

BYLAWS OF THE AMERICAN SOCIETY OF NEUROPHYSIOLOGICAL MONITORING

ARTICLE I: PURPOSE

The American Society of Neurophysiological Monitoring (“Society”) is an Illinois Not for Profit Corporation organized and operated exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code. In particular, the Society was established for the purposes set forth in its Articles of Incorporation (“Exempt Purpose”).

ARTICLE II: OFFICES

The Society is registered to do business in Illinois, and shall maintain in the State of Illinois, a registered office and a registered agent, and may have other offices within or outside the State.

ARTICLE III: MEMBERSHIP

3.1. Membership Categories. The Society has the following four (4) categories of members (“Members”):

- 3.1.1. Regular Member.** Any individual who supports the Society’s Exempt Purpose is eligible to become a regular member. A regular member shall: (i) pay annual dues applicable to regular members; (ii) have the right to vote on matters presented to the membership for action; and (iii) enjoy all the other rights and privileges of a regular member as determined by the Society’s Board of Directors (“BOD”). Provided they meet the eligibility requirements determined by the BOD, regular members may be elected to the BOD or hold a Society office.
- 3.1.2. Student Member.** Any individual who supports the Society’s Exempt Purpose and is currently a student as defined by the Membership Committee is eligible to become a student member. A student member shall: (i) pay annual dues applicable to student members and (ii) enjoy all the other rights and privileges of a student member as determined by the Society’s BOD. Student members do not have the right to vote and may not hold a Society office.
- 3.1.3. Fellow Member.** Regular members in good standing who have made outstanding contributions to the field of intraoperative neuromonitoring (as determined by the BOD) are eligible to become a fellow member. Fellow members may use the letters “FASNMM” to indicate their Fellow membership status, provided said use complies with the Society’s trademark policies and procedures. A fellow member shall: (i) pay annual dues applicable to fellow members; (ii) have the right to vote on matters presented to the membership for action; and (iii) enjoy all the other rights and privileges of a fellow member as determined by the BOD. Provided they meet the eligibility requirements determined by the BOD, fellow members may be elected to the BOD or hold a Society office.
- 3.1.4. Emeritus Member.** Regular members and fellow members in good standing are eligible to become an emeritus member upon their retirement. Emeritus members may not be elected to the BOD or hold a Society office, and shall not have a vote. An emeritus member shall be exempt from annual dues, and enjoy all the rights and privileges of an emeritus member as determined by the Society’s BOD. Fellows granted Emeritus status may continue to use the letters FASNMM to indicate their membership, provided said use complies with the Society’s trademark policies and procedures.

The BOD shall determine the membership application process. The Society shall maintain a policy(ies) setting forth the specific rights, requirements, dues, and other prerequisites applicable to the various membership categories, which may be amended by the BOD. If there is any conflict between these Bylaws and the policy(ies) applicable to the membership categories, these Bylaws shall govern. The amount and due date of membership dues shall be determined by the BOD. The BOD may refuse to grant an individual's membership application whenever the BOD determines doing so is in the Society's best interest. Once approved, membership shall continue until the individual fails to pay annual dues, resigns, dies, or the individual's membership is terminated in accordance with these Bylaw

- 3.2. Membership Termination.** The Society may terminate a member's membership if the BOD determines such Member engaged or is engaging in conduct that: (i) violates the Society's Bylaws, rules, regulations, policies, or procedures, as may be amended; or (ii) is otherwise contrary to the interests of the Society. If the BOD seeks to terminate any membership in accordance herewith, the Society will notify the Member that the BOD is considering terminating the Member's membership during a BOD meeting no less than twenty-one (21) days following the day the notice is provided to the Member (which BOD meeting date must be included in the notice). The notice shall inform the Member that the Member may submit a written response to the BOD in advance of its meeting, which the BOD will review and consider in determining whether to terminate the membership. The BOD's decision regarding whether to terminate a Member's membership is final and not subject to appeal. A terminated Member is not entitled to the return of previously paid annual dues or any portion thereof. In addition, any Member who becomes ineligible for membership or who is in default in the payment of any dues or charges as determined by the BOD, shall be deemed to have resigned, and their membership terminated automatically. A lapse of membership resulting from unpaid annual dues that extends beyond six (6) months shall disqualify the member from any privileges or awards granted to individuals who maintain continuous membership. In this circumstance, tracking of continuous membership will start over once dues are paid.
- 3.3. Membership Resignation.** Any member may submit a resignation in writing to the Society's Secretary. The individual shall cease to be a member of the Society as of the date such resignation is received. The Society shall be under no obligation to refund membership dues upon a Member's resignation.
- 3.4. Transfer of Membership.** Membership in the Society is not transferable or assignable.

