

By-Laws of the Society of Directors of Academic Medical Physics Programs, Inc.

Adopted by the Board of Directors, following a vote of the Founding Membership:  
December 1, 2008

Article 1. Name, Incorporation and Affiliations

1.1 Name

The name of this corporation shall be the Society of Directors of Academic Medical Physics Programs, hereinafter referred to as the Society.

1.2 Incorporation

The Society is incorporated under the laws of the District of Columbia.

1.3 Affiliations

Although an independent corporation, the Society may, at the discretion of the Board of Directors, and without limiting the autonomy, scope or mission of the Society, maintain affiliations with other organizations whose purposes and missions are compatible with those of the Society.

Article 2. Purposes and Powers

2.1 Purposes

The Society is organized exclusively for charitable, religious, educational, or scientific purpose or purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More specifically, the Society shall be a nonprofit organization whose objective is the advancement of education in the scientific field of medical physics. This objective shall be pursued through discussions, meetings, collaboration, and the shared perspectives of those in positions of leadership within academic programs of medical physics. Without limiting the generality of the corporate purpose, the Society has the following missions in furtherance of this objective:

- (a) To promote the advancement of medical physics education worldwide;

- (b) To encourage coordination between academic medical physics programs;
- (c) To foster establishment of educational best practices in medical physics;
- (d) To monitor production of medical physics trainees relative to the job market;
- (e) To assist new academic medical physics programs in getting started, especially in parts of the world where medical physics infrastructure does not currently exist;
- (f) To foster coordination of the graduate and residency elements of medical physics training;
- (g) To provide a forum for discussion among leaders of academic medical physics programs;
- (h) To serve as a voice for leaders of academic medical physics programs;
- (i) To engage leaders of academic medical physics program around the world to provide better and more consistent medical physics training.

## 2.2 Financial and administrative powers

To accept, hold, invest, and administer any property – real, personal, or mixed – by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely or in trust, for any one or more of the foregoing purposes and carry out the directions and exercise the powers contained in any trust or other instrument under which such property may be received, including, but without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument. If any such property is received without any designation of specific use, the Society shall expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Board of Directors.

## 2.3 Other powers

To have and exercise all other powers and authority now or hereafter conferred upon not-for-profit corporations under the laws of the District of Columbia and the United States of America.

## 2.4 Limitations on personal benefits

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except

that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 of the By-Laws and in the purpose clause of the Articles of Incorporation. No substantial part of activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Society shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Article 3. Offices

The Society shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office, and may have such other offices inside or outside the District of Columbia as the Board of Directors may from time to time determine.

### Article 4. Membership

#### 4.1 Eligibility

Membership in the Society is open to individuals who are professionally engaged in the leadership of academic programs in medical physics, or who have served in such capacity in the past. All academic programs of medical physics at accredited institutions of higher education, whether at the undergraduate, graduate, residency, or post-graduate training levels, are eligible to have members of their senior administration become members in the Society. Positions of senior leadership that qualify for Membership are department chair, program director, acting chair or director, vice- or co-chair or director, associate chair or director, the director of graduate or undergraduate studies, and other comparably named positions within medical physics programs. The Board of Directors may admit, upon recommendation by the Membership Committee, other individuals to Membership if the Board determines that such persons are engaged in meaningful ways in leadership of educational activities in medical physics and if granting such individuals Membership would benefit the larger mission of the Society. The Board of Directors shall have the final authority in determining if a given candidate for Membership has the requisite credentials for Membership.

Each program is entitled to four voting Members in the Society at any given time. The most senior administrator in each program shall make the determination of which four (4) individuals may be nominated for membership; if such

determination cannot be easily made because there is ambiguity about who is the most senior leader in a given program, then the Board of Directors shall make that final determination in consultation with the Membership Committee.

