate member may serve on any committee of the Society, attend and appear on scientific programs of the Society, and participate in discussions of scientific papers, but may not vote or hold office in the Society.

Section 8. Licensed Healthcare Professional

A. Qualifications. To qualify as a Licensed Healthcare Professional an applicant must be licensed in a health care profession, other than a physician, with an interest in colon and rectal surgery. Each applicant must be sponsored by an active Member or Fellow of the Society.

B. Rights and Duties. An Allied Health Professional member may serve on any committee of the Society, attend and appear on scientific programs of the Society, and participate in discussions of scientific papers, but may not vote or hold office in the Society.

Section 9. Affiliated Scientific Investigator

A. Qualifications. To qualify as an Affiliated Scientific Investigator an applicant must hold an academic faculty appointment and have published articles related to diseases or conditions of the small bowel, colon, rectum, or anus. Each applicant must be sponsored by an active Member or Fellow of the Society.

B. Rights and Duties. An Affiliated Scientific Investigator member may serve on any committee of the Society, attend and appear on scientific programs of the Society, and participate in discussions of scientific papers, but may not vote or hold office in the Society.

Section 10. Application and Election

A. Application. The Executive Council shall from time to time adopt an application form and procedures to facilitate the consideration of applicants for membership in the Society. The Executive Council, or its designee(s), shall evaluate the credentials of all applicants and determine, based upon the criteria set forth in these Bylaws and additional criteria as may from time to time be established by the Executive Council, whether individual applicants meet the necessary qualifications for membership.

B. Election. Applicants for Members, Candidates, Allied Health Professionals and Affiliated Scientific Investigators who meet the qualifications for such membership categories and submit the required application form and supporting materials shall be elected to membership by the Executive Council. Applicants for Fellow, International Fellow and Honorary Fellow who are determined by the Executive Council to meet the qualifications therefor shall be recommended to the voting members for election as Fellow/International Fellow/Honorary Fellow members of the Society. Election as a Fellow, International Fellow or Honorary Fellow shall be by an affirmative vote of two-thirds (2/3) of the voting members voting. Such election shall be conducted at a meeting of the voting members or by electronic or email ballot, as determined by the Executive Council.

ARTICLE IV Meetings

Section 1. Annual Meeting. An annual meeting of the voting members of the Society shall be held at such time and place as shall be determined by the Executive Council. At each annual meeting, the voting members shall elect a President, President-Elect, Vice President, Secretary, Treasurer and a Member-at-Large of the Executive Council, and shall conduct such other business as is necessary and appropriate.

Section 2. Special Meetings. Special meetings of the voting members of the Society may be called at the request of the President or any three (3) Executive Council members, or at the written request of ten percent (10%) of the voting members of the Society. The time and place for holding special meetings shall be determined by the Executive Council.

Section 3. Notice. A written or printed notice stating the place, date, time, and, with respect to special meetings, the purpose of a meeting of the members shall be delivered to each member at his or her address as shown by the records of the Society not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4. Quorum. Fifty (50) voting members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the members of the Society, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members of the Society, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE V Dues and Assessments

The initial and annual dues for all categories of membership in the Society, and the time for paying such dues and other assessments, if any, shall be determined from time to time by the Executive Council. Any Member or Fellow in good standing who reaches the age of seventy (70) years, or who retires from the active practice of medicine, or who is permanently disabled, may be exempted from payment of dues and assessments by application to, and approval of, the Executive Council.

ARTICLE VI Termination of Membership

Section 1. Administrative

A. Voluntary. A member (of any category of membership) may withdraw from membership at any time by giving notice to the Society. Such resignation shall take effect at the time specified in the notice but shall not relieve the individual of the obligation to pay dues, assessments or any other charges incurred prior to resignation.

B. Delinquency in Dues Payment. Except where the Executive Council, in its discretion, extends the time for payment, the membership of any member whose dues or assessments are delinquent for ninety (90) days shall be terminated thirty (30) days following written notification of such delinquency unless such dues and assessments are paid before the end of that thirty (30) day period. A member involuntarily terminated pursuant to this section shall be reinstated automatically if all arrears are paid in full prior to the end of the fiscal year in which the termination occurs, provided that he or she is still otherwise qualified for the same membership category.