ARTICLE IV: MEMBERSHIP MEETINGS

- 4.1. Annual and Regular Meetings.** An annual Member meeting, and any additional regular Member meetings, shall be held at such time and place as determined by the BOD. At each such meeting, the Members shall conduct such business as may properly come before the Members.
- 4.2. Special Meetings.** Special meetings of the Members or a vote by ballot may be called by the BOD. The time and place for said special meetings shall be determined by the BOD, provided the same complies with these Bylaws and applicable law.
- 4.3. Voting.** Each Regular and Fellow Member is entitled to one vote per matter submitted for Member vote.
- 4.4. Informal Action By Voting Members.** Unless otherwise provided in the Society's Articles of Incorporation ("AOI") or these Bylaws, any action required to be taken at any meeting of the Members may be taken without a meeting via written ballot by mail, email, or any other electronic means pursuant to which the Members entitled to vote thereon are given the opportunity to vote for or against the proposed action,

and the action receives approval by a majority of the Members casting votes, or such larger number as may be required by law, the AOI, or these Bylaws; provided the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for no less than five (5) days from the date the ballot is delivered; provided, however, in case of the removal of a Director(s) (defined below), a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for no less than twenty (20) days from the date the ballot is delivered. Such informal action by Members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the action is delivered to all Members entitled to vote with respect to the subject action.

- 4.5. Notice.** Written notice stating the place, date and time of any Member meetings shall be delivered to each Member entitled to vote at such meeting not less than five (5) days before the date of such meeting, or, in case of the removal of a Director(s), a merger, consolidation, or dissolution, or a sale, lease, or exchange of assets, no less than twenty (20) days before the date of the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.
- 4.6. Waiver of Notice.** Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, and objects at the beginning of the meeting or promptly upon arrival.
- 4.7. Fixing of Record Date.** To determine the Members entitled to notice of, or to vote at, any Member meeting, or to determine Members for any other proper purpose, the BOD may fix in advance a date as the "record date" for any such determination; such date in any case shall be no more than sixty (60) days and, for a Member meeting, no less than five (5) days, or in case of a merger, consolidation, or dissolution or a sale, lease, or exchange of assets, no less than twenty (20) days before the date of such meeting. If no record date is fixed, the date on which notice of the meeting is delivered shall be the record date for such determination of Members. When the determination of Members entitled to vote at any meeting is made, such determination shall apply to any adjournment of the meeting.
- 4.8. Quorum.** Quorum for all member votes shall be defined by Illinois State Law 805 ILCS 105/107.60 (P.A. 84-1423).
- 4.9. Manner of Acting.** The act of a majority of the voting Members present at a duly called meeting at which a quorum is present in person shall be the act of the Members, unless the act of a greater number is required by law, the AOI, or these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

- 5.1. Authority and Responsibility.** The affairs of the Society shall be managed under the direction of the BOD. In these Bylaws, wherever the BOD's authority to act is provided, said authority shall be exercised in the BOD's sole and absolute discretion. The BOD may adopt such rules, regulations, policies, and procedures for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted herein, appoint such agents as it may consider necessary.

