

## BY-LAWS

of

### INTERNATIONAL SOCIETY FOR DISEASE SURVEILLANCE, INC. a Delaware non-profit corporation

As Adopted November 20, 2013

#### ARTICLE I The Corporation

**Section 1.1. Name.** The name of the corporation shall be the International Society for Disease Surveillance, Inc. (referred to in these By-laws as the "Society"), formerly known as the Society for Advanced Disease Surveillance, Inc.

**Section 1.2. Purposes.** This corporation is organized and shall be operated for the following purpose: The corporation is organized exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or corresponding section of any future Federal tax code), and in connection therewith shall have the following purposes:

1. To advance the science and practice of disease surveillance, and to establish, promote and maintain educational activities and resources with respect to disease surveillance;
2. To participate, as far as circumstances may warrant, in any activity designed and established to promote the advancement of education and science, which activities may include conducting conferences, operating one or more websites, publishing journals or periodicals and performing scientific research;
3. To receive by gifts, devises, bequests or otherwise, any kind of property, absolutely or in trust, the principal or income of the same to be used for the furtherance of any of the purposes designated herein;
4. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code in furtherance of any of the purposes designated herein; and
5. To engage generally in any lawful act or activity in furtherance of the corporation's charitable, educational and scientific purposes for which corporations may be organized under the Delaware General Corporation Law, to the extent that such activity is consistent with Section 501(c)(3) of the Code.

Guiding principles and activities of the Society include, but are not limited to, improving population health by advancing the science and practice of disease surveillance to support timely and effective prevention and response; facilitating interdisciplinary collaboration; promoting

and conducting research, education, and advocacy; and serving its Members and the surveillance community at the national and international levels.

**Section 1.3 Corporate Offices.** The principal office of the Society shall be located in Boston, Massachusetts, or whatever other place the Board of Directors shall determine. The Society shall also have and continuously maintain registered agents where required by law.

**Section 1.4. Governing Instruments.** The Society shall be governed by its Certificate of Incorporation, these Bylaws, and certain other policies and procedures as are approved and adopted from time to time by the Board of Directors or the Members. All authority and operations of the Society, shall be construed, applied, and carried out in accordance with the above purposes and guiding principles, the Society's Certificate of Incorporation and the policies and procedures approved by the Board of Directors or the Members from time to time.

## **ARTICLE II Membership**

**Section 2.1. Eligibility for Membership.** Any person who is interested in and supportive of the purposes and objectives of the Society, satisfies the criteria set forth in these By-laws, and fulfills the application, dues, duration and other requirements for membership as set forth in the Society's Membership Policy as approved by the Board of Directors, shall be eligible for membership in the Society.

**Section 2.2. Members.** Any person who satisfies the requirements for membership as set forth in these By-laws and the Society's Membership Policy shall be admitted as a Member of the Society and shall serve as such until his or her earlier death, resignation, or removal.

**Section 2.3. Membership Criteria.** The Board of Directors may establish such additional criteria or requirements for membership as it determines in its discretion to be prudent and in the interests of the Society. The Board of Directors also may designate different categories of membership, and establish separate criteria and requirements of each such class, as well as the rights of each such class. Without limitation of the foregoing, the Board of Directors may provide for classes of Members that have different or limited voting rights or that have no right to vote, and that have different requirements as to dues.

**Section 2.4. Dues.** The Board of Directors may require the payment of annual dues or other similar fees or payments as a condition for membership in the Society in such amounts as the Board of Directors may determine in its discretion to be prudent and in the interests of the Society.

**Section 2.5. Powers of Members.** The Members shall have the right to elect the Directors as provided in Section 4.2, and such other powers and rights as are vested in them by law, the Certificate of Incorporation, or these By-laws.

**Section 2.6. Resignation and Removal.** Any Member may resign at any time upon notice to the Society as set forth in Section 2.8. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A Member may be removed from office with or without cause by vote of the Members or by vote of a majority of the Directors then in office.