#### 4.2 Application

Programs wishing to have Members in the Society shall first determine which candidates for membership to put forward, and then shall submit supporting documentation for each candidate member as requested by the Membership Committee. The senior administrative leader of a given program shall write a letter nominating each of the candidates for membership, explaining the role of senior leadership each candidate maintains. Individuals who are retired from positions of leadership, or for whatever reason are not currently affiliated with a program, may nominate themselves for membership directly to the Membership Committee. Candidates for Honorary or Associate Membership may nominate themselves, or may be nominated by others, directly to the Membership Committee.

#### 4.3 Categories of Membership

There are four categories of Membership in the Society:

4.3.1 Regular Members – This category of membership is open to those individuals who are currently engaged in senior leadership positions within academic medical physics programs, as specified in Section 4.1 on Eligibility.

4.3.2 Emeritus Members – This category of membership is open to those who formerly held positions of senior leadership within academic medical physics programs.

4.3.3 Honorary Members – This category of membership may be conferred on those individuals who have rendered outstanding service in the field of medical physics education, but who would not otherwise qualify for Membership.

4.3.4 Associate Members – This category of membership is open to those individuals who are interested in medical physics education and in the purposes of the Society, but who are ineligible for other categories of membership.

#### 4.4 Privileges of Membership

All categories of Members shall be entitled to attend and participate in all meetings, conferences, and functions of the Society, shall be eligible to serve on committees of the Society, and shall have access to the Society's surveys, reports, data and other information resources assembled or prepared by or through the

Society. However, only those members in the categories of Regular Member and Emeritus Member shall be entitled to vote on matters of consideration by the membership of the Society, to make motions, to serve on the Board of Directors, and to hold elected Offices of the Society.

#### 4.5 Termination of Membership

Any member who ceases to meet the eligibility requirements automatically ceases to be a Member of the Society. Membership may be revoked for any reason by a two-thirds (2/3) vote of the Board of Directors, following a presentation of the reason for revocation, a comment period, and a vote of the Board at a subsequent meeting. Membership shall also terminate upon occurrence of any of the following events: resignation of the Member, nonpayment of dues, or dissolution of the Society.

### Article 5. Board of Directors

#### 5.1 General Powers

The property and affairs of the Society shall be managed by its Board of Directors.

#### 5.2 Qualifications and Composition

The Board shall be comprised of all elected Officers of the Society (President, President-elect, Secretary, Treasurer), the Chair of the Board, and six (6) At-Large positions. Nominees for At-Large positions shall be selected so as to represent as broad a range of program types and locations as possible, including but not limited to factors of consideration such as diagnostic or therapeutic emphasis, types of degrees offered, status of accreditation, residency or graduate training, and geographic location.

Board members must be at least 18 years of age.

The Board may choose to allow a student or students to serve as representatives to the Board, but such student representatives may not vote nor hold elected Office in the Society. The Board may also choose to allow other such non-voting representatives or consultants to the Board, whether Members of the Society or not, if their service will advance the business of the Society, provided that they may not hold elected Office in the Society. The term and conditions of such service by students or other non-voting representatives or consultants will be at the discretion of the Board.

#### 5.3 Election of Board Members At-Large

The Nominating Committee shall make at least twice as many nominations for Board Members At-Large as there are At-Large seats to be filled in a given year. All nominees must be Regular or Emeritus Members in good standing and give their written consent to the nomination. A list of those nominated by the Nominating Committee shall be mailed by United States Postal Service or electronic mail to each Regular and Emeritus Member at least twelve (12) weeks before the Annual Business Meeting. Further nominations for Board Members At-Large may be made by at least two (2) Regular or Emeritus Members after written consent has been obtained from the nominee, who must be a Regular or Emeritus Member in good standing. The Secretary must receive such nominations, together with the written consent and biographical information, at least ten (10) weeks before the Annual Business Meeting. The Secretary shall prepare and provide a ballot to each Regular and Emeritus Member together with biographical information on all nominees not less than six (6) weeks before the Annual Business Meeting. The closing date for receipt of the completed ballots by the Secretary shall be three (3) weeks before the Annual Business Meeting. The Secretary shall inform all candidates of the results of the election at least two (2) weeks before the Annual Business Meeting. The Secretary shall be responsible for the integrity of the election process.