- 5.2. Composition.** The total number of directors (each a “Director”) shall range from a minimum of eighteen (18) to a maximum of twenty-two (22). The number of Directors may be fixed or changed annually, within this range, by the BOD without further amendment to these Bylaws.
- 5.3. Election and Qualification.** Directors shall be nominated as set forth in Section 7.5.1.
- 5.4. Regular Meetings.** The BOD may provide by resolution and/or motion the time, date, and place for the holding of a meeting of the BOD without other notice than such resolution and/or motion.
- 5.5. Special Meetings.** Special meetings of the BOD may be called by or at the request of the President or three (3) members of the BOD. Special meetings of the BOD may be held at such place, either in or out of the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.
- 5.6. Notice.** Notice of any special meeting of the BOD shall state the time, date and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting; provided that notice of any special meeting held by teleconference may be given at least twenty-four (24) hours prior to the meeting. Neither the business to be transacted, nor the purpose of any regular or special meeting of the BOD need be specified in the notice unless specifically required by law or these Bylaws. Notice may be waived in writing by a Director, either before or after the meeting. Attendance by a Director at any meeting shall constitute a waiver of notice of such meeting except where attendance at a meeting is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.
- 5.7. Quorum.** Three quarters (75%) of the voting Directors shall constitute a quorum for the transaction of business at any duly called meeting of the BOD; provided that, if less than a quorum is present at said meeting, a majority of the voting Directors present may adjourn the meeting without further notice.
- 5.8. Manner of Acting.** The act of a majority of the BOD present at a duly called meeting at which a quorum is present shall be the act of the BOD, unless the act of a greater number is required by law, the AOI, or these Bylaws.
- 5.9. Telephonic or Electronic Meeting Participation.** Any action to be taken at a meeting of the BOD may be taken through teleconference or other communications equipment by means of which all individuals participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.
- 5.10. Informal Action by Directors.** Any action requiring a vote of the BOD may be taken without a meeting if a consent in writing (whether in paper or electronic format), setting forth the action taken, is signed by all Directors entitled to vote on the matter. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the Society’s corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.
- 5.11. Resignation and Removal.** Any Director may resign at any time by giving written notice to the President and the Executive Director (“ED”). A Director may be removed with or without cause, as specified by the Illinois General Not For Profit Corporation Act (“Act”). Any Director who has two (2) unexcused absences from BOD meetings during any annual period will be deemed to have resigned from the BOD as of the adjournment of the second BOD meeting from which they were absent.

- 5.12. Vacancies.** In the event of a vacancy in the BOD for any reason, the BOD will determine if that position needs to be filled. If the BOD determines that position needs to be filled the position will be filled by a vote of the BOD.
- 5.13. Compensation.** Directors shall not be compensated for their services as Directors of the Society.

ARTICLE VI: OFFICERS

- 6.1. Officers.** The Officers of the Society, other than the Incoming President who shall be elected in accordance with Section 7.5.1 of these Bylaws and any related policies and procedures, shall be appointed by the BOD from among the BOD members. The Officers shall consist of a President, Incoming President, Past President, Secretary, and Treasurer. Unless otherwise provided by these Bylaws, upon expiration of the President's term, the Incoming President shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Past President. No two offices may be held by the same individual. Serving as an Officer shall not create any contract rights. Only Directors who fulfill such criteria as the BOD shall establish are eligible to serve as Officers. The Secretary and Treasurer will be selected and appointed by a vote of the BOD. The Secretary and Treasurer will serve in four-year terms, with a maximum of two consecutive terms. The Officers shall take office at the annual business meeting following the year in which they were appointed. In the event a vacancy occurs in any office, except the office of President, the BOD may appoint a successor(s) to complete the term of office. In the event the office of President becomes vacant for any reason, the Incoming President shall serve for the unexpired portion of the term. Notwithstanding the foregoing, the Incoming President shall serve in the office of President for the full one-year term to which the individual was appointed.
- 6.2. President.** The President shall: (i) preside at all meetings of the Members and of the BOD; (ii) oversee the implementation of all resolutions and directives of the BOD; (iii) discharge all duties incident to the office of President; and (iv) complete such other duties as may be prescribed by the BOD. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Society, or a different mode of execution is expressly prescribed by the BOD or these Bylaws, the President may sign any BOD authorized deeds, mortgages, bonds, contracts, or other instruments.
- 6.3. Incoming President.** The Incoming President: (i) shall assist the President in the discharge of the duties of the President as the President may direct; and (ii) shall perform such other duties as may be assigned by the President or the BOD. In the absence of the President or in the event of the President's inability or refusal to act, the Incoming President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- 6.4. Past President.** The Past President shall perform such duties as may be assigned by the President or the BOD. In the absence of the President and Incoming President, or in the event of the President's and the Incoming President's inability or refusal to act, the Past President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The past president is the chair of the nominating committee.
- 6.5. Secretary.** The Secretary shall: (i) keep the BOD and Member meeting minutes in one or more books maintained for that purpose; (ii) ensure all notices are duly given in accordance with applicable law, the AOI, and these Bylaws; (iii) be the custodian of the corporate records; (iv) ensure the Society keeps a record of the mailing address of each Member; and (v) in general, perform all duties customarily incident

to the offices of secretary, and such other duties as may be assigned by the President or the BOD. The Secretary's duties may be assigned by the BOD in whole or in part to the ED.