**Section 2.7. No Transfer of Membership Rights.** No Member may sell, assign, pledge, encumber or otherwise transfer his or her membership in the Society or a right arising from such membership in any circumstances, except for the right to appoint a proxy for purposes of voting as permitted under Section 3.5.

**Section 2.8. Written Communication with Members.** Any written notice to Members given by the Society under law, the Certificate of Incorporation, or these By-laws or received from a Society member shall be effective if delivered by: 1) mail; 2) overnight courier; 3) electronic transmission (e.g., email); or 4) any form of communication, not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process, sent to the address (including email address, if any) on record for the Society, the Society member, officer, or employee.

### **ARTICLE III Meetings of Members**

**Section 3.1. Annual Meeting.** The annual meeting of Members shall be held at the annual conference sponsored by the Society, or at such time and place in-person or virtually within or without the State of Delaware, as determined by the Board of Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Certificate of Incorporation, or by these By-laws, may be specified by the Board of Directors. If no annual meeting is held on the date fixed as above, or the end of the calendar year has been reached without an annual meeting being held in that year, a special meeting in lieu thereof may be held or there may be action by written consent of the Members on matters to be voted on at the annual meeting, and such special meeting or written consent shall have for the purposes of these By-laws or otherwise all the force and effect of an annual meeting.

**Section 3.2. Special Meetings.** Special meetings of Members may be called by the Board of Directors or by members, upon written application of at least twenty-five percent (25%) of the Members entitled to vote at such meeting. Written application can be addressed to the Chairperson and President of the Board or other Board officer. The call for the meeting shall state the place, date, hour, and purposes of the meeting.

**Section 3.3. Notice of Meetings.** A written notice stating the place, date, and hour of all meetings of Members, and in the case of special meetings, the purposes of the meeting shall be given by the Secretary (or other person authorized by these By-laws or by law) not less than ten nor more than fifty days before the meeting to each Member entitled to vote thereat and to each Member who, under the Certificate of Incorporation or under these By-laws is entitled to such notice. The notice shall state the means of remote communications, if any, by which

Members may be deemed present in person and vote at the meeting. If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting. Notice need not be given to a Member if a written waiver of notice signed by the person entitled to notice, whether before or after the meeting or any adjourned session, is filed with the records of the meeting or if communication with such Member is unlawful, or if such Member attends the meeting in question, unless such attendance was for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**Section 3.4. Quorum.** Except as otherwise required by law, by the Certificate of Incorporation, or by these Bylaws, twenty percent (20%) (or such other percentage as shall be set by the Board of Directors at the time of the call of the meeting) of the Members entitled to vote at a meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting of the Members. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy. If a quorum is present when a duly called or held meeting is convened, the Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of the Members originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment. A quorum, once established at a meeting, shall not be broken by the withdrawal of the holders of enough voting power to leave less than a quorum. If a quorum is present at an original meeting, a quorum need not be present at an adjourned session of that meeting.

**Section 3.5. Voting and Proxies.** Members shall have one vote per person. Members may vote either in person or by written proxy, but no proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Proxies shall be filed with the Secretary of the meeting, or of any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. In order to validly grant authority to another person to act as a Member's proxy a Member may either (a) execute a writing authorizing another person or persons to act for such Member as proxy, such writing to include the Member's signature, which may include a facsimile signature, or (b) transmit a statement authorizing another person or persons to act for such Member as proxy, by means of written transmission to the person who will be the holder of the proxy or an agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that such transmission must either set forth or be submitted with information from-which it can be determined that the transmission was authorized by the Member.

**Section 3.6. Action at Meeting.** In all matters other than the election of the Board of Directors, when a quorum is present, the affirmative vote of a majority of the Members present in person or represented by proxy vote at such meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by law, by the Certificate of Incorporation, or by these By-laws. The members of the Board of Directors shall be elected by a plurality of the votes of the Members present in person or represented by proxy and entitled to vote thereon. No written ballot shall be required for any election unless otherwise determined by the Board of Directors. If authorized by the Board of Directors, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or proxyholder.