Section 2. Disciplinary Action

A. Grounds for Discipline. The Society may discipline a member for any of the following reasons:

- (i) Failure to comply with these Bylaws or any of Society's other codes, rules or regulations;
- (ii) Conviction of a felony or a crime related to, or arising out of, the practice of medicine or involving moral turpitude;
- (iii) Suspension, revocation, or forfeiture by any state, province, or country of the member's right to practice medicine; or
- (iv) Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of the Society.

B. Procedures. Discipline may include, but not be limited to, censure, suspension, probation and expulsion. Such disciplinary actions shall be conducted in accordance with the policies established by the Executive Council.

Section 3. Reinstatement

A. After Termination. Any member terminated from membership in the Society pursuant to Article VI, Section 1 above may be reinstated according to such rules as may from time to time be established by the Executive Council.

B. After Expulsion. Any member expelled from membership in the Society pursuant to Article VI, Section 2 above may, but need not, be reinstated upon petition to the Executive Council and for good cause shown. Under no circumstances shall the Executive Council consider a petition for reinstatement earlier than the date specified by the determination of expulsion.

ARTICLE VII Executive Council

Section 1. Authority and Responsibility. The affairs of the Society shall be managed by a board of directors known as the Executive Council which shall have supervision, control and direction of the affairs of the Society, shall determine its policies or changes therein within the

limits of these Bylaws, shall actively prosecute its purposes and have discretion in the disbursement of its funds. The Executive Council may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition, Nomination and Election. The Executive Council shall consist of the following:

A. Elected Executive Council Members: President, President-Elect, Vice President, Secretary, Treasurer and a total of nine (9) Members-at-Large; and

B. Ex-Officio Executive Council Members: The Society's Immediate Past President and the President of the Research Foundation of the ASCRS shall serve as ex-officio voting members of the Executive Council.

Three (3) Members-at-Large shall be elected annually by the voting members, each with a three-year term.

There shall be a limit of one (1) term an individual may serve as an Executive Council Member-at-Large.

To qualify to serve as an Executive Council member, an individual must be: (i) over the age of 18; (ii) dedicated to advancing the Exempt Purpose of the Society; (iii) a Society Fellow in good standing; and (iv) other than the Society's President¹, independent. Executive Council members do not have to be residents of Illinois or Delaware. For purposes of these Bylaws, an individual is considered independent if the individual: (i) is not compensated by the Society as an employee or independent contractor; (ii) does not have their compensation determined by individuals who are compensated by the Society; (iii) does not receive, directly or indirectly, material financial benefits from the Society except as a member of a charitable class served by the Society; and (iv) is not related to anyone described above (as a spouse, sibling, parent, or child) and/or resides with any person so described.

Nominations for the Members-at-Large, President, President-Elect, Vice President, Secretary and Treasurer shall be made by the Nominating Committee in accordance with the procedure set forth in Article X, Section 1(B). Other nominations may be made from the floor at the annual meeting of the members.

The voting members of the Society shall elect Executive Council members to succeed those whose terms are expiring at the conclusion of the annual meeting.

Invited Guests: The Executive Council may invite guests to present reports or otherwise participate in meetings of the Executive Council as the Executive Council determines appropriate.

Section 3. Terms of Office. The President, President-Elect, Vice President, Immediate Past President, Secretary and Treasurer shall serve a one-year term in office or until such time as their successors are duly elected and qualified. Members-at-Large shall be elected and serve as outlined in Article VII, Section 2. Officers and Executive Council members shall take office immediately after the adjournment of the annual meeting at which they are elected, and shall continue in office until their successors are duly elected and qualified.

Section 4. Meetings. A regular annual meeting of the Executive Council shall be held, without notice other than this provision, in conjunction with the annual meeting of the members. The Executive Council may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Special meetings of the Executive Council may be called by or at the request of the President or any three (3) Executive Council Members. The person or persons calling any special meeting of the Executive Council may fix the time and place for holding such special meetings.

Section 5. Notice. Notice of any special meeting of the Executive Council shall be given not less than ten (10) days prior thereto, by written or printed notice delivered by mail, courier service, email or fax transmission to each member of the Executive Council using such contact information as is shown in the records of the Society; provided, however, that in the case of a special meeting held pursuant to Section 12 herein, notice of the meeting shall be given no less than twenty-four (24) hours prior thereto.

