

BYLAWS AND EXTRACTS FROM ARTICLES OF INCORPORATION

EXTRACTS FROM ARTICLES OF INCORPORATION

1st The purposes for which the Society has been organized are as follows:

To provide the means for exchanging experiences and opinions through discussion and study of all aspects and functions of an association and its management. To develop and encourage high standards of service and conduct by association executives, thereby assuring that the affairs of their respective associations shall be conducted in a professional manner. To broaden and increase public understanding of the importance of associations in the local and national economies. To promote the purposes and effectiveness of associations by demonstrating their aims are in the public interest.

2nd That the corporate name be Empire State Society of Association Executives, Inc.

3rd That the primary office of the corporation be located in the State of New York.

ARTICLE I - NAME, OBJECT, LOCATION

Section 1- The name of this association shall be "Empire State Society of Association Executives, Inc.," herein referred to as "the Society."

Section 2 - The object of this Association is to accomplish the purposes as stated in the Articles of Incorporation.

Section 3 - The principal office of the Society shall be approved by the Board of Directors.

ARTICLE II - PURPOSE

Section 1 - To provide the means for exchanging experiences and opinions through discussion and study of all the aspects and functions of an association and its management.

Section 2 - To develop and encourage high standards of service and conduct by association executives, thereby assuring that the affairs of their respective associations will be conducted in a professional manner.

Section 3 - To maintain and encourage liaison with firms who provide products and services to the association community.

Section 4 - To broaden and increase public understanding of the importance of associations in the local and national economies.

Section 5 - To promote the purposes and effectiveness of associations by demonstrating their aims are in the public interest.

Section 6 - To cooperate with other local and regional groups of association executives and to maintain close liaison with the American Society of Association Executives.

Section 7 - To undertake any other functions consistent with the law and these Bylaws which will further advance the usefulness of this Society to its members.

ARTICLE III - DEFINITIONS

Section 1 - "Association" as used in these Bylaws, shall include those organizations which are established to perform, upon a mutual basis, an industrial, professional, service or trade function for the purpose of promoting and protecting the respective industry, profession, service or trade represented.

Section 2 - "Executive Member," as used in these bylaws, shall be any executive or staff personnel of any association.

Section 3 - "Associate Member," as used in these bylaws, shall be any representative of companies which provide goods and/or services to associations.

Section 4 - "Affiliate Member," as used in these bylaws, shall be any individual not covered by Executive Member or Associate Member and has a special interest in association management.

ARTICLE IV - MEMBERSHIP

Section 1 - Application For Membership. Membership shall be composed of persons who, after application and approval, agree to comply with the provisions of the Articles of Incorporation and the Bylaws of the Society.

Section 2 - Membership Dues. Dues for all classes of membership shall be established annually by the Board of Directors and shall be payable in advance at the beginning of the Society's fiscal year.

Section 3 - Honorary Membership At its discretion, the Board of Directors may grant Honorary Membership status to former Society members or other individuals who have made significant contributions to the field of association management. Honorary Members of the Society shall be exempt from payment of any dues. Honorary members shall have all rights of members except they may not vote or hold office in the Society.

Section 4 - Continuation of Membership. Upon granting membership status to an individual, such membership status shall continue subject to payment of dues and to the provisions of Article XII. The Board of Directors, in its discretion, may also continue the membership status of individuals delinquent in the payment of dues for a period of time not to exceed ninety (90) days.

Section 5 - Revocation of Membership. The Board of Directors may expel a member of the Society for cause upon a two-thirds (2/3) vote of the Board, provided the Society member has received reasonable notice of said cause and afforded a reasonable opportunity to respond to the Board.

Section 6 - Change of Employment.

A. When any officer or director whose employment changes his/her membership category as described in Article III of these Bylaws and who is employed in any other industry or capacity not provided in Section 1, the officer or director shall be ineligible to hold the position of officer or director.

B. Any officer or director who has ceased to be employed in their former role and is currently unemployed while actively seeking employment in the same category he/she had before, may remain an officer or director of the Society for a period of one hundred eighty (180) days.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Management of the Society. The Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of the Society. It is authorized, by provisions of the applicable law, to do all things appropriate and necessary for the development and perpetuation of the Society.