In the event of a tie vote for At-Large Board membership, the Board of Directors shall vote by secret ballot, and the results counted at once and the results announced.

#### 5.4 Removal

In the event that a Board member At-Large fails to perform the duties of a Board member, or if the remainder of the Board feels, in its judgment, that the best interests of the Society would be served by removing a Board Member at-large, such member may be removed by a two-thirds (2/3) vote of the remaining membership of the Board that is eligible to vote on the issue. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### 5.5 Term

Board membership will commence on January 1 of the year following the announcement of election of Board members at the Annual Business Meeting, unless a Board member has been appointed to complete the term of a member prematurely terminating from the Board, in which case the term of Board membership shall commence immediately upon appointment by the existing Board. In the event that an Officer of the Society does not complete a full term of Office, such Officer's successor shall be appointed to the Board coincident with the date of election or appointment to the unexpired Office.

The term of appointment to the Board for the elected Officers of the Society shall be coincident with the terms of service in those respective Offices. The term of

appointment to the Board for the At-Large Board members shall be three (3) years. For purposes of continuity, it shall generally be attempted to elect approximately one-third of the At-Large Board members each year. In order to accomplish this goal, the terms of some At-Large Board members may be reduced to one or two years provided that the Board has announced the action of adjusting the terms of At-Large Board members prior to the election of said At-Large members; such determination of one-, two-, or three-year terms shall be determined by the relative numbers of votes received for the At-Large Board members so elected, with the length of term increasing with the number of votes received. It is anticipated that such action to adjust the terms of At-Large Board members will take place infrequently, and the reason for which shall be announced to the Membership in advance of the vote.

A number of At-Large members will be elected each year to maintain the full complement of At-Large members. If an At-Large Board member is unable to complete an appointed term, the Board may appoint a replacement for that individual until the next annual election of At-Large Board members, at which time the appointed Board member will relinquish his/her seat unless re-elected by the Society members.

Board members may serve for six (6) consecutive years, if re-elected by the Membership, after which a Board member must rotate off of the Board for at least one year before again being eligible for re-election as an At-Large Board member or Officer. All elected Officers of the Society are designated Board members, and may serve out the duration of their term on the Board commensurate with their elected Office, even if it means more than six (6) years of consecutive Board membership; elected Officers will be required to rotate off of the Board for at least one year at the conclusion of their term of service as an Officer, if their term on the Board equals six (6) or more consecutive years, before again being eligible for re-election as an At-Large Board member or Officer. Under this provision, persons elected to the office of President-elect will be allowed to continue their service on the Board through the regular cycle of succession to the offices of President and Board Chair, even if it extends their membership on the Board beyond six (6) consecutive years, provided that they must rotate off the Board for at least one (1) year at the conclusion of such succession of Offices if their Board membership extends beyond six (6) consecutive years. If an At-Large Board member is elected, and for reasons of previous service his or her term on the Board would extend beyond six (6) consecutive years, the term of that At-Large member will be allowed to continue beyond six (6) consecutive years, provided that the At-Large member will be required to rotate off of the Board for at least one (1) year at the conclusion of the term of service, before again being eligible for re-election as an At-Large Board member or officer. Notwithstanding the former provisions, no person shall be eligible for election to a position as At-Large Board member or Officer if they are currently in their sixth (6<sup>th</sup>) year of consecutive Board membership.

## 5.6 Board Meetings

Meetings of the Board shall be held at least annually. Board meetings may be held in person or by electronic means, at the discretion of the Board Chair. The date, time, location, and means (in person or electronic) of meetings shall be specified by the Chair at least two (2) weeks in advance of the meeting, unless all Board members consent otherwise. Individuals who are not Board members may attend Board meetings at the discretion of the Board; such individuals may participate in Board discussions, at the discretion of the Board, but may not vote.