Section 6. Quorum. A simple majority of the members of the Executive Council shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Council.

Section 7. Manner of Acting. The act of a majority of the Executive Council Members present at a duly called meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No Executive Council Member may act by proxy on any matter.

Section 8. Removal. Any Executive Council Member may be removed by action of the voting members at a duly called and convened meeting of the members, whenever in their judgment the best interests of the Society would be served thereby. Written notice of a membership meeting held to vote on removal of one or more Executive Council Members shall be delivered to all members entitled to vote. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more Executive Council Members named in the notice. Only the named Executive Council Member(s) may be removed at such meeting.

Section 9. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Executive Council for the unexpired portion of the term.

Section 10. Compensation. The Executive Council, by the affirmative vote of a majority of the Executive Council Members then in office, may authorize reasonable (i) compensation of directors for services to the corporation as directors, officers or otherwise; (ii) reimbursement of reasonable expenses for attendance at each regular or special meeting of the Executive Council; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefore.

Section 11. Action by Outside of a Meeting. Any action required or permitted to be taken at any meeting of the Executive Council may be taken without a meeting if all members of the Executive Council consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Council. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 12. Meeting by Conference Call. Any action to be taken at a meeting of the Executive Council may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the persons so participating.

ARTICLE VIII Officers

Section 1. Officers. The officers of the Society shall be a President, President-Elect, Vice President, Secretary, Treasurer and Immediate Past President. The President-Elect automatically shall succeed to the office of President upon conclusion of his or her term in office. The President automatically shall succeed to the office of Immediate Past President upon conclusion of his or her turn in office. No two offices may be held by the same person. The officers shall constitute the Executive Committee of the Executive Council.

Section 2. President. The President shall be the principal executive officer of the Society. The President shall in general supervise and direct all of the business affairs of the Society, subject to the direction and control of the Executive Council. The President shall preside at all meetings of the Executive Council. The President may sign, with the Secretary or any other proper officer of the Society authorized by the Executive Council, any deeds, mortgages, bonds, contracts or other instruments which the Executive Council has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Executive Council to some other officer or agent of the Society. The President shall be an ex-officio member of all committees except as otherwise provided by these Bylaws, but shall not vote on any question in any committee except where such vote is necessary to break a tie. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Executive Council.

Section 3. President-Elect. The President-Elect shall assist the President in the discharge of the duties of the President as the President may direct. The President-Elect shall appoint the members of all committees whose term of service begins at the start of her/his term as President, except as otherwise provided by these Bylaws. The President-Elect, in the absence of the President, shall serve as President and shall perform such other duties as may be assigned from time to time by the President or the Executive Council.

Section 4. Vice President. The Vice President shall perform such duties as may be assigned from time to time by the President or the Executive Council. The Vice President shall be a member of the Executive Council and, as such, shall be empowered to vote in the decisions of that body.

Section 5. Secretary. The Secretary shall assure that meeting minutes of the Executive Council and Executive Committee are prepared; shall assure that all notices are duly given in accordance with applicable law, the Articles of Incorporation and these Bylaws; shall assure corporate records are archived as directed by legal counsel; shall assure records are kept by the Society's headquarters of each member's contact information; and, in general, shall perform all duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Executive Council. The duties of the Secretary may be assigned in whole or in part to the Executive Director.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefor, and for the receipt and disbursement thereof; shall deposit all funds

and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XI of these Bylaws; shall have an annual audit of the Society's books conducted by a certified public accounting firm; and in general shall perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Executive Council. The duties of the Treasurer may be assigned in whole or in part to the Executive Director.

Section 7. Immediate Past President. The Immediate Past President shall attend all Council meetings and perform such other duties as may be assigned from time to time by the President or the Executive Council.

Section 8. Election and Term of Office. Officers of the Society shall be elected and serve according to the provisions set forth in Article VII, Sections 2 and 3 above.

ARTICLE IX Executive Director

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by the Executive Council. This entity is termed the executive director. The Executive Director shall be responsible to the Executive Council. The Executive Director shall have the authority to execute contracts on behalf of the Society and as approved by the Executive Council. The Executive Director may assist in carrying out the duties of the Secretary and Treasurer of the Society. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society and shall perform such other duties as may be specified by the Executive Council.