Section 2 - Board of Directors. The Board of Directors shall consist of the Chair of the Board Immediate Past Chair, Vice Chair, Secretary, and Treasurer of the Society. There shall be no more than eleven additional directors from the membership, two of whom may be associate members. Members of the Board shall serve without compensation.

Section 3 - Election to the Board of Directors. The non-officer members of the Board of Directors shall be elected by the members at each Annual Meeting of the Society from the slate of candidates put forth by the nominating committee. No individuals may be eligible for such election more than four (4) consecutive years.

Section 4 - Resignation from the Board of Directors. A director may resign at any time by giving written notice to the chairman or the secretary of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. Acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

Section 5 - Removal of Directors. Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

Section 6 - Board Vacancies. Vacancies occurring on the Board of Directors because of a resignation or removal shall be filled by a vote of a majority of the remaining Board of Directors. An individual designated by the Board to fill such a vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE VI - OFFICERS AND DUTIES

Section 1 - Officers and Directors

- a) The officers of the Society shall be the Chair of the Board, Immediate Past Chair, Vice Chair, Secretary, and Treasurer.
- b) There shall be up to eleven directors.

Section 2 - Election and Terms of Office

- a) The Board of Directors will annually elect a Chair of the Board, Vice Chair, and Secretary who shall serve in that capacity for a term of one year or until their successors have been elected and assume office. The Treasurer of the Society shall be elected by the Board of Directors bi-annually and shall serve in that capacity for a term of two-years or until their successor has been elected and assumes office. Such terms of office shall begin upon

installation at the next annual meeting following the election. Any Executive Member may be an officer of the Society.

- b) No member of the Executive Committee shall serve more than two consecutive terms in the same office.
- c) No member of the Society shall serve as a Director-at-Large on the Board for more than four consecutive years.

Section 3 - Removal, Resignation, Compensation. Any officer elected or appointed by the board may be removed by the board with or without cause. A removal without cause shall require a 90% vote of the entire Board of Directors. A removal with cause requires a majority quorum vote. In event of the death, resignation, or removal of an officer, the Board, in its discretion, may elect to appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of the Chair of the Board, and Secretary. Board of Directors shall serve without compensation.

Section 4 - Duties

- a) Chair of the Board: Duties include Chair of the Board of Directors, and Executive Committee. Presides at all Society meetings, is a voting member of all committees (except Nominating) and is the Society's official representative. Acts as spokesperson on matters of Society policy and position.
- b) Immediate Past Chair: Shall serve as chair of the Nominating Committee.
- c) Vice Chair: Shall assume powers and functions of the Chair of the Board during the absence or for any other reason the Chair of the Board is unable to perform as the Chair of the Board. Shall also chair the Bylaws Committee.
- d) Secretary: The secretary shall be responsible for all minutes, records and notifications to the Board of Directors.
- e) Treasurer: The treasurer shall be responsible for the fiscal affairs of the Society, serve as chair of the Finance Committee and provide reports and interpretations of the Society's financial condition to the Board of Directors.

Section 5 - Vacancies in Board of Directors

- a) In the event of a vacancy in the office of the Chair of the Board, the Vice Chair shall serve as Chair of the Board until the next Society election.
- b) In the event of a vacancy of the Vice Chair, Secretary or Treasurer, the Chair of the Board shall convene a special meeting of the Board of Directors to appoint the vacant position until the next Society election.
- c) The Board of Directors shall fill vacancies in director positions as they deem necessary until the next Society election.
- d) Any two unexcused absences from regular meetings of the Board of Directors shall subject the Director to removal from the Board position. Such vacancy shall be declared by majority vote of the Board of Directors.

ARTICLE VII - EXECUTIVE AND STAFF

Section 1 - Appointment. The Board shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board of Directors.

Section 2 - Authority and Responsibility. The Executive Director shall manage and direct all activities of the Society subject to the policies of the Board of Directors and through the office of the Chair of the Board. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Society and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Society.