- 6.6. Treasurer.** The Treasurer shall be the Society's principal financial officer, and shall be responsible for the maintenance of the Society's books of account, and perform the duties incident to the office of Treasurer and such other duties as assigned by the President or the BOD.

ARTICLE VII: STANDING COMMITTEES AND ADVISORY COMMITTEES

- 7.1. Standing Committees & Composition.** The BOD may, by written resolution, designate one (1) or more committees, each of which will consist of two (2) or more Directors and such other individuals as the BOD designates, provided that a member of the BOD serves as Chair.

- 7.2. Authority of Committees and Prohibited Acts.** Each committee shall have and exercise the authority of the BOD in the management of the Society as provided in the resolution establishing the committee and any charter, guidelines, or rules adopted by the BOD for the committee. However, no committee shall have the power or authority to:

- Adopt a plan for the distribution of the assets of the Society, or for dissolution;
- Fill vacancies on the BOD or any of its committees;
- Elect, appoint, or remove any Officer, Director, or committee member;
- Adopt, amend, or repeal these Bylaws or the AOI;
- Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange, or mortgage the property or assets of the Society; or
- Amend, alter, repeal, or take action inconsistent with any resolution or action of the BOD when the resolution or action of the BOD provides by its terms that it shall not be amended, altered, or repealed by action of a committee.

The designation of a committee and the delegation thereto of authority shall not operate to relieve the BOD, or any individual Director, of any responsibility imposed by law or these Bylaws.

- 7.3. Standing Committees.** Subject to the provisions of Article VII of these Bylaws, the Society shall have the following Standing Committees:

7.3.1. Executive Committee. The Executive Committee shall consist of the President, Incoming President, Past President, Secretary, Treasurer, and the ED. The ED shall be the only member of the Executive Committee who does not have a vote. The Executive Committee shall exercise, between meetings of the BOD, all powers of the BOD and shall perform such other specific duties as shall be prescribed in these Bylaws or as may be assigned to it by the BOD, except those powers which the Executive Committee is prohibited from exercising by law, the AOI, these Bylaws, or by resolution of the BOD. The Executive Committee shall determine the dates and places for its meetings. Special meetings of the Executive Committee may be called by the President, or any two (2) Executive Committee members, provided that at least three (3) days' notice of the meeting is given to each Executive Committee member and that the purposes of and proposals for the meeting are stated therein. Any member of the Executive Committee may waive notice of any meeting.

7.3.2. Finance and Audit Committee. The Finance and Audit Committee shall consist of five (5) voting members including: (i) the Treasurer, who shall serve as Chair of the Committee; (ii) the Incoming

President; and (iii) three (3) other Fellow Members of the Society, who were past Directors of the Society, served as committee Chairs of the Society, or have significant experience with fiscal matters. The Finance and Audit Committee shall consist of no less than three (3) and no more than five (5) voting members including: (i) the Treasurer, who shall serve as the Chair of the Committee; (ii) the immediate Past President, (iii) the President-Elect (i.e., incoming President). In addition to these officers, the Committee may appoint two (2) additional voting members from the general membership. The appointees must be (i) voting members of the Society, and (ii) approved by the BOD. In addition to the voting members, the President and the ED shall serve as ex-officio members of the Committee without a vote. For the purposes of this Section 7.3.2., the BOD shall determine whether a Fellow Member has “significant experience with fiscal matters.” The Fellow Members may serve on the Committee for more than one (1) term. The Committee, among other things, shall be responsible for: (i) preparing an annual budget for the BOD’s approval, internal interim financial reports, and the financial policies of the Society (including but not limited to the Society’s investment policies); and (ii) reviewing and making recommendations to the BOD regarding the independent auditor’s engagement, the external audit reports, internal audit reports, and the Society’s financial, legal, and regulatory compliance. The Committee shall also be responsible for such other duties of similar nature and as may be assigned by the BOD.