**Section 3.7. Meeting by Remote Communication.** The Board of Directors may permit the Members to participate in meetings of Members (whether such meetings are held at a designated place or solely by means of remote communication) using one or more methods of remote communication; provided that the Society (i) implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member; (ii) implements reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, consistent with Delaware General Corporation Law; and (iii) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Society. The Board of Directors may adopt such guidelines and procedures applicable to participation in meetings of Members by means of remote communication as it deems appropriate. Participation in a meeting of Members by means of a method of remote communication permitted by the Board of Directors shall constitute presence in person at the meeting.

**Section 3.8. Presiding Officer at Meetings.** The Board Chairperson and ISDS President shall preside at meetings of Members. In the Chairperson and President's absence, the Vice President shall preside, or in the Vice President's absence, a chairperson designated by the Board of Directors, or in the absence of a chairperson designated by the Board of Directors, a chairperson chosen by the Members present in person at the meeting shall preside. In the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

**Section 3.9. Rules of Conduct.** The Board of Directors may adopt such rules, regulations, and procedures for the conduct of any meeting of Members as it deems appropriate including rules, regulations, and procedures regarding participation in the meeting by means of remote communication. Except to the extent inconsistent with any applicable rules, regulations, or procedures adopted by the Board of Directors, the chairperson of any meeting may adopt such rules, regulations, and procedures for the meeting, and take such actions with respect to the conduct of the meeting, as the chairperson of the meeting deems appropriate. The rules, regulations, and procedures adopted may include, without limitation, ones that establish an agenda or order of business, are intended to maintain order and safety at the meeting, restrict

entry to the meeting after the time fixed for its commencement and limit the time allotted to Member questions or comments.

**Section 3.10. Action without a Meeting.** Any action required or permitted by law to be taken at any annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted and shall be delivered to the Society in the manner provided under the Delaware General Corporation Law. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. If action is taken by consent of Members and in accordance with the foregoing, there shall be filed with the records of the meetings of Members the writing or writings comprising such consent.

A written transmission consenting to an action to be taken and transmitted by a Member or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such electronic transmission sets forth or is delivered with information from which the Society can determine (i) that the electronic transmission was transmitted by the Member or proxyholder or by a person or persons authorized to act for the Member or proxyholder and (ii) the date on which such Member or proxyholder or authorized person or persons transmitted such electronic transmission. The date on which such transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Society by delivery to its registered office in Delaware by hand or by certified or registered mail, return receipt requested, to its principal place of business or to an officer or agent of the Society having custody of the book in which proceedings of meetings of members are recorded. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission may be otherwise delivered to the principal place of business of the Society or to an officer or agent of the Society having custody of the book documentation in which proceedings of meetings of members are recorded if, to the extent and in the manner provided by resolution of the Board of Directors of the Society. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

**Section 3.11. Member Lists.** The Secretary (or other person authorized by these By-laws or by law) or delegated by the Board of Directors shall maintain a complete list of current ISDS Members. Such list shall be open to the examination of any Member for ISDS business, upon written request.

## **ARTICLE IV**

### **Directors**

**Section 4.1. Powers.** The business of the Society shall be managed by a Board of Directors who may exercise all the powers of the Society except as otherwise provided by law, by the Certificate of Incorporation, by these By-laws, or by written policy approved and adopted from time to time by the Board of Directors or members. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled. Each Director shall be an ISDS Member.

**Section 4.2. Number of Directors and Election.** The Board of Directors shall consist of such number of Directors as may be fixed from time to time by a majority of the Directors then in office. New Directors shall be elected each year to fill vacant seats for a three-year term, provided that if the Board of Directors changes the number of Directors, it shall establish initial terms for such new Directorships so as to retain, as nearly as possible, the expiration of one-third of the total number of Directors terms in each year in order to preserve the initial division of the Board of Directors into three classes, to be as nearly equal in number as possible. Each Director shall be a Member.

