

**THE AMERICAN GLAUCOMA SOCIETY, INC.  
CONSTITUTION AND BYLAWS**

**ARTICLE I  
NAME**

The name of this organization shall be THE AMERICAN GLAUCOMA SOCIETY, INC.

**ARTICLE II  
PURPOSE**

We are glaucoma clinicians, surgeons, and scientists dedicated to improving the lives of people with glaucoma by advancing knowledge and care through education, research, advocacy, and leadership.

The major objectives of this Society are:

To provide members with information concerning practice management and information systems, managed care and health-care reform.

To promote education of the membership and other health-care providers in the care of patients with glaucoma.

To educate federal and state legislatures and represent AGS to third-party payers, regulatory agencies and other health-care policy makers.

To promote acquisition of new knowledge about glaucoma.

To facilitate the dissemination of information about glaucoma and glaucoma subspecialists to health-care providers and the public.

To establish collaborative relationships with other related organizations.

The Society is to be a nonprofit organization.

**ARTICLE III  
MEMBERS**

**Section 3.1 Classes of members; Qualifications for membership.**

Members of the Society shall be of the following classes:

A. **Active Members:** Membership as an Active Member in the American Glaucoma Society shall be open to ophthalmologists in the United States, United States territories and Canada who are recognized as experts in the subspecialty of glaucoma, and are actively engaged in teaching, research, patient care, and/or community service in ophthalmology and glaucoma.

Applicants for Active Membership are expected to have attained a high level of professional accomplishment documented by excellence in the areas mentioned. Candidates shall be graduates of an accredited allopathic or osteopathic medical school, and shall have satisfactorily completed an approved ophthalmology residency program. In addition, candidates shall:

1. Be certified by the American Board of Ophthalmology, the American Osteopathic Board of Ophthalmology, or by the Royal College of Surgeons (Canada) in Ophthalmology.
2. Be a Fellow of the American Academy of Ophthalmology.
3. Have completed at least one year of glaucoma fellowship training as verified by the glaucoma fellowship director. If fellowship training was completed in 2019 or later, the program must have been in compliance with the Association of University Professors in Ophthalmology Fellowship Compliance Committee (AUPO FCC) at the time of training for the graduate to be considered for active membership.
4. Have completed at least two years of clinical practice after completion of fellowship training and be clinically active in the evaluation and treatment of patients with glaucoma.

Required Documents:

1. Letter or form from glaucoma fellowship director verifying fellowship and indicating, (1) the inclusive dates of your fellowship and (2) that the fellowship program was AUPO FCC compliant at the time of your fellowship if your fellowship was completed in 2019 or later.
2. Current curriculum vitae and completed application form.

3. If a new applicant for Active Membership, sponsorship confirmation from two Active AGS members.

B. Associate Members: Membership as an Associate Member is available to persons considered deserving of membership but who fail to meet the requirements for Active Membership. Such candidates may include glaucoma fellowship-trained ophthalmologists who are not fellows of the American Academy of Ophthalmology or diplomates of the American Board of Ophthalmology, non-practicing ophthalmologists involved in basic science research or persons, other than practicing physicians, whose primary interest is in the scientific disciplines related to the study of glaucoma.

Required Documents:

1. Current curriculum vitae and completed application form.
2. Sponsorship confirmation from two Active AGS members.

C. International Members: Membership as an International Member is limited to practicing physicians residing outside of the United States or Canada, but who have completed at least one year of clinical fellowship training in glaucoma in the United States or Canada as verified by the glaucoma fellowship director. If fellowship training was completed in 2019 or later, the program must have been in compliance with the AUPO FCC at the time of training for the graduate to be considered for international membership.

Candidates shall document that after completion of fellowship training, they are clinically active in the evaluation and treatment of patients with glaucoma.

1. Letter or form from glaucoma fellowship director verifying your glaucoma fellowship training and indicating, (1) the inclusive dates of your fellowship and (2) whether or not the fellowship program was AUPO FCC compliant at the time of your fellowship if your fellowship was completed in 2019 or later.
2. Current curriculum vitae and completed application form.
3. Sponsorship confirmation from two Active and/or International AGS members.