A majority of Board members eligible to vote on Board matters shall constitute a quorum of the Board for the transaction of business. Unless otherwise specified in these Bylaws, Board decisions on formal motions will be made by absolute majority of those voting in a duly constituted quorum. Abstentions from a particular vote will count towards establishing a quorum, and will count as negative votes in the determination of whether an absolute majority was reached to pass a motion. In the event of a tie vote, a motion does not pass. For votes on matters other than formal motions, the quorum of the Board may decide prior to the vote to allow a plurality of votes cast to decide the matter.

## 5.7 Membership on Board Committees

Notwithstanding anything to the contrary, a person not eligible for service as a Director may nonetheless serve as a member of any committee of the Board of Directors, at the discretion of the Board.

## 5.8 Executive Director

The Board of Directors may appoint or hire an Executive Director, at appropriate compensation, to assist in the administrative duties of the Society. Such Executive Director, if any, shall be a non-voting, ex-officio member of the Board of Directors.

# Article 6. Officers

## 6.1 Elected Officers

The elected Officers of the Society shall be a President, a President-elect, a Secretary, and a Treasurer. These Officers shall be elected as provided in these Bylaws. Generally, these Offices shall be held by separate individuals without exception.

## 6.2 Nomination and Election

The Nominating Committee shall make nominations for President-elect, Secretary, and Treasurer. Nominees must be Regular or Emeritus Members of the

Society in good standing, and must be current or past members of the Board of Directors with at least one year of accrued service on the Board by the time the term of Office would commence, the exception to this provision being in the first year of the Society's existence during which Officers may be elected from the Founding Membership. Nominees must give written consent to serve if elected. There shall be at least two nominees for President-elect. Biographical information for all nominees shall be attached to the ballot. The balloting procedure shall be the same as for Board Members At-Large. Candidates receiving the largest number of votes in each category shall be considered the winners. In the event of a tie vote, the Board of Directors will vote by secret ballot to decide the winner.

### 6.3 Term of Office, Removal, Vacancies

#### 6.3.1 Term

The term of office for each Officer shall begin on January 1 of the year following the Annual Business Meeting at which the election results were announced. The term of Office shall be 1 year, 1 year, 3 years, and 3 years for the President, President-elect, Secretary, and Treasurer, respectively. An exception to this term occurs when an Officer has been elected to complete the term of an Office prematurely vacated, in which case the date of appointment to the Office shall commence immediately upon election and shall last for the duration of the term remaining on the vacated post.

For reasons of continuity, the Board may, from time to time, decide to reduce the term of the Secretary or Treasurer by one year in order to stagger the termination dates so that both Secretary and Treasurer do not terminate in the same year. Such reduction of term shall be announced prior to the election of the successive Secretary or Treasurer.

#### 6.3.2 Re-election

Individuals holding the Offices of Secretary or Treasurer may hold a maximum of two consecutive terms. If a person is elected to the Office of Secretary or Treasurer to fill a position vacated midterm by a previous person, that partial term shall count as one complete term for the purposes of determining the limit of two consecutive terms. Persons holding a given Office may be elected at the conclusion of their term to a different Office, subject to the conditions on years of consecutive Board service in Section 5.5, except that the President may not succeed himself/herself as President-elect.

#### 6.3.3 Removal

Any Officer of the Society may be removed from Office by the Board of Directors whenever, in its judgment, the best interests of the Society would be

served by such a removal, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal of an Officer by the Board of Directors shall require a two-thirds vote of the full membership of the Board that is eligible to vote.