ARTICLE VIII - MEETINGS

Section 1 - Annual Meeting. The Annual Meeting of the Society will be held at a time and place to be approved by the Board of Directors. The presence at this meeting of no less than ten percent (10%) of the members and five members of the Board of Directors of the Society shall constitute a quorum and shall be necessary to conduct the

business of the Society.

Section 2 - Board of Directors. There shall be at least three meetings of the Board of Directors annually; at least one in conjunction with the annual meeting. Other meetings shall be held at such times and places as determined by the Board of Directors.

A special meeting of the Board of Directors shall be called at any time by the Chair in response to a request by the Executive Committee or by request of the Board of Directors representing a majority of votes.

Section 3 - Notification of Meetings.

A. The secretary shall provide notice to all members in good standing, of the date, time, and place of all Society meetings at which voting will take place on the business of the Society. Members shall receive notice of all meetings of the Society of this type at least ten (10) days prior to the meeting date.

B. Any meeting or action of the Board may be, to the extent allowed by law, held by electronic or other means.

C. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. "Written" or "in writing" means any communication transmitted or received by electronic means, and includes the transmission or receipt of a vote, consent, or proxy by electronic means, with the transmission thereof to be deemed the equivalent of a physical signing thereof. The resolution and the written consents by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 4 - Availability of Membership Roster. A membership roster showing the list of members as of the most current membership report shall be available on the Society's website. All individuals appearing on such roster as an Executive Member in good standing shall be entitled to vote at the meeting.

ARTICLE IX - STANDING COMMITTEES

There shall be four standing committees. These committees shall be the Executive Committee, the Bylaws Committee, the Finance Committee, and the Nominating Committee. The Finance and Bylaws committees shall be appointed by the Board of Directors and serve a term of two years or until their successors are appointed.

Section 1 - Executive Committee. There shall be an Executive Committee of the Board of Directors composed of the Chair of the Board, Vice Chair, Secretary and Treasurer of the Society. The Executive Committee shall have the power of the Board of Directors to transact business of the Society between regular Board Meetings.

Section 2 - Bylaws Committee

- a) The committee shall be composed of five members.
- b) The Vice Chair shall serve as chair of the Bylaws Committee.
- c) The committee shall review and evaluate existing bylaws and consider proposals for changes submitted by members. The committee shall prepare the proposed amendments, in appropriate language, for review by the Board of Directors and approval by membership at the annual meeting.
- d) Cause bylaws changes to be distributed to the membership as necessary.

Section 3 - Finance Committee

- a) The committee shall be composed of seven members.
- b) The Treasurer shall serve as chair of the Finance Committee.
- c) The committee shall:
 1. Review the financial status of the Society.
 2. Advise the Board of Directors regarding financial policies and financial positions.
 3. Prepare an annual budget for approval by the Board of Directors.

Section 4 - Nominating Committee

- a) The Nominating Committee members shall be appointed by the Chair of the Board annually. The Immediate Past Chair shall be the chair of the Nominating Committee.
- b) Nominations for the committee shall be solicited via electronic means at least 90 days prior to the annual meeting. Nominations shall be reviewed by the Board of Directors. The Board of Directors shall prepare approve a slate of nominees to be presented to the membership for election at the annual meeting. The Nominating Committee shall serve in the year they are appointed.

Only members as defined in Article III, Section 2 of these Bylaws may serve on the Nominating Committee.

ARTICLE X - ELECTIONS

Section 1. The Nominating Committee shall prepare a slate of members for director positions to be filled.

Section 2. The Nominating Committee shall present the slate for election by the membership at each annual meeting of the Society.

Section 3. In case of a tie, the choice shall be decided by lot and drawn by the Secretary.

Section 4. The induction of new directors shall occur at the annual meeting.

ARTICLE XI - QUORUM

Section 1. Ten percent of the membership of the Society and five members of the Board of Directors, one of whom shall be the Chair of the Board, or Vice Chair, shall constitute a quorum for the transaction of business at the annual membership meeting of the Society.

Section 2. A majority of the Board of Directors, one of whom shall be the Chair of the Board or Vice Chair, shall constitute a quorum for the transaction of business by the Board of Directors of the Society.