D. International Associate Members: Membership as an International Associate Member includes practicing physicians residing outside of the United States or Canada, who have completed at least one year of clinical/surgical fellowship training in a program outside the United States or Canada, but are clinically active in the evaluation and treatment of patients with glaucoma. Candidates for International Associate Membership may also include non-practicing ophthalmologists involved in basic science research or persons, other than practicing physicians, whose primary interest is in the scientific disciplines related to the study of glaucoma.

Required Documents:

1. Current curriculum vitae and completed application form.
2. Sponsorship confirmation from two Active or International AGS members.

E. Emeritus Members: Members of all classes who have been dues-paying members for thirty-five (35) years or become fully retired from clinical practice, whichever occurs first, may choose to become Emeritus Members. Active Members who develop a total disability precluding medical practice also may be considered for Emeritus Membership.

F. Provisional Members: Membership as a Provisional Member is available to persons who have satisfactorily completed at least one year of post-residency fellowship training in glaucoma in an AUPO FCC compliant glaucoma fellowship program as verified by the Director of the Fellowship Program, and are not currently enrolled in an Ophthalmic Postgraduate Training Program. Provisional Membership can be renewed for two consecutive years with dues waived. After two years, Provisional Members are eligible to transition to Active (or Associate) Membership if their fellowship was completed in 2019 or later in an AUPO FCC-compliant fellowship.

Required Documents:

1. Curriculum vitae and completed application form.
2. Confirmation from your glaucoma fellowship director of satisfactory completion of your fellowship and whether or not it was AUPO FCC compliant during your training.
3. Sponsorship confirmation from two Active AGS members.

F. **Honorary Members:** An individual of outstanding caliber, not eligible for another class of membership, may be elected to honorary membership by the Board of Directors as provided by these bylaws. An Honorary Member shall not pay dues or the initiation fee. An Honorary Member shall not have the right to vote and shall be ineligible to hold office.

G. **Fellow in Training Member:** Membership as a Fellow-in-Training is available to ophthalmologists in the United States, United States territories and Canada who have satisfactorily completed an approved residency program in ophthalmology and are actively engaged in an AUPO FCC compliant fellowship. A Fellow-in-Training Member must be recommended by his or her Fellowship Director, who must be an Active Member of the American Glaucoma Society. However, election as described in section 3.4 is not required for Fellow-in-Training Members. A Fellow-in-Training Member may hold this status for a maximum of two years of fellowship training.

All members must agree to adhere to the Code of Ethics of the American Academy of Ophthalmology.

Unless otherwise specifically designated in the Bylaws, the term Members shall be deemed to include Active Members, Associate Members, International Members, Emeritus Members, and Provisional Members.

### **Section 3.2. Rights and Privileges of Members.**

Active Members have the right to vote, the right to hold office, and the right to membership on committees. Associate and Provisional Members shall exercise all the rights and enjoy all the privileges of Active Members except the right to vote, the right to hold office, and the right to membership on the Executive Committee, Nominating Committee, Bylaws and Strategic Planning Committee, Finance Committee or the Audit Committee. International, Emeritus, Honorary, and Fellow-in-Training Members shall exercise all the rights and enjoy all the privileges of Active Members except the right to vote, the right to hold office and the right to membership on committees.

### **Section 3.3 Numbers of members.**

There is no specified limitation to the number of members of the American Glaucoma Society.

### **Section 3.4. Election of Members.**

Nominations for election to membership shall be made in writing, signed by at least two Active Members and delivered to the Board of Directors through the Secretary. The Membership Committee and Board of Directors shall determine whether such nominees are eligible and suitable for membership.

As unanticipated situations regarding membership or membership categories may arise from time to time, the Membership Committee and Board of Directors have the authority to address these unusual circumstances in a manner that preserves the mission and principles of the Society. Final authority will rest with the Board of Directors.

### **Section 3.5. Dues.**

Membership dues shall be established by the Board of Directors and published on the Society Web Page.

Dues may be altered by the Board of Directors from time to time.

Dues for each year shall be paid to the Treasurer not later than December 31 of the preceding year. Dues may not be increased over fifty percent (50%) per annum. Any member defaulting in the payment of dues in two successive years shall be reported to the Board of Directors and dropped from the membership of the Society, unless the Board of Directors shall determine that the member's default shall be excused because of extenuating circumstances. In such cases the Board of Directors shall make such provision for dues as the Committee shall deem appropriate under the circumstances.