#### 6.3.4 Vacancies

In the event that an Officer of the Society (other than President) does not complete a full term of Office, a special election shall be called by the Secretary (or President, in the absence of the Secretary) within 30 days of the vacating of the position. The Nominating Committee shall put forward nominee(s) for the vacated position, and ballots containing biographical information shall be distributed to the eligible membership by regular mail or electronic means at least 30 days prior to the announced vote. A quorum of eligible members voting will determine the winner by simple plurality. In the event of a tie vote, the winner will be decided by a secret ballot vote of the Board of Directors. The Board of Directors may appoint a temporary Officer to function in a vacated post, if the Board deems it necessary, prior to the formal election of a new Officer as outlined above.

### 6.4 Duties

Officers of the Society have the following special duties as prescribed by these Bylaws, and may have other duties from time to time as determined by the Board of Directors.

#### 6.4.1 Duties of the President

The President shall serve as the chief executive officer of the Society, be responsible for the general management of the affairs of the Society, and carry out the resolutions of the Board of Directors. The President reports to the Board of Directors, and shall update the Board of Directors regularly about the affairs and health of the Society. The President shall prepare the agenda for and preside over all meetings and gatherings of the Society, and shall perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors. All matters of major policy shall have prior approval of the Board. The President, with the approval of the Board, shall appoint qualified individuals, create special committees for particular purposes as needed, and exercise other such rights as the Bylaws or parliamentary procedure may require. With concurrence of the Board, the President may appoint members to represent the Society to other groups or societies as deemed desirable. The President shall be a member ex-officio of all committees and has the right but not the obligation to participate in the deliberations of any committee. At the conclusion of the term of Office of President, the President will succeed to the office of Chair of the Board of Directors.

#### 6.4.2 Duties of the President-elect

The President-elect shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from the time to time by the President or the Board of Directors. The President-elect shall preside at any meeting of the Board of Directors from which the Chair of the Board is absent. The President-elect shall preside at any meeting of the Society from which the President is absent. If the President becomes unable or unwilling to act, the President-elect shall assume the duties of the President until such time as the President is again able or willing to act, during which time the President-elect shall have all the powers of, and be subject to, the restrictions placed on the President. If the Office of President is vacated for any reason, the President-elect shall assume the duties of the President for the remainder of the vacated term. At the end of the term of Office as President-elect, the President-elect shall succeed to the Office of President.

#### 6.4.3 Duties of the Secretary

The Secretary shall keep in permanent form a correct record of all the transactions and minutes of the Society and the Board of Directors. The Secretary shall be responsible for all correspondence of the Society to the members regarding meetings, amendments, membership status and like matters as specified in the Bylaws, and in general perform all duties customarily incident to the office of secretary and such other duties as may be assigned from time to time by the President or Board of Directors.

#### 6.4.4 Duties of the Treasurer

The Treasurer shall be responsible for the financial records of the Society, shall be accountable for all funds and securities that may accrue to the Society, and shall deposit said funds in the name of the Society in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall disburse such funds as may be necessary to meet the appropriations and expenses of the Corporation, subject to the approval of the Board. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Society when counter-signed by the President. He or she may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors. The Treasurer shall present a financial report to the Society at the Annual Business Meeting.

#### 6.4.5 Duties of the Chair of the Board (Immediate Past-President)

The Immediate Past-President shall be the Chair of the Board of Directors for a one-year term and shall preside at all meetings of the Board. The Chair of the Board shall also preside at all general and special meetings of the Society from which both the President and President-elect are absent. If the Immediate Past-President is unable or unwilling to complete a full term as Chair of the Board, the Board shall elect from its previous Chairs a replacement for the Office of Chair, unless no such individual is available for service, in which case the Board will elect a substitute Chair from among its current members.

## Article 7. Committees

### 7.1 Appointment

The Board of Directors may from time to time establish such committees as are deemed advisable, including but not limited to an Executive Committee and Finance Committee. Any such committee shall consist of Officers and/or other persons and have purposes and powers as may be designated by the board of Directors upon establishment of the committee or from time to time thereafter. Members of committees (other than the Executive Committee and Finance Committee, if any) may include individuals who are not members of the Board.