ARTICLE XII - INDEMNIFICATION

Every director, Officer, employee of the Society, and such others as specified from time to time by the Executive Committee, shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a Director, Officer or employee of the Society, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE XIII - REFERENDA

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the ~~active~~ membership and when it deems it is inexpedient to call a special meeting for such a purpose, the Board of Directors shall, unless otherwise required by these bylaws, submit such a matter to the membership ~~in writing by mail~~, for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail, within 60 days after such submission to the membership. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Society in the same manner as would be action taken at a duly called meeting.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Society shall be January 1 to December 31.

ARTICLE XV - Bylaws AMENDMENTS

The Bylaws may be adopted, amended or repealed by a vote of two-thirds (2/3) of the members responding at a scheduled meeting of the Society or by mail ballot as per Article XIII of these Bylaws.

ARTICLE XVI - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE XVII - DISSOLUTION

The Society shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVIII - PARLIAMENTARY PROCEDURE

Robert's Rules of Order, as last revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by the specific rules of procedure adopted by the Society.

BYLAWS AND EXTRACTS FROM ARTICLES OF INCORPORATION

EXTRACTS FROM ARTICLES OF INCORPORATION

1st The purposes for which the Society has been organized are as follows:

To provide the means for exchanging experiences and opinions through discussion and study of all aspects and functions of an association and its management. To develop and encourage high standards of service and conduct by association executives, thereby assuring that the affairs of their respective associations shall be conducted in a professional manner. To broaden and increase public understanding of the importance of associations in the local and national economies. To promote the purposes and effectiveness of associations by demonstrating their aims are in the public interest.

2nd That the corporate name be Empire State Society of Association Executives, Inc.

3rd That the primary office of the corporation be located in the ~~County of Albany and~~ State of New York.

ARTICLE I - NAME, OBJECT, LOCATION

Section 1- The name of this association shall be "Empire State Society of Association Executives, Inc.," herein referred to as "the Society."

Section 2 - The object of this Association is to accomplish the purposes as stated in the Articles of Incorporation.

Section 3 - The principal office of the Association ~~Society~~ shall be ~~in the County of Albany~~ approved by the Board of Directors. ~~The Association may have such other offices as may, from time to time, be designated by the Board of Directors.~~

ARTICLE II - PURPOSE

Section 1 - To provide the means for exchanging experiences and opinions through discussion and study of all the aspects and functions of an association and its management.

Section 2 - To develop and encourage high standards of service and conduct by association executives, thereby assuring that the affairs of their respective associations will be conducted in a professional manner.

Section 3 - To maintain and encourage liaison with firms who provide products and services to the association community.

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Section 6 - To cooperate with other local and regional groups of association executives and to maintain close liaison with the American Society of Association Executives.

Section 7 - To undertake any other functions consistent with the law and these Bylaws which will further advance the usefulness of this Society to its members.

ARTICLE III - DEFINITIONS

Section 1 - "Association" as used in these Bylaws, shall include those organizations which are established to perform, upon a mutual basis, an industrial, professional, service or trade function for the purpose of promoting and protecting the respective industry, profession, service or trade represented.

Section 2 - "~~Active Member~~ Executive Member," as used in these bylaws, shall be any executive or staff personnel of any association.

Section 3 - "Associate Member," as used in these bylaws, shall be any representative of companies which provide goods and/or services to associations.

Section 4 - "Affiliate Member," as used in these bylaws, shall be any individual not covered by ~~Active~~ Executive Member or Associate Member and has a special interest in association management.

ARTICLE IV - MEMBERSHIP

Section 1 - Application For Membership. ~~Application for admission to membership shall be made in writing to the Society. The election to membership shall be by a vote of a majority of the Board of Directors. The Board may, in its sole discretion, deny membership to any individual. Upon approval by the Board, an applicant shall become a member upon payment of the required dues.~~ Membership shall be composed of persons who, after application and approval, agree to comply with the provisions of the Articles of Incorporation and the Bylaws of the Society.