### **Section 3.6. Resignations.**

A member may resign at any time by delivering his/her resignation in writing to the President or the Secretary. A resignation shall be effective upon receipt, or upon such later date as shall be specified in the resignation.

## **ARTICLE IV OFFICERS and STANDING COMMITTEES**

### **Section 4.1. Officers and Standing Committees.**

The officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors shall appoint. Officers of the Society may be from any location in North America as defined as the United States and Canada and their territories. Except as otherwise specifically required by law, the same person may simultaneously occupy more than one office. The Standing Committees of the Society shall be Board of Directors, Nominating Committee, Bylaws and Strategic Planning Committee, Program Committee, Patient Care Committee, Research Committee, Finance Committee, Education and Communication Committee, and Diversity, Equity, and Inclusion Committee. The Board of Directors may appoint other committees as necessary. Officers shall be Active Members of the Society. If an officer or committee member becomes an Emeritus member prior to the expiration of the term of office, his/her status as an Active Member shall continue for the duration of his/her term.

### **Section 4.2. Nominations.**

The Nominating Committee shall nominate, by majority vote of the membership thereof, the officers of the Society and the Councilor to the AAO to be elected by the Active Members. The nominations shall be certified to the Secretary by the President and the Secretary shall send written notice of the nominations to the Active Members at least sixty (60) days prior to the annual meeting of the members at which such officers and committee members are to be elected. Such nominations may also be made by any five (5) Active Members by a written notice signed by such members and received by the Secretary at least thirty (30) days prior to such annual meeting. Notice of

such additional nominations, if any, shall be sent by the Secretary to the Active Members at least twenty (20) days before such annual meeting. No nominations may be made except in the manner hereby established. No member of the nominating committee may be nominated by the committee for election during his/her term on the committee.

#### **Section 4.3. Elections.**

On founding of the Society initial terms for officers of the Society shall constitute terms as specified. Elections shall be by ballot in accordance with the Procedural Rules of this Society.

#### **Section 4.4. Duties of Officers.**

The duties of the officers of the Society shall be as follows:

A. President: The President shall hold office for one year, or until succeeded by the Vice President. The President, with concurrence of the Board of Directors, shall have the general management, charge and control of all affairs of the Society, and shall be its chief executive officer. The President shall preside at all meetings of the members and of the committee of the Society at which he/she shall be present. The president shall from time to time appoint such ad hoc committees as are necessary for successful conduct of the Society.

B. Vice President/President Elect: The Vice President/President Elect shall hold office until his/her successor is elected, at which time he/she shall succeed to the Presidency. The Vice President shall have the powers and duties of the President during the absence or incapacity of the President, and such other powers and duties as the Board of Directors may prescribe. Former Presidents of the Society are not eligible for election as Vice President/President Elect.

C. Secretary: The Secretary shall hold office for two years. The Secretary shall have custody of the seal of the Society and shall keep minutes of all meetings of the Members and of the Board of Directors at which he/she shall be present, shall give notice of meetings of the members and of the Board of Directors, and shall perform all duties commonly incident to his/her office.

In the event of the absence of the Secretary from any meeting of the Members or the Board of Directors, the members may appoint a Temporary Secretary to keep the records of such meeting and perform such other duties in connection with that office as the meeting may prescribe. The Secretary and Temporary Secretary shall be sworn to the faithful discharge of their duties.

D. Treasurer: The Treasurer shall hold office for two years. The Treasurer shall keep, or cause to be kept, regular books of account which shall be open at all times to the inspection of any member of the Board of Directors, and shall report to the Board of Directors on the financial condition of the Society. He/she shall have the custody of all documents of title and valuable papers. Subject to the supervision and control of the Board of Directors, he/she shall receive and disburse funds of the Society.

#### **Section 4.5. Duties of Standing Committees.**

The duties of the Standing Committees of the Society shall be as follows:

A. Board of Directors: The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Lead Ambassador, immediate two past Presidents, the Chairpersons of the standing committees, the American Glaucoma Society's Councilor to the American Academy of Ophthalmology (AAO), four Active Members (at least two members-at-large within 5 years of active membership and ten years of completion of fellowship training) who shall be elected to serve two years, and the Chair of the AGS Foundation Advisory Board. The President of the Society shall be Chairman of the Board of Directors.