The President, with the concurrence of the Board, may also establish committees for the furtherance of the administrative functions of the Society as deemed advisable. These committees may be standing committees or ad hoc committees. Standing Committees include, but are not limited to, a Membership Committee and a Nominating Committee. Membership in standing committees shall be limited to Regular or Emeritus Members of the Society in good standing. Membership on ad hoc committees is not restricted to Regular or Emeritus Members of the Society, and may include individuals who are not members of the Society. Ad hoc committees will serve until dissolved by the President or Board.

### 7.2 Authority

Committees may make recommendations to the Board of Directors, but shall have no authority to bind the Society. The Board of Directors shall have sole authority to adopt decisions on all matters for the Society, including without limitation the adoption of guidelines, policies, and procedures, except for those specifically prescribed by applicable law, the Articles of Incorporation, or these Bylaws.

### 7.3 Standing Committees

#### 7.2.1 Membership Committee

The President shall appoint a Membership Committee each year, which shall handle requests for membership in the Society. The Committee will receive

and review documents submitted by prospective members in accordance with the Membership provisions in these Bylaws, and shall make a determination as to whether an applicant is qualified for one of the categories of membership. The Committee will make recommendations periodically to the Board for new members in each category based on its review of the submitted documents. The Committee may also periodically review the requirements and procedures for membership and make recommendations to the Board. The Committee will consist of the President (who will serve as committee chair), and at least two other appointed members in good standing (either Regular or Emeritus Members).

#### 7.2.1 Nominating Committee

The President shall appoint a Nominating Committee each year at least six months before the next Annual Business Meeting, which shall make nominations for Board Members At-Large, President-elect, Secretary, and Treasurer. This Committee shall be composed of at least three members in good standing (either Regular or Emeritus Members), and the committee chair will be appointed by the President. Nominees put forward by the Nominating Committee will be approved by the Board prior to being distributed to the membership for consideration.

### Article 8. Conflicts of Interest

#### 8.1 Conflicts of Interest of Board Members

Members of the Board of Directors must recuse themselves from any discussion or decision in which they have a real or perceived conflict of interest. The Chair of the Board has the final authority to determine conflict of interest of Directors, unless the potential conflict involves the Chair, in which case the remaining Directors (without the involvement of the Chair) will decide if a conflict exists for the Chair. If the Chair has a conflict of interest, discussion and vote on the matter at hand will be presided over by the highest ranking elected Officer not also having a conflict, in the following order of rank: President, President-elect, Secretary, Treasurer. If all Officers have a conflict of interest in a particular matter, then the Board may elect a Board member without conflict to preside over the discussion and vote. If there is not a sufficient number of Board members without conflicts of interest in a particular matter to convene a quorum, then the Board may appoint an independent committee consisting of individuals not having conflicts of interest to decide the matter.

#### 8.2 Conflicts of Interest of Officers and Committee Members

Individuals serving as Officers or on committees of the Board or committees of the Society are likewise required to recuse themselves if they have a real or perceived conflict of interest pertaining to their service on the committee. Such

conflicts or potential conflicts shall be reported to the Chair of the Board of Directors, who will render a decision about whether a conflict exists or not, and what corrective action may need to be taken to eliminate or manage the real or potential conflict.

#### Article 9. Regional or National Organizations

Ten (10) or more Regular or Emeritus Members in good standing may petition the Board of Directors for permission to form a Regional or National Chapter of the Society. Such Regional or National Chapters must have objectives and purposes that are compatible with those of the Society, but may choose to enumerate additional objectives and purposes that are unique to their specific location or environment. If the objectives and purposes of a Regional or National Chapter depart significantly from those of the Society, the Board of Directors of the Society may vote to rescind Regional or National Chapter status. Such Regional or National Chapters may choose to be independently incorporated organizations in affiliation with the Society, or may remain part of the corporation of the Society.