Section 2 - Membership Dues. Dues for all classes of membership shall be established annually by the Board of Directors and shall be payable in advance at the beginning of the Society's fiscal year.

Section 3 - Honorary Membership At its discretion, the Board of Directors may grant Honorary Membership status to former Society members or other individuals who have made significant contributions to the field of association management. Honorary Members of the Society shall be exempt from payment of any dues. Honorary members shall have all rights of members except they may not vote or hold office in the Society.

Section 4 - Continuation of Membership. Upon granting membership status to an individual, such membership status shall continue subject to payment of dues and to the provisions of Article XII. The Board of Directors, in its discretion, may also continue the membership status of individuals delinquent in the payment of dues for a period of time not to exceed ninety (90) days.

Section 5 - Revocation of Membership. The Board of Directors may expel a member of the Society for cause upon a two-thirds (2/3) vote of the Board, provided the Society member has received reasonable notice of said cause and afforded a reasonable opportunity to respond to the Board.

Section 6 - Change of Employment.

A. When any officer or director whose employment changes his/her membership category as described in Article VI, Section 1 Article III of these Bylaws and who is employed in any other industry or capacity not provided in Section 1, the officer or director shall be ineligible to hold the position of officer or director.

B. Any officer or director who has ceased to be employed in their former role and is currently unemployed while actively seeking employment in the same category he/she had before, may remain an officer or director of the Society for a period of one hundred eighty (180) days.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Management of the Society. The Board of Directors is the elected body responsible for the corporate management and fiduciary affairs of the ~~Association~~ **Society**. It is authorized, by provisions of the applicable law, to do all things appropriate and necessary for the development and perpetuation of the Society.

Section 2 - Board of Directors. The Board of Directors shall consist of the Chair of the Board Immediate Past Chair, Vice Chair, Secretary, and Treasurer of the Society. There shall be no more than eleven additional directors from the membership, two of whom may be associate members. Members of the Board shall serve without compensation.

Section 3 - Election to the Board of Directors. The non-officer members of the Board of Directors shall be elected by the members at each Annual Meeting of the Society from the slate of candidates put forth by the nominating committee. ~~Additional nominations may be made from the floor.~~ No individuals may be eligible for such election more than four (4) consecutive years.

Section 4 - Resignation from the Board of Directors. A director may resign at any time by giving written notice to the chairman or the secretary of the Society. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. Acceptance of the resignation by the Board of Directors shall not be necessary to make it effective.

Section 5 - Removal of Directors. Any or all of the directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

Section 6 - Board Vacancies. Vacancies occurring on the Board of Directors because of a resignation or removal shall be filled by a vote of a majority of the remaining Board of Directors. An individual designated by the Board to fill such a vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE VI - OFFICERS AND DUTIES

Section 1 - Officers and Directors

- a) The officers of the Society shall be the Chair of the Board, Immediate Past Chair, Vice Chair, Secretary, and Treasurer.
- b) There shall be up to eleven directors.

Section 2 - Election and Terms of Office

- a) The Board of Directors will annually elect a Chair of the Board, Vice Chair, and Secretary ~~and Treasurer~~, who shall serve in that capacity for a term of one year or until their successors have been elected and assume office. The Treasurer of the Association Society shall be elected by the Board of Directors bi-annually and

shall serve in that capacity for a term of two-years or until their successor has been elected and assumes office. Such terms of office shall begin upon installation at the next annual meeting following the election. Any ~~Active~~ Executive Member may be an officer of the Society.

- b) No member of the Executive Committee shall serve more than two consecutive terms in the same office.
- c) No member of the Society shall serve as a Director-at-Large on the Board for more than four consecutive years.

Section 3 - Removal, Resignation, Compensation. Any officer elected or appointed by the board may be removed by the board with or without cause. A removal without cause shall require a 90% vote of the entire Board of Directors. A removal with cause requires a majority quorum vote. In event of the death, resignation, or removal of an officer, the Board, in its discretion, may elect to appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of the Chair of the Board, and Secretary. Board of Directors shall serve without compensation.