The Board of Directors shall have the general management and control of all the property and affairs of the Society, and shall exercise all of the powers of the Society, except such as are conferred upon other Committees by these Bylaws or upon the Members by law, by the Articles of Organization or by these Bylaws. The Board of Directors may adopt such rules and regulations not inconsistent with these Bylaws as the Committee may from time to time determine are necessary or convenient for the management or operation of the Society.

The Councilor to the AAO shall hold office for three years, but shall not serve more than two consecutive terms. The Councilor shall be recommended by the Nominating Committee with the approval of the Board of Directors and shall be elected at the annual meeting. The role of the Councilor is to facilitate communication between the AAO and the Society and its constituent members.

B. Executive Committee: The Board of Directors may create an Executive Committee which shall have and exercise the authority of the Board of Directors in the management of the Society between meetings of the board, and shall be considered a committee of the Board of Directors. The Executive Committee shall consist of the President, Past President, Vice President, Treasurer, and Secretary. The President shall serve as Chair of the Executive Committee.

C. Nominating Committee: The Nominating Committee shall consist of three members to be elected at the annual meeting, the Vice-President, and an additional member of the Board of Directors appointed by the President. The President shall be a member, ex officio, without vote. The elected members of the nominating committee shall hold office for 3 years. The Chair of the Nominating Committee shall be selected from among the elected members of the committee during the third year of committee service and appointed by the President with the approval of the Board of Directors. The Chair, once appointed, will serve a single term of one year. The Nominating Committee shall nominate persons for election by the Active Members as officers of the Society as provided in Section 4.2. The committee will nominate new members of this committee in years the term of a member is due to expire or when an unexpected vacancy occurs in order to maintain three elected members.

- D. Credentials Committee: The Credentials Committee shall consist of the Board of Directors. The President of the Society shall be Chairman of the Credentials Committee. The Credentials Committee shall be responsible for recommending nominees to membership.
- E. Bylaws and Strategic Planning Committee: The Bylaws and Strategic Planning Committee shall consist of two or more members, appointed by the President with the approval of the Board of Directors, and shall serve two years, or until successors are appointed. The President shall be a member, ex-officio, with vote only in case of a tie vote. This committee shall be responsible for evaluating proposed amendments to the Bylaws and will be responsible for strategic planning activities as directed by the President. The Chairman of this committee shall be appointed by the President with the approval of the Board of Directors. A Vice-Chair may be selected by the President with approval of the Board of Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors.
- F. Program Committee: The Program Committee shall consist of a Chair, a Vice-Chair, and three or more members appointed by the President with the approval of the Board of Directors. Committee members other than the Vice-Chair and Chair will serve a three year term. The Vice-Chair of this committee shall be appointed from among the members by the President with the approval of the Board of Directors, and shall serve a term of 2 years. The Vice Chair will serve as chair of the committee in the absence of the chair, however, succession to a subsequent 2 year term as Chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors. The Chair shall serve a term of 2 years. The President is an ex officio member. The immediate past Chair will serve as an ex officio member for one year. Ex Officio members have no vote. The Program Committee shall be responsible for planning and conducting scientific meetings, symposia and conferences held under the sponsorship of the Society, and shall have responsibility for determining whether or not to publish proceedings thereof.
- G. Patient Care Committee: The Patient Care Committee shall consist of five or more members, appointed by the President with the approval of the Board of Directors, and shall serve two years, or until successors are appointed. The President shall be a member, ex officio, with vote only in case of a tie vote. This Committee shall be responsible for representing, advising, and informing members of the Society on any issue that relates to quality of care for patients with glaucoma and related diseases. Additionally, the committee shall be responsible for educating federal and state legislatures and representing AGS to third-party payers, regulatory agencies and other health-care policy makers. The Chairman of this committee shall be appointed by the President with the approval of the Board of Directors. A Vice-Chair may be selected by the President with approval of the Board of Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors.
- H. Research Committee: The Research Committee shall consist of five or more members, appointed by the President with the approval of the Board of Directors, and shall serve two years, or until successors are appointed. The President shall be a member, ex-officio, with vote only in case of a tie vote. This committee shall be responsible for promoting, organizing, implementing, or monitoring all Society-sponsored scientific research programs for the advancement of knowledge in the diagnosis and management of glaucoma and related diseases. The Chairman of this committee shall be appointed by the President with the approval of the Board of Directors. A Vice-Chair may be selected by the President with approval of the Board of Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors.
- I. Finance Committee: The Finance Committee shall consist of the Treasurer and two or more additional members appointed by the President with the approval of the Board of Directors. The appointed members shall serve two years, or until successors are appointed. The Treasurer will serve as chair of the Finance Committee. This committee shall be responsible for the finances of the Society. A Vice-Chair may be selected by the President with approval of the Board of Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors.
- J. Education and Communication Committee: The Education and Communication committee shall consist of three or more members, appointed by the President with the approval of the Board of Directors, and shall serve for two years, or until successors are appointed. This committee shall be responsible for promoting education of the membership and other health-care providers, facilitating the dissemination of information about glaucoma and glaucoma subspecialists to health-care providers and the public, and establishing collaborative relationships with other related organizations. The Chairman of this committee shall be appointed by the President with the approval of the Board of Directors. A Vice-Chair may be selected by the President with approval of the Board of Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors.
- K. Audit Committee: The audit committee shall consist of three or more members appointed by the President with the approval of the Board of Directors, and shall serve two years, or until successors are appointed. This Committee shall review financial statements generated by independent auditors, and shall provide a detailed report regarding the finances of the Society at intervals no less than every two years; ad hoc meetings may be scheduled at the discretion of the Board of Directors. A Vice-Chair may be selected by the President with approval of the Board of Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors.
- L. Wellness, Engagement, and Leadership Development Committee: The Wellness, Engagement, and Leadership Development (WELD) Committee shall consist of three or more members appointed by the President with approval of the Board of Directors, and shall serve two years, or until successors are appointed. A Vice-Chair may be selected by the President with approval of the Board of