#### Article 10. Meetings

##### 10.1 Annual Meeting

There will be at least one (1) meeting of the Society's membership each year, at a place and time agreed upon by the Board. All members shall be notified of the date and place of the annual meeting at least one (1) month in advance of the meeting. The Board of Directors may provide by resolution the time and place, either inside or outside the District of Columbia, for the holding of additional regular meetings.

In addition to convening at the annual meeting, the Board of Directors and various Society committees shall meet as often as necessary to carry out the business of the Society.

##### 10.2 Special meetings

Special meetings of the Society may be called at the discretion of the Board of Directors at a time and place to be designated by the President. Notice of a special meeting, together with a statement of the business to be transacted at such a meeting, shall be sent to each member of the Society no fewer than 10 days before the date of such a meeting. No business other than that specified in the notice of the special meeting shall be transacted.

##### 10.3 Notice and Waiver of Notice

Notice of any regular or special meeting of the Board of Directors, including, for special meetings, a statement of the purpose or purposes for which any special

meeting is called, shall be given at least five (5) days prior thereto by written or printed notice delivered personally, mailed or emailed to each director at his or her address as shown in the records of the Society. If mailed, such notice shall be deemed to be mailed when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### 10.4 Quorum

A quorum for conducting business at the annual meeting and for the election of Officers and Board members At-Large shall be one-third of the total number of Regular and Emeritus Members at the time of the meeting.

#### 10.5 Manner of acting

For formal motions, the act of a majority of the Directors at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation of the Society, or these Bylaws. Any action authorized by resolution, in writing or by electronic communication, by a quorum of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by vote at a duly called meeting of the Board.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### 10.6 Compensation

Directors shall not receive any stated salaries for their services as directors but, by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed in a reasonable amount for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any directors from serving the Society in an other capacity and receiving reasonable compensation therefore.

#### 10.7 Informal Action

Any action that law, the Articles of Incorporation of the Society, or these By-Laws require or authorize to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors. Results of informal action by the Board so described shall be entered into the minutes of the Board.

#### 10.8 Action by Electronic Ballot

Any action that law, the Articles of Incorporation of the Society, or these Bylaws require or authorize to be taken at a meeting of the Board of Directors may be taken without a meeting by electronic ballot under the following circumstances. The motion for such action must be brought by the Chair of the Board of Directors. The Secretary must provide the motion and any supporting information to the members of the Board by electronic mail along with a timetable or action. The timetable must include a period for discussion of not less than two (2) weeks followed by a period not less than two (2) weeks during which ballots may be received by the Secretary by electronic mail. Action taken in this manner shall have the same force and effect as a vote at a duly called and constituted meeting of the Board of Directors provided that the number of ballots received is no less than that required for a quorum (or greater, if so specified by law, the Articles of Incorporation of the Society or these Bylaws). Casting of electronic votes on a designated bulletin board or similar internet-based vehicle shall be equivalent to electronic voting by electronic mail, if the provision for such voting is described in the announcement of the motion by the Secretary. Results of electronic voting shall be entered into the minutes of the Board.

Casting of ballots by members of the Society for the election of Officers and Board members at-large may also be conducted by electronic mail, bulletin board, or similar internet-based vehicle, provided that the means of such voting is clearly announced in the election material provided to the Members in advance of the voting.

### Article 11. Dues and Fees

#### 11.1 Establishment of Dues

The Board shall recommend the amount of annual dues for each class of membership and shall transmit all proposed dues changes, with a statement as to their necessity, to the Secretary. The Secretary shall distribute the proposal and statement of necessity to all Regular and Emeritus Members at least sixty (60) days before the Annual Business Meeting and will facilitate discussion and submission of comments on the proposal from the membership prior to and at the Annual Business Meeting. The Secretary shall summarize the comments

received. The proposed change together with the statement of necessity and the summary of comments shall be presented to the Regular and Emeritus Members in good standing for final approval or rejection by secret vote. The Secretary shall set a date, which shall be between fifteen (15) and thirty (30) days from the time that voting opens, by which votes must be cast. The dues change shall be approved by an affirmative majority of those voting in a duly constituted quorum. The annual dues recommended by the Board of Directors and approved by the membership will commence with the beginning of the next fiscal year of the Society.