7.4. Advisory committees, task forces, and other advisory bodies. The BOD may, by written resolution, designate one (1) or more advisory committees, task forces, and other advisory bodies not having and exercising the authority of the BOD, which shall consist of such individuals as the BOD designates. The BOD shall determine whether, if at all, an advisory committee, task force, or other advisory bodies must include Directors. The advisory committee, task force, or other advisory body may not act on behalf of the Society or bind it to any actions, but may make recommendations to the BOD or to the Officers.

7.5. Advisory Committees. The Society shall have the following advisory committees:

7.5.1. Nominating Committee.

7.5.1.1. Composition. The Nominating Committee shall consist of seven (7) members, including the Society’s Past President, who shall serve as Chair, and the current President, each of whom shall serve a one (1) year term. The other five (5) members of the Committee shall be appointed by the BOD in accordance with established policies and procedures.

7.5.1.2. Duties. The Nominating Committee shall be responsible for qualifying Nominees and presenting Candidates for election to fill open Director and Incoming President positions. Directors and the Incoming President shall be elected by the membership in accordance with established policies and procedures.

7.5.2. Membership Committee.

7.5.2.1 Composition. The Membership Committee shall consist of at least one (1) Director (the liaison) and a Member with a desire to advance the purposes of the Society.

7.5.2.2 Duties. The Membership Committee shall receive and review all nominations and applications for Regular, Student, Fellow, and Emeritus membership. The Committee shall present a list of all eligible applicants and indicate those the Committee recommends for approval by the BOD. The Committee’s recommendation regarding candidates for Fellow

membership will be presented to the BOD at the next annual BOD meeting. The Committee shall also perform other duties as may be assigned by the BOD.

7.5.3. Education Committee.

7.5.3.1 Composition. The Education Committee shall consist of the program chairs for the Society's next annual Member meeting, at least one (1) Director (the liaison), and a Member with a desire to advance the educational purposes of the Society.

7.5.3.2 Duties. The Education Committee shall be responsible for the Society's educational content, including but not limited to annual meetings, symposia, and web-based educational offerings. The Committee shall also perform other duties as may be assigned by the BOD.

7.5.4. Research Committee.

7.5.4.1 Composition. The Research Committee shall consist of at least one (1) Director (the liaison) and a Member with a desire to advance the scientific purposes of the Society.

7.5.4.2 Duties. The Research Committee is responsible for developing the knowledge base that defines, supports and advances the field of intraoperative neurophysiology. Its duties include but are not limited to conducting systematic reviews of the applicable literature, providing peer review of scientific submissions for the annual meeting, and design of outcomes studies. The Committee shall also perform other duties as may be assigned by the BOD.

7.5.5. Guidelines and Standards Committee.

7.5.5.1 Composition. The Guidelines and Standards Committee shall consist of at least one (1) Director (the liaison) and a Member with a desire to advance the scientific and educational purposes of the Society.

7.5.5.2 Duties. The Guidelines and Standards Committee is responsible for periodic review and updating, if required, of the Society's guidelines and position statements. The Committee shall also perform other duties as may be assigned by the BOD.

7.5.6. Representation and Advocacy Committee.

7.5.6.1 Composition. The Representation and Advocacy Committee shall consist of at least one (1) Director (the liaison) and a Member with a desire to advance the educational and Exempt Purposes of the Society.

7.5.6.2 Duties. The Representation and Advocacy Committee shall advise the BOD regarding efforts aimed at increasing awareness of the value of intraoperative neurophysiological monitoring in general, and among, but not limited to the public at large, patients, government, payers, and hospital administrators. The Committee shall also perform other duties as may be assigned by the BOD.

7.5.7. Ethics Committee.

7.5.7.1 Composition. The Ethics Committee shall be the only committee without a Board liaison. Members of the Committee are appointed by the BOD, and shall consist of at least three (3) Members with a desire to advance the educational and Exempt Purposes of the Society.

7.5.7.2 Duties. The Ethics Committee shall advise the BOD on matters related to conflicts of interest, code of conduct, disciplinary action, and other related matters. This Committee will use the Disciplinary Action Policy to adjudicate all complaints made based on the Code of Conduct and other policies, procedures, and standards as the ASNMM may adopt. The Committee shall also perform other duties as may be assigned by the BOD.