Directors, and shall serve as chair of the committee in the absence of the chair; however, succession to chair after his/her appointed term is not automatic, but rather is subject to appointment by the President and subsequent approval of the Board of Directors. The Committee is charged with advancing the mission of the AGS by recognizing that while glaucoma affects patients across all backgrounds, certain groups are disproportionately impacted by severe stage glaucoma and visual impairment. The Committee will increase awareness and advocate for all patients by supporting research, promoting patient care programs, and expanding an inclusive network of specialists and leadership. In addition, the Committee will ensure that all members—clinicians, researchers, and trainees—feel welcome and included.

**Section 4.6. Miscellaneous Duties and Powers.**

In addition to the foregoing specifically enumerated duties and powers, the several officers of the society shall be charged with other duties and shall have such other powers, as may be delegated to them by the Board of Directors or imposed upon them by law.

**Section 4.7. Vacancies.**

In case a vacancy shall occur for any cause in any committee and such vacancy involves a member appointed by the President, the President may fill such vacancy by appointment. In case any other vacancy shall occur for any cause in any committee or office, the Board of Directors may fill such vacancy by the affirmative vote of a majority of the members. Any person so elected or appointed to fill such a vacancy shall serve only until the office or committee membership would regularly be filled and until a successor is chosen and qualified.

**Section 4.8. Resignations.**

Any committee member or officer may resign his/her committee membership or office at any time by delivering his/her resignation in writing to the President, the Treasurer, or the Secretary. A resignation shall be effective upon receipt, or upon such later date as shall be specified in the resignation and an acceptance of a resignation by the Board of Directors shall not be necessary to make it effective unless so stated in the resignation.

**Section 4.9 Executive Vice President.**

The Board of Directors shall have the power to engage an Executive Vice-President at such times as the Board, in its reasonable discretion, determines that an Executive Vice President is necessary for the optimal conduct of the Board's responsibilities and of the activities of the Society. The Board of Directors may terminate the employment of the Executive Vice-President for cause or whenever the Board, within its discretion, determines that such services are no longer required.

The Executive Vice-President may be a member of the Society in any category, voting or non-voting, and although participating in its deliberations, shall not be a member of the Board of Directors nor shall be counted in determining the presence of a quorum of the Board.