Section 4 - Duties

- a) Chair of the Board: Duties include Chair of the Board of Directors, and Executive Committee. Presides at all ~~Association~~ Society meetings, is a voting member of all committees (except Nominating) and is the ~~Association's~~ Society's official representative. Acts as spokesperson on matters of ~~Association~~ Society policy and position.
- b) Immediate Past Chair: Shall serve as chair of the Nominating Committee.
- c) Vice Chair: Shall assume powers and functions of the Chair of the Board during the absence or for any other reason the Chair of the Board is unable to perform as the Chair of the Board. Shall also chair the Bylaws Committee.
- d) Secretary: The secretary shall be responsible for all minutes, records and notifications to the Board of Directors.
- e) Treasurer: The treasurer shall be responsible for the fiscal affairs of the Society, serve as chair of the Finance Committee and provide reports and interpretations of the Society's financial condition to the Board of Directors.

Section 5 - Vacancies in Board of Directors

- a) In the event of a vacancy in the office of the Chair of the Board, the Vice Chair shall serve as Chair of the Board until the next Society election.
- b) In the event of a vacancy of the Vice Chair, Secretary or Treasurer, the Chair of the Board shall convene a special meeting of the Board of Directors to appoint the vacant position until the next Society election.
- c) The Board of Directors shall fill vacancies in director positions as they deem necessary until the next Society election.
- d) Any ~~three~~ two unexcused absences from regular meetings of the Board of Directors shall subject the Director to removal from the Board position. Such vacancy shall be declared by majority vote of the Board of Directors.

ARTICLE VII - EXECUTIVE AND STAFF

Section 1 - Appointment. The Board shall employ a salaried chief executive who shall have the title of ~~President and Chief Executive Officer~~ Executive Director and whose term and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the ~~President and CEO~~ Executive Director. Such data will be reported to the Board of Directors.

Section 2 - Authority and Responsibility. The ~~President, as Chief Executive Officer,~~ Executive Director shall manage and direct all activities of the Society subject to the policies of the Board of Directors and through the office of the Chair of the Board. The ~~President and CEO~~ Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Society and fix their compensation within the approved budget. The ~~President and CEO~~ Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Society.

ARTICLE VIII - MEETINGS

Section 1 - Annual Meeting. The Annual Meeting of the Society will be held ~~in January~~ at a time and place to be each year at a date and site approved by the Board of Directors. The presence at this meeting of no less than ten percent (10%) of the ~~regular~~ members and five members of the Board of Directors of the Society shall constitute a quorum and shall be necessary to conduct the business of the Society.

Section 2 - Board of Directors. There shall be at least three meetings of the Board of Directors annually; at least one in conjunction with the annual meeting. Other meetings shall be held at such times and places as determined by the Board of Directors.

A special meeting of the Board of Directors shall be called at any time by the Chair in response to a request by the Executive Committee or by request of the Board of Directors representing a majority of votes.

Section 3 - Notification of Meetings.

A. The secretary shall ~~cause to be mailed,~~ provide notice to all members in good standing, at the address as it appears on the membership roster, a notice stating of the date, time, and place of all Society meetings at which voting will take place on the business of the Society. Members shall receive notice of all meetings of the Society of this type at least ~~fourteen (14)~~ ten (10) days prior to the meeting date.

B. *Any meeting or action of the Board may be, to the extent allowed by law, held by electronic or other means.*

C. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. "Written" or "in writing" means any communication transmitted or received by electronic means, and includes the transmission or receipt of a vote, consent, or proxy by electronic means, with the transmission thereof to be deemed the equivalent of a physical signing thereof. The resolution and the written consents by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 4 - Availability of Membership Roster. A membership roster showing the list of members as of the most current membership report shall be ~~produced at any meeting of the Society upon the request of any Active~~ Executive Member who has given written notice to the Society that such request will be made at least ten (10) days prior to such meeting available on the Society's website. All individuals appearing on such roster as an Active Executive Member in good standing shall be entitled to vote at the meeting.

ARTICLE IX - STANDING COMMITTEES

There shall be four standing committees. These committees shall be the Executive Committee, the Bylaws Committee, the Finance Committee, and the Nominating Committee. The Finance and Bylaws committees shall be appointed by the Board of Directors and serve a term of two years or until their successors are appointed.