- 7.6. Subcommittees.** The Chair of a committee, advisory committee, task force, or other advisory body, with the approval of the President, may appoint necessary subcommittees to consider and report on a specific issue within the committee's, advisory committees, task forces, or other advisory body's jurisdiction. A duly appointed member of the standing committee, advisory committee, task force, or other advisory body, will be designated as Chair of a subcommittee. Subcommittee members must be Members in good standing.
- 7.7. Vacancies.** Vacancies in the membership of any committee, advisory committee, task force, or other advisory body shall be filled by the President. An individual appointed to fill a vacancy shall serve for the unexpired term of their predecessor.
- 7.8. Quorum.** A majority of the whole committee, advisory committee, task force, or other advisory body shall constitute a quorum, unless otherwise provided in these Bylaws or by resolution of the BOD.
- 7.9. Manner of Acting.** A committee, advisory committee, task force, or other advisory body meeting may be called by the BOD; the President; the Chair of the committee, advisory committee, task force, or other advisory body; or by majority of the members of the committee, advisory committee, task force, or other advisory body. A minimum of five (5) days' notice shall be given for any committee, advisory committee, task force, or other advisory body meeting. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory committee, task force, or other advisory body unless otherwise provided in these Bylaws or by resolution of the BOD. No member of a committee, advisory committee, task force, or other advisory body may vote by proxy.
- 7.10. Minutes.** Each standing committee shall keep regular minutes of any action taken on behalf of the BOD. All minutes shall be delivered to the Secretary to be filed in the Society's corporate records.
- 7.11. Charters, Guidelines, and Rules.** The BOD may adopt additional charters, guidelines, or rules for a committee, advisory committee, task force, or other advisory body as it deems appropriate. Each committee, advisory committee, task force, or other advisory body may adopt rules for its own governance not inconsistent with the AOI, these Bylaws, the law, or the resolution establishing the committee, advisory committee, task force or other advisory body, or any charter, guidelines, or rules adopted by the BOD.
- 7.12. Informal Action.** Except as otherwise provided in the resolution establishing a committee, advisory committee, task force, or other advisory body, the authority of a committee, advisory committee, task force, or other advisory body may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all members entitled to vote.

7.13. Authority of the BOD. The BOD may at any time dissolve, reconstitute, alter, remove a member, or take any other action regarding a committee, advisory committee, task force, or other advisory body which the BOD, in its sole discretion, determines to be in the best interest of the Society.

7.14. Liaison Appointments. The President, with the BOD's approval, may appoint a qualified individual to serve in a liaison capacity between the Society and any other organization with a common interest for a term consistent with the nature of the liaison position.

ARTICLE VIII. EXECUTIVE DIRECTOR

8.1 The BOD shall hire an ED either directly or through a management company upon such reasonable terms and conditions as the BOD shall determine. The ED shall report directly to the BOD. The ED shall be the principal executive, operating, and administrative staff member of the Society, responsible for implementing the budgets, policies, procedures, and directions of the BOD and the Society's day-to-day business affairs. The ED shall be responsible for preparing, assuring the accuracy of, executing, and timely filing all government forms and filings required by law on behalf of the Society. The ED may negotiate and execute any contract on behalf of the Society provided its terms fall within the parameters of the budget, policies, and procedures approved by the BOD. All Society staff and contractors shall report to the ED unless otherwise directed by the BOD or required by law. The ED shall have such other responsibilities and perform such other duties as determined by the BOD. The specific title given to the ED position shall be determined by the BOD.

ARTICLE IX. ELECTIONS

9.1 Elections shall be held in accordance with the policies and procedures established by the BOD.

ARTICLE X. INDEMNIFICATION

10.1. Indemnification in Actions Other Than by or in the Right of the Society. The Society shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (*other than an action by or in the right of the Society*) by reason of the fact that the individual is or was a Director, Officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such individual in connection with such action, suit, or proceeding, if such individual acted in good faith and in a manner the individual reasonably believed to be in, or not opposed to, the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Society or, with respect to any criminal action or proceeding, that the individual had reasonable cause to believe that their conduct was unlawful.