**ARTICLE V  
MEETINGS**

**Section 5.1. Annual Meetings.**

The annual meeting of the members shall be held in every year on such day and at such hour and place, as the Board of Directors may determine. At such annual meetings, the members shall receive reports of the committees and the report of the Treasurer, and shall transact such other business as shall be stated in the notice of the meeting or as may otherwise properly come before the meeting.

**Section 5.2. Special Meetings.**

Special meetings of the Members may be called at any time on the order of the Board of Directors. Special meetings of the members shall be called by the Secretary, or in the case of his/her death, absence, incapacity or refusal, by any other officer, upon written application of at least ten percent of the Active Members, stating the time, place and purpose of the meeting. Special meetings of Members shall be held at such time and place, and for such purposes as shall be specified in the call or application.

**Section 5.3. Notice.**

A written, printed, or electronic notice of any annual or special meeting of the Members, stating the time, place and purposes thereof, shall be sent to each Member by the Secretary, or, in the case of his/her death, absence, incapacity or refusal, by a person designated by the Board of Directors, at least sixty (60) days before the date of the meeting by leaving such notice with the Members or at his/her residence or usual place of business, by mailing the same, postage prepaid, directed to him/her at his/her address at last recorded on the books of the Society, or by electronic communication (e-mail) directed to an electronic address provided by the member. Notice of a meeting need not be given to a Member if such Member, or his/her attorney thereunto duly authorized, waives such notice by a writing filed with the records of the meeting.

**Section 5.4. Quorum.**

Fifteen (15) percent of the Active Members shall constitute a quorum for the transaction of business at any meeting of the Members.

**Section 5.5. Vote required.**

If a quorum is present or represented at a meeting, the affirmative vote, or ballot, of a majority of the Active Members who are present or duly represented by an attorney pursuant to a written proxy at the meeting shall be sufficient to transact any business unless the matter is one upon which by express provision of law or of the Articles of Organization or Bylaws of the Society, as amended, a different ballot or vote is required or permitted, in which case such express provision shall govern.

**Section 5.6. Method of voting.**

Each Active Member of the Society, but no other members, shall be entitled to one vote at any meeting of the members of the Society.

Any Active Member not present in person at any meeting may vote thereat by an-attorney named in a proxy signed by such member and filed with the Secretary prior to the beginning of the meeting, but no proxy which is dated more than six months prior to the meeting specified therein shall be valid.

## ARTICLE VI COMMITTEE MEETINGS

### Section 6.1. Meetings of the Board of Directors

A. Meetings: Regular meetings of the Board of Directors shall be held at such time and place as may be fixed from time to time by the Board of Directors. Special meetings of the Board of Directors may be called by he/she President, or by a majority of the members of the Committee. Any regular or special meeting of the Board of Directors may be held either within or without the State of California.

B. Notice: Regular meetings of the Board of Directors, as fixed by the Board of Directors, may be held without notice. Notice of special meetings of the Board of Directors shall be given by the Secretary or the officer calling the meeting, orally, or by mail, telephone, facsimile, or electronic notice (e-mail) stating the date, time and place appointed for the holding thereof and generally the business proposed to be transacted thereat. Notice so given or sent to a member of the Board of Directors at his/her usual and last known place of business or residence at least forty-eight (48) hours before the time of the meeting shall be sufficient notice in all cases; and any notice received by a member of the Board of Directors in time to enable him/her to attend the meeting concerning which such notice is given shall be likewise sufficient. Any meeting shall be legal without notice if each member of the Board of Directors or who has filed a written waiver of notice thereof shall be deemed to have waived his/her right to receive a notice of such meeting. Any business whatever may be transacted at a meeting of the Board of Directors, although it may not have been specified in the notice or waiver of notice of the meeting.

C. Quorum: At any meeting of the Board of Directors a majority of the members shall constitute a quorum for the transaction of business.

### Section 6.2. Meetings of Committees Other Than the Board of Directors.

Meetings of Committees other than the Board of Directors may be called in such manner and at such places as each committee may from time to time determine. A majority of the number of members of each committee shall constitute a quorum for the transaction of business.