Section 1 - Executive Committee. There shall be an Executive Committee of the Board of Directors composed of the Chair of the Board, Vice Chair, Secretary and Treasurer of the Society. The Executive Committee shall have the power of the Board of Directors to transact business of the Society between regular Board Meetings.

Section 2 - Bylaws Committee

- a) The committee shall be composed of five members.
- b) The Vice Chair shall serve as chair of the Bylaws Committee.
- c) The committee shall review and evaluate existing bylaws and consider proposals for changes submitted by members. The committee shall prepare the proposed amendments, in appropriate language, for review by the Board of Directors and approval by membership at the annual meeting.
- d) Cause bylaws changes to be distributed to the membership ~~annually~~ as necessary.

Section 3 - Finance Committee

- a) The committee shall be composed of seven members.
- b) The Treasurer shall serve as chair of the Finance Committee.
- c) The committee shall:
 1. Review the financial status of the ~~Association~~ **Society**.
 2. Advise the Board of Directors regarding financial policies and financial positions.
 3. Prepare an annual budget for approval by the Board of Directors.
- d) ~~Shall cause financial statements to be distributed to the membership annually in the Society's official newsletter or by any other method determined adequate by the Board of Directors.~~

Section 4 - Nominating Committee

- a) The Nominating Committee members shall be appointed by the Chair of the Board annually. The Immediate Past Chair shall be the chair of the Nominating Committee.
- b) Nominations for the committee shall be solicited **via electronic means** ~~through the official newsletter~~ at least 90 days prior to the annual meeting. Nominations shall be reviewed by the Board of Directors. The Board of Directors shall prepare approve a slate of nominees to be presented to the membership for election at the annual meeting. The Nominating Committee shall serve in the year they are appointed.

Only members as defined in Article III, Section 2 of these Bylaws may serve on the Nominating Committee.

ARTICLE X - ELECTIONS

Section 1. The Nominating Committee shall prepare a slate of members for director positions to be filled.

Section 2. The Nominating Committee shall present the slate for election by the membership at each annual meeting of the Society.

Section 3. In case of a tie, the choice shall be decided by lot and drawn by the Secretary. ~~The Secretary shall be responsible for assembling a council of tellers to assist in the tallying of votes.~~

Section 4. The induction of new directors shall occur at the annual meeting.

ARTICLE XI - QUORUM

Section 1. Ten percent of the membership of the Society **and five members of the Board of Directors**, one of whom shall be the Chair of the Board, or Vice Chair, shall constitute a quorum for the transaction of business at the annual membership meeting of the Society.

Section 2. A majority of the Board of Directors, one of whom shall be the Chair of the Board or Vice Chair, shall constitute a quorum for the transaction of business by the Board of Directors of the Society.

ARTICLE XII - INDEMNIFICATION

Every director, Officer, employee of the Society, and such others as specified from time to time by the Executive Committee, shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a Director, Officer or employee of the Society, or any settlement thereof, whether the person is a Director, Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

ARTICLE XIII - REFERENDA

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the ~~active~~ membership and when it deems it is inexpedient to call a special meeting for such a purpose, the Board of Directors shall, unless otherwise required by these bylaws, submit such a matter to the membership ~~in writing by mail~~, for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail, within 60 days after such submission to the membership. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the ~~Association~~ Society in the same manner as would be action taken at a duly called meeting.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the Society shall be January 1 to December 31.

ARTICLE XV - Bylaws AMENDMENTS

The Bylaws may be adopted, amended or repealed by a vote of two-thirds (2/3) of the ~~regular~~ members responding at a scheduled meeting of the Society or by mail ballot as per Article ~~XIII~~ of these Bylaws.

ARTICLE XVI - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE XVII - DISSOLUTION

The Society shall use funds only to accomplish the objectives and purposes specified in these bylaws and no part of said funds shall inure or be distributed to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVIII - PARLIAMENTARY PROCEDURE

Robert's Rules of Order, as last revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by the specific rules of procedure adopted by the Society.