10.2. Indemnification in Actions by or in the Right of the Society. The Society shall indemnify any individual who was or is a party or is threatened to be made a party to any threatened, pending, or completed action

or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that such individual is or was a Director, Officer, employee, or agent of the Society, or is or was serving at the request of the Society as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (*including attorney's fees*) actually and reasonably incurred by such individual in connection with the defense or settlement of such action or suit, if such individual acted in good faith and in a manner the individual reasonably believed to be in, or not opposed to, the best interests of the Society, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such individual shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Society, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such individual is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- 10.3. Right to Payment of Expenses.** To the extent a Director, Officer, employee, or agent of the Society has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 10.1 and 10.2 of this Article, or in defense of any claim, issue, or matter therein, such individual shall be indemnified against expenses (*including attorney's fees*) actually and reasonably incurred by such individual in connection therewith.
- 10.4. Determination of Conduct.** Any indemnification under Sections 10.1 and 10.2 of this Article (*unless ordered by a court*) shall be made by the Society only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because the individual met the applicable standard of conduct set forth in Sections 10.1 and 10.2 of this Article. Such determination shall be made: (a) by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the Members.
- 10.5. Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Society in advance of the final disposition of such action, suit, or proceeding, as authorized by the BOD in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that the individual is entitled to be indemnified by the Society as authorized in this Article.
- 10.6. Other Rights.** The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. Indemnification provided hereunder shall continue as to an individual who ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such individual.

Director, Officer, employee, or agent of the Society, or who is or was serving at the request of the Society as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such individual and incurred by such individual in any such capacity, or arising out of their status as such, whether or not the Society would have the power to indemnify such individual against such liability under the provisions of this Section.

10.8. Severability. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XI: FINANCIAL MATTERS

11.1. Contracts. The BOD may authorize any Officer(s) or agent(s) of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument on behalf of the Society, and such authority may be confined to specific instances.

11.2. 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(s) or agent(s) of the Society and in such manner as shall be determined by resolution of the BOD. In the absence of such determination by the BOD, such instruments shall be signed by the Secretary and countersigned by the President or Incoming President.

11.3. Deposits. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the BOD may select.

11.4. Bonding. The BOD may provide for the bonding of such Officers and employees of the Society as it may determine.

11.5. Gifts. The BOD 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.

11.6. Books and Records. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Members, the BOD, and any committees having the authority of the BOD.

11.7. Loans. Loans from the Society to any individual or entity are prohibited.

11.8. Independent Audit. The books and accounts of the Society shall be audited annually, or at such times as the BOD deems appropriate, by independent accountants selected by the BOD.

11.9. Budget. The BOD shall adopt a budget in advance of each fiscal year. The affairs of the Society shall be conducted in accordance with said budget.

11.10. Strategic Plan. The BOD shall adopt a strategic plan identifying the Society's Exempt Purpose and the goals and activities the Society shall pursue to advance the same.

11.11. Financial Policies and Procedures. The BOD shall adopt financial policies and procedures, which shall: (i) include prudent financial controls; and (ii) require the Society's financial books and records be kept in accordance with generally accepted accounting principles.

11.12. Fiscal Year. The fiscal year of the Society shall be determined by the BOD.

ARTICLE XII: AMENDMENTS

The power to alter, amend, or repeal these Bylaws or adopt new and other bylaws shall be vested in the BOD. These Bylaws may contain provisions for the regulation and management of the affairs of the Society not inconsistent with the law or the AOI.

Article XIII: MISCELLANEOUS

- 13.1. Waiver of Notice.** Whenever any notice is required to be given under applicable law, the AOI, or these Bylaws, waiver thereof in writing signed by the individual(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 13.2. Parliamentary Procedure.** The conduct of meetings will be governed by Robert’s Rules of Order as most recently revised. In case of a conflict between Robert’s Rules of Order and these Bylaws, these Bylaws will govern. In case of a conflict between Robert’s Rules of Order and any policies and procedures approved by the BOD, the policies and procedures will govern.
- 13.3. Use Of Electronic Communication.** Unless otherwise prohibited by law: (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any other action or approval required to be in writing may be transmitted or received by electronic mail or other electronic means.

These Bylaws were last adopted by the membership on April 15, 2024 .