**Section 4.3. Vacancies; Reduction of Board.** Any vacancy in the Board of Directors however occurring, including a vacancy resulting from the enlargement of the Board of Directors, may be filled by the Members or by the Directors then in office or by a sole remaining Director. In lieu of filling any such vacancy, the Members or Board of Directors may reduce the number of Directors. When one or more Directors shall resign from the Board of Directors, effective at a future date, a majority of the Directors then in office, including those who so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

**Section 4.4. Enlargement of the Board.** The Board of Directors may be enlarged by vote of a majority of the Directors then in office.

**Section 4.5. Nomination.** Except as otherwise provided in Section 4.3 concerning the filling of vacancies on the Board of Directors, only persons who are nominated in accordance with the procedures set forth in this Section shall be eligible to serve as Directors. Prior to each annual meeting or any special meeting of Members at which Directors are to be elected, the Board of Directors, or a committee appointed by the Board of Directors, shall solicit nominations for Directors from the membership of the Society, and shall nominate a number of candidates for election as Directors at least equal to one hundred twenty-five percent (125%) of the number of Director positions to be filled at such meeting. Members may recommend persons to be so nominated, but only the Board of Directors, or a committee appointed by the Board of Directors, shall have authority to nominate the final slate of candidates for election as Directors.

**Section 4.6. Tenure.** Except as otherwise provided by law, by the Certificate of Incorporation, or by these By-laws, the term of each Director shall expire at the annual meeting of Members held in the third year following the year of his or her election. Each Director shall hold office until the expiration of his or her term and until his or her successor shall have been

elected and qualified, or until his or her earlier death, resignation, or removal. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director. Any Director elected to fill a vacancy shall hold office for the remainder of the full term of the class of Directors in which the vacancy occurred or the new Directorship was created. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

**Section 4.7. Resignation and Removal.** Any Director may resign at any time upon notice given in writing or by electronic transmission to the Society. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A Director may be removed from office (a) with or without cause by vote of a majority of the Members entitled to vote in the election of Directors, or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

**Section 4.8. Meetings.** Regular meetings of the Board of Directors may be held without notice at such time, date, and place as the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be called, orally or in writing, by any Board officer or by two or more Directors, designating the time, date, and place thereof. Directors may participate in meetings of the Board of Directors by means of conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other, and participation in a meeting in accordance herewith shall constitute presence in person at such meeting.

**Section 4.9. Notice of Meetings.** Notice of the time, date, and place of all special meetings of the Board of Directors shall be given to each Director by the Secretary, or Assistant Secretary, or in case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting or to another delegated to issue such notice. Written notice shall be given to each Director at least twenty-four hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice is executed by him or her or a waiver by electronic transmission is given before or after the meeting, or if communication with such Director is unlawful. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting. Written notice may be in the form of: 1) mail; 2) overnight courier; 3) electronic transmission; or 4) any form of communication, not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

**Section 4.10. Quorum.** At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

**Section 4.11. Action at Meeting.** At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Board

of Directors, unless a larger number is required by law, by the Certificate of Incorporation, or by these By-laws.

**Section 4.12. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent thereto in writing, and the writing or writings are filed with the records of the meetings of the Board of Directors. Such consent shall be treated as a vote of the Board of Directors for all purposes.

**Section 4.13. Committees.** The Board of Directors, by vote of a majority of the Directors then in office, may establish one or more committees, each committee to consist of one or more Directors, and may delegate thereto some or all of its powers except those which by law, by the Certificate of Incorporation, or by these By-laws may not be delegated. The Board of Directors may also appoint to any committee persons who are not Directors, provided that whenever a committee takes action that requires approval of the Board of Directors, only committee members who are also Directors may vote on such matter. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but in the absence of such rules its business shall be conducted so far as possible in the same manner as is provided in these By-laws for the Board of Directors. All members of such committees shall hold their committee offices at the pleasure of the Board of Directors, and the Board may abolish any committee at any time. Each such committee shall report its action to the Board of Directors who shall have power to rescind any action of any committee without retroactive effect.

## **ARTICLE V**

### **Officers**

**Section 5.1. Enumeration.** The officers of the Society shall consist of a Chairperson and President, an Immediate Past President, a Vice President, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents and one or more Assistant Treasurers and Assistant Secretaries, as the Board of Directors may determine.