## ARTICLE VII PERSONAL LIABILITY

No committee, nor any member or officer, shall have power to bind the members or the individual members of the committees or the officers of the Society, personally. All persons or corporations extending credit to, contracting with, or having any claims against the Society, shall look only to the funds and property of the Society for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due or payable to them from the Society, so that neither the Members nor the members of the Committees nor the officers, present or future, shall be personally liable therefor.

Each person now and hereafter a member, a member of a committee, an officer or an employee of the Society (and his/her heirs, executors and administrators), shall be entitled, without prejudice to any other rights he/she may have, to be reimbursed by the Society for, and indemnified by the Society against, all costs and expenses reasonably incurred by him/her in connection with or arising out of any claim, action, suite, or proceeding of whatever nature in which he/she may be involved as a party or otherwise or with which he/she may be threatened by reason of his/her having been a member or having served as a member of a Committee or as an officer or employee of the Society or by reason of any action alleged to have been taken or omitted by him/her as such member, member of a committee, officer or employee, whether or not he/she continues to be such member, member of a committee, officer or employee at the-times of incurring such costs or expenses, including amounts paid or incurred by him/her, in connection with reasonable settlements (other than amounts paid to the Society itself) made with a view to curtailment of costs of litigation. No such reimbursement of indemnity shall be paid or made for any expenses incurred or settlement made by such member, member of a committee, officer or employee in connection with any matter as to which he/she shall be finally adjudged in any such action, suite, or proceeding to be liable for negligence or misconduct in the performance of his/her duty as such member, member of a committee, officer or employee. In no event shall anything herein contained be construed so as to protect or to authorize the Society to indemnify any such member, member of a committee, officer or employee against any costs or expenses incurred or settlement made in connection with any matter arising out of his/her own negligence or willful misconduct. The Society and its members, members of committees, officers and employees shall not be liable to anyone for making any determination as to the existence or absence of liability of the Society hereunder or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

## ARTICLE VIII MISCELLANEOUS

### Section 8.1. Seal.

The seal of the Society shall be in such form as the Board of Directors may from time to time determine.

### Section 8.2. Fiscal Year.

The fiscal year of the Society shall end on the last day of December in each year.

**Section 8.3. Bonds.**

The Board of Directors may from time to time require any officer or agent of the Society to give bond for the faithful performance of his/her duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Society.

**Section 8.4. Execution of Writings.**

Unless the Board of Directors shall other wise generally or in any specific instance provide:

- A. Any bill or note or check shall be made or signed in the name and on behalf of the Society by the President or the Treasurer; and
- B. Any other contract or written instrument shall be signed in the name and on behalf of the Society by the President or the Treasurer and such officer so signing such instrument may also seal, acknowledge and deliver the same.

**Section 8.5. Respecting Certain Contracts.**

Members of the Board of Directors of this Society may be connected with other corporations with which from time to time the Society has business dealings. No contracts or other transaction between the Society and any other corporation and no act of the Society shall be affected by the fact that any such member is pecuniary or otherwise interested in or is a director or officer of such other corporation. Any such member individually, or any firm of which such member may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction to which the Society is a party, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or to a majority thereof.

**ARTICLE IX  
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern the Society in all cases in which they are applicable and in which they are not inconsistent with these bylaws any special rules of order the Society may adopt.

**ARTICLE X  
AMENDMENTS OF BYLAWS AND PROCEDURAL RULES**

These Bylaws may be amended in accordance with the Procedural Rules of the Society by the affirmative vote of a two-thirds (2/3) majority of Active Members of the Society by voting on this issue. Amendments of the Bylaws of the Society may be proposed by the Board of Directors or by not less than ten percent of the Active Members. All proposed amendments shall be submitted to the Bylaws Committee not less than 120 days prior to the next meeting of the Members. The Committee shall consider such proposed amendments and shall notify the Secretary thereof and of its recommendations thereon not less than 75 days before the meeting. The Secretary shall send notice of the proposed amendments and the Committee's recommendations thereon to all Active members not less than sixty (60) days prior to the meeting. In the case of the Procedural Rules, any amendments proposed by the Board of Directors shall be noticed to all Active Members not less than sixty (60) days prior to the meeting. The Procedural Rules may be amended by the affirmative vote of a majority of the Active Members of the Society voting on this issue.