ARTICLE X Committees

Section 1. Standing Committees

A. Executive Committee.

- (i) **Composition.** The Executive Committee shall consist of the Society's Officers. The Executive Director shall be invited to attend and participate in all meetings, without vote, of the Executive Committee, except those held in executive session. The President shall serve as the Chair of the Executive Committee.
- (ii) **Authority.** The Executive Committee shall have the authority to perform the business and functions of the Society in between meetings of the Executive Council, except as otherwise set forth in the Articles of Incorporation, these Bylaws or the General Corporation Law of the State of Delaware (the "Act"), reporting to the Executive Council any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Executive Council or any individual Officer or member of the Executive Council of any responsibility imposed by law.
- (iii) **Meetings and Voting.** The Executive Committee shall meet in person or by conference call upon the request of the President or a majority of the Executive Committee. A majority of the members of

the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

- (iv) **Action Outside of a Meeting.** Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all members of the Executive Committee consent thereto in writing or by electronic transmission, and the writing(s) or electronic transmission or transmissions are filed with the minutes of proceedings of the Executive Committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

B. Nominating Committee.

The Nominating Committee shall make nominations for the President-Elect, Vice President, Secretary, Treasurer and Members-at-Large to succeed those Officers and Executive Council members whose terms shall expire at the conclusion of the next annual meeting of the voting members. The Nominating Committee shall report its nominations to the voting members at least 15 days prior to the date of the annual meeting of the voting members.

The Nominating Committee shall consist of the three (3) most immediate Past Presidents able to serve. The longest serving Past President on this committee shall serve as its Chairperson.

C. Other Standing Committees.

Additional standing committees may be established by the Executive Council to support the Society's purposes. Such additional standing committees shall include, at a minimum, a Program Committee, and a Continuing Education Committee. The action establishing committees shall set forth the committee's purpose, authority and required qualifications for membership on the committee. The Executive Council, or its designee(s), shall determine the composition of the Society's standing committees and the term of its members. Provided, however, a majority of all members of any committee having the authority of the Executive Council must be members of the Executive Council.

Section 2. Special Committees. The Executive Council may establish such special committees as are necessary or appropriate to carry out the purposes of the Society. The action establishing special committees shall set forth the committee's purpose, authority and required qualifications for membership on the committee. Except as otherwise provided in the action establishing the committee, the President-Elect of the Society shall appoint the members of each such committee. At least one member of each special committee shall be an Executive Council Member. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society shall be served by such removal.

Section 3. Chair. Unless otherwise provided by these Bylaws, one member of each committee shall be appointed chairperson of the committee by the President or such other person or persons

authorized to appoint the members of the committee. The term of such appointment for each committee shall be determined by governance policy as approved by the Executive Council.

Section 4. Quorum and Manner of Acting. At all meetings of any committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 5. Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 6. Policies and Procedures. The Executive Council shall ensure development of policies and procedures for the operations of all committees. All such policies shall be subject to the approval of the Executive Council. All standing committees shall report to the Executive Council.

ARTICLE XI

Finance

Section 1. Contracts. The Executive Council may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the Society.

Section 3. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Executive Council may select.

Section 4. Bonding. Any officer, director or employee of the Society who handles funds may be required, at the Executive Council's expense, to furnish an adequate surety bond approved by the Executive Council and in such amount as the Executive Council shall prescribe.

Section 5. Gifts. The Executive Council may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

Section 6. Books and Records. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Executive Council, and any committees having the authority of the Executive Council. The books and accounts of the Society shall be audited annually by accountants selected by the Executive Council.

Section 7. Fiscal Year. The fiscal year of the Society shall be determined from time to time by the Executive Council.

ARTICLE XII
Waiver of
Notice

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

The attendance of a member of the Executive Council at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Executive Council attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE XIII Indemnification of
Directors and Officers

The Society shall indemnify all officers, directors and committee members of the Society to the full extent permitted by the Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the Executive Council.

ARTICLE
XIV
Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the voting members present and voting at any annual meeting of the Society, provided that notice of the proposed alteration, amendment or repeal is provided in writing to each voting member no less than 7 days prior to the meeting at which the same is to be considered.

ARTICLE XV
Dissolution

In the event of the dissolution of the Society, the Executive Council shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Statute), as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE XVI
Other Provisions

Notwithstanding any other provisions of these Bylaws:

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Society shall not conduct any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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