**Section 5.2. Election.** The Chairperson and President, Vice President, Treasurer, and Secretary shall be elected annually by the Board of Directors at their first meeting following the annual meeting of Members. The person, if any, who most recently ceased to serve as Chairperson and President shall serve as Immediate Past President *ex officio*. Other officers may be chosen by the Board of Directors at their first meeting following the annual meeting of Members, or, special meeting in lieu thereof or action by written consent of the Directors. If no annual meeting of Members is held on the date fixed in these By-laws, or the end of the calendar year has been reached without such an annual meeting being held in that year, officers may be chosen by the Board of Directors at the first Board meeting called following a special Members meeting in lieu thereof or following written consent of the Members for the purposes of electing Directors.

**Section 5.3. Qualification.** The Chairperson and President, Vice President, and Treasurer shall be Directors, but no other officer need be a Director. All officers shall be Members. Any two or more offices, except the offices of Chairperson and President and Immediate Past President, may be held by the same person.

**Section 5.4. Tenure.** Except as otherwise provided by the Certificate of Incorporation or by these By-laws, each of the officers of the Society (other than the Immediate Past President) shall hold his or her office until his or her successor is elected and qualified or until his or her earlier resignation or removal. The Immediate Past President shall hold office until the person who has succeeded him as Chairperson and President ceases to serve in such position, or until his or her earlier resignation or removal.

**Section 5.5. Resignation and Removal.** Any officer may resign at any time upon giving written notice to the Society. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. The Board of Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

**Section 5.6. Vacancies.** A vacancy in any office, other than the office of Immediate Past President, may be filled for the unexpired portion of the term by the Board of Directors. A vacancy in the office of Immediate Past President will remain unfilled until the person serving as Chairperson and President at the time such vacancy occurs ceases to so serve.

**Section 5.7. Chairperson and President, Immediate Past President, Vice Chairperson and Vice Presidents.** The Chairperson and President shall preside, when present, at all meetings of Members and of the Board of Directors and shall have such other powers and shall perform such duties as the Board of Directors may from time to time designate. The Immediate Past President, the Vice Chairperson and each Vice President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

**Section 5.8. Treasurer and Assistant Treasurers.** The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Society and shall cause to be kept accurate books of account. He or she shall have custody of all funds, securities, and valuable documents of the Society, except as the Board of Directors may otherwise provide or delegate through written policy. Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

**Section 5.9. Secretary and Assistant Secretaries.** The Secretary shall record or ensure that all the proceedings of the meetings of the Members and the Board of Directors (including committees of the Board) are recorded in books kept for that purpose. In his or her absence from any such meeting an Assistant Secretary, or if there be none or he or she is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof. Any Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time designate.

**Section 5.10. Other Powers and Duties.** Subject to these By-laws, each officer of the Society shall have in addition to the duties and powers specifically set forth in these By-laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as may be designated from time to time by the Board of Directors.

## **ARTICLE VI Executive Director**

**Section 6.1. Selection and Powers.** The Board of Directors in its sole discretion may hire an Executive Director who shall report to the Society President and Board Chairperson. The Executive Director shall be the chief executive officer of the Society and will have general supervision of the business operations and affairs of the Society. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall have any other authority and shall perform any other duties that the Board delegates to him/ her from time to time. The Executive Director shall attend and participate in all meetings of the Members of the Society and the Board of Directors, except that the Executive Director shall not attend Executive Session(s) of the Board. The Executive Director shall be an *ex officio* member of the Board but shall not have any voting rights at any Board meetings.

## **ARTICLE VII Indemnification**

The Society shall indemnify, to the extent permitted by the General Corporation Law of Delaware as amended from time to time, (a) each of its present and former officers, and Board Directors, and Executive Directors, and (b) each of its present or former officers, Directors, agents, or employees who are serving or have served at the request of the Society as an officer, Director, or partner (or in any similar position) of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether by or in the right of the Society, by a third party or otherwise, to which such person is made a party or threatened to be made a party by reason of such office in the Society or in another corporation, partnership, joint venture, trust or other enterprise.