### 11.2 Payment of Dues

The annual dues of the members are payable in a manner specified by the Board of Directors. Non-payment of dues may result in termination of membership. "Members in good standing" shall refer to members whose dues are not in arrears.

### 11.3 Fees

The Board of Directors, at its sole discretion, may also impose fees for attendance at any of the Society meetings or functions, and for other purposes as deemed necessary for the sound financial management of the Society.

## Article 12. Indemnification

### 12.1 Direct indemnification

To the full extent specifically authorized by, and in accordance with the procedure prescribed in, the District of Columbia Official Code (or the corresponding provisions of any future statute applicable to corporations organized under the Non-Profit Corporation Act of the District of Columbia), the Society shall indemnify any director, or officer, or former director or officer of the Society, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of board of directors or members, or otherwise.

### 12.2 Insurance

Upon specific authorization by the Board of Directors, the Society shall, in the manner prescribed by the District of Columbia Code, purchase and maintain

insurance coverage on behalf of any or all directors, officers, committee members, employees, agents, or other authorized representatives of the Society against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Society would have the power to indemnify them against such liability under the provisions of Section 12.1 of this Article.

### Article 13. Contracts, Checks, Deposits, and Gifts

#### 13.1 Contracts

The Board of Directors may authorize any officer or officers or agent or agents of the Society, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

#### 13.2 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers or agent or agents of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### 13.3 Deposits

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

#### 13.4 Gifts

Any officer or director may accept on behalf of the Society any unrestricted or unconditional contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society. Any restricted or conditional contribution, gift, bequest, or devise may be accepted only by the Board of Directors on behalf of the Society.

### Article 14. 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 Board of Directors. The books shall be audited at least once every two (2) years by a committee consisting of at least two (2) members of the Board.

### Article 15. Waiver of Notice

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

#### Article 16. Fiscal Year

The fiscal year of the Society shall begin on the first day of January in each calendar year and end on the 31<sup>st</sup> day of December in each calendar year.

#### Article 17. Rules of Order

In absence of any provision to the contrary in these By-Laws, all meetings of the Society shall be governed by the parliamentary rules and usage contained in the current edition of *Robert's Rules of Order*.

#### Article 18. Rules, Policies and Procedures

The Board of Directors may, at its discretion, establish, modify or rescind rules, policies, or procedures that pertain to the orderly conduct and administration of the business of the Society, provided that such rules, policies, or procedures do not abridge or contradict provisions of law, the Articles of Incorporation, or these By-Laws.

#### Article 19. Amendments

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by affirmative vote of two-thirds (2/3) of all Regular and Emeritus Members.

Proposed amendments to these By-Laws may originate in the Board of Directors or by petition to the Board bearing the signatures of at least ten (10) Regular or Emeritus Members in good standing. The Board shall transmit the proposed amendment, with a statement as to its necessity, to the Secretary who will provide the document to all Regular and Emeritus Members for a comment period of at least one month in advance of a vote on the amendment. Depending on the timing of the request for amendment, it may be discussed at the next Annual Business Meeting or at other times by means of electronic communication available to all members. Following the comment period, the Secretary shall send the proposed amendment together with the statement of the Board and a summary of the arguments for and against the proposed amendment to the Regular and Emeritus Members for final approval or rejection by secret ballot. The Secretary shall set a date, which shall be between 15 and 30 days from the time that the ballots are first provided, by which completed ballots must be received. The Secretary shall be responsible for the integrity of the balloting process.

## Article 20. Dissolution

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, distribute the assets of the Society for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose within the discretion of the Board. Any such assets not disposed of shall be disposed of by the Court of primary jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.