To the extent permitted by the General Corporation Law of Delaware, under general or specific authority granted by the Board of Directors, (a) the Society may furnish such indemnification to its agents and employees with respect to their activities on behalf of the Society; (b) the Society may furnish such indemnification to each present or former officer, director, employee or agent of a constituent corporation absorbed in a consolidation or merger with the Society and to each officer, director, agent or employee who is or was serving at the request of such constituent corporation as an officer, director, agent or employee of another corporation, partnership, joint venture, trust or other enterprise; and (c) the Society may purchase and maintain indemnification insurance on behalf of any of the officers, directors, agents or employees whom it is required or permitted to indemnify as provided in this Article.

**ARTICLE VIII**  
**Conflict of Interest**

**Section 8.1. Conflict of Interest Policy.** The Board of Directors shall adopt a conflict of interest policy to address matters involving the Society in which persons associated with the Society may have a financial or non-financial interest.

**Section 8.2. Disclosure.** The conflict of interest policy adopted by the Board of Directors shall provide for persons associated with the Society to file with the Society on an annual basis a statement disclosing any financial or non-financial interest such person may have in matters involving the Society. A report on such disclosure statements, indicating any conflict of interest contained therein, shall be made annually and reviewed by the Board of Directors.

**ARTICLE IX**  
**Review and Amendment of By-laws**

These Bylaws shall be reviewed for currency and completeness from time to time by the Board of Directors or one of its committees, and the results of this review shall be documented in the records of the Society. These By-laws may be amended or repealed or additional By-laws adopted by the Members or by the Board of Directors; provided, that (a) the Board of Directors may not amend or repeal this Article IX or any provision of these By-laws which by law, by the Certificate of Incorporation, or by these By-laws requires action by the Members, (b) any amendment or repeal of these By-laws by the Board of Directors and any By-law adopted by the Board of Directors may be amended or repealed by the Members.

**ARTICLE X**  
**Miscellaneous Provisions**

**Section 10.1. Fiscal Year.** Except as otherwise determined by the Board of Directors, the fiscal year of the Society shall end on December 31<sup>st</sup> of each year.

**Section 10.2. Seal.** The Board of Directors shall have power to adopt and alter the seal of the Society.

**Section 10.3. Execution of Instruments.** All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Society in its behalf shall be signed by the Chairperson and President, or the Treasurer, except as the Board of Directors may generally or in particular cases otherwise determine.

**Section 10.4. Voting of Securities.** Unless otherwise provided by the Board of Directors, the Chairperson and President, or Treasurer may waive notice of and act on behalf of the Society, or appoint another person or persons to act as proxy or attorney in fact for the Society with or without discretionary power and/or power of substitution, at any meeting of members or shareholders of any other corporation or organization, any of whose securities are held by the Society.

**Section 10.5. Resident Agent.** The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Society.

**Section 10.6. Corporate Records.** The original or attested copies of the Certificate of Incorporation, By-laws and records of all meetings of the incorporators, Members, and the Board of Directors, which shall contain the names of all Members and their record addresses, shall be kept at the principal office of the Society, at the office of its counsel, or at an office of its transfer agent.

**Section 10.7. Certificate of Incorporation.** All references in these By-laws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the Society, as amended and in effect from time to time.

## **ARTICLE XI Dissolution**

**Section 11.1. Terms of Dissolution.** In the event the Society shall be dissolved and liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Society, may distribute the Society's property and assets among such one or more corporations, trusts, funds, or other organizations, which at the time are exempt from federal income tax as organizations described under section 501(c)(3) of the Code, as, in the sole judgment of the Society's Board of Directors, have purposes most closely allied to those of the Society. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds, or other organizations, which at the time are exempt from federal income tax as organizations described under section 501(c)(3) of the Code, and which are organized and operated exclusively for such purposes. No private individual shall share in the distribution of any Society assets upon dissolution of the Society.