

BYLAWS OF THE RESEARCH SOCIETY ON ALCOHOL

TABLE OF CONTENTS

BYLAWS OF THE RESEARCH SOCIETY ON ALCOHOL	I-XIII
ARTICLE I	
Offices	III
Section 1-01 Registered Office	III
Section 1-02 Other Offices	III
ARTICLE II	
Members	III-IV
Section 2-01 Classes of Members	III
Section 2-02 Membership Committee and Membership Application Process	III
Section 2-03 Voting Rights	III
Section 2-04 Termination of Membership	III-IV
Section 2-05 Resignation	IV
Section 2-06 Reinstatement	IV
ARTICLE III	
Meetings of Members	IV
Section 3-01 Annual Meeting	IV
Section 3-02 Special Meetings	IV
Section 3-03 Notice of Meetings	IV
Section 3-04 Informal Action by Members	IV
Section 3-05 Quorum	IV
Section 3-06 Manner of Acting	IV
Section 3-07 Proxies	IV
Section 3-08 Voting by Mail	IV
ARTICLE IV	
Board of Directors	V-VI
Section 4-01 General Powers	V
Section 4-02 Number, Tenure, and Qualifications	V
Section 4-03 Regular Meetings	V
Section 4-04 Special Meetings	V
Section 4-05 Notice of Meetings	V
Section 4-06 Quorum	VI
Section 4-07 Manner of Acting	VI
Section 4-08 Vacancies	VI
Section 4-09 Compensation	VI
Section 4-10 Informal Action by Directors	VI
Section 4-11 Meetings by Telephone	VI
ARTICLE V	
Officers	VI-VII
Section 5-01 Officers	VI
Section 5-02 Election and Term of Office	VI
Section 5-03 Vacancies	VI
Section 5-04 President	VI
Section 5-05 Vice President	VII
Section 5-06 Secretary	VII
Section 5-07 Treasurer	VII
Section 5-08 Assistant Treasurers and Assistant Secretaries	VII
Section 5-09 Bonds	VII

BYLAWS OF THE RESEARCH SOCIETY ON ALCOHOL

TABLE OF CONTENTS (Cont'd)

ARTICLE VI	
Elections	VII-VIII
Section 6-01 Nominations Committee	VII
Section 6-02 Nominations and Qualifications	VII-VIII
Section 6-03 Ballots	VIII
Section 6-04 Voting	VIII
ARTICLE VII	
Resignation and Removal of Officers and Directors	VIII
Section 7-01 Resignation	VIII
Section 7-02 Removal	VIII
ARTICLE VIII	
Committees	VIII-IX
Section 8-01 Committee of Directors	VIII-IX
Section 8-02 Standing Committees	IX
Section 8-03 Other Committees	IX
Section 8-04 Term of Office	IX
Section 8-05 Chairpersons and Ex-Officio Board Membership	IX
Section 8-06 Vacancies	IX
Section 8-07 Quorum	IX
Section 8-08 Rules	IX
ARTICLE IX	
Indemnification	IX-X
Section 9-01 Third Party and Derivative Actions	IX
Section 9-02 Determination	X
Section 9-03 Payment in Advance	X
Section 9-04 Insurance	X
Section 9-05 Other Coverage	X
ARTICLE X	
Dues	X
Section 10-01 Annual Dues	X
Section 10-02 Payment of Dues	X
Section 10-03 Termination of Membership	X
ARTICLE XI	
Miscellaneous	X-XI
Section 11-01 Instruments, Checks, and Drafts	X
Section 11-02 Deposits	XI
Section 11-03 Voting by the Society	XI
Section 11-04 Books and Records	XI
Section 11-05 Corporate Seal	XI
Section 11-06 Divisions	XI
ARTICLE XII	
Waiver of Notice	XI
ARTICLE XIII	
Amendments to the Bylaws	XI
Section 13-01 Amendments by Board of Directors	XI
Section 13-02 Amendments by Members	XI

BYLAWS OF THE RESEARCH SOCIETY ON ALCOHOL

(a nonprofit corporation under IRS Code 501(c)(3) referred to in these Bylaws as the "Society")

ARTICLE I OFFICES

Section 1-01. **Registered Office.** The Society shall have and continuously maintain the RSA Executive Office in Brentwood, Tennessee, under the governance of Parthenon Management Group (PMG).

Section 1-02. **Other offices.** The Society may have such other offices as the Board of Directors (the "Board") may determine or as the affairs of the Society may require from time to time.

ARTICLE II MEMBERS

Section 2-01. **Classes of Members.** The Society shall have six (6) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

(a) **Regular Members** - persons holding a PhD, MS, MD or equivalent degree who are engaged or interested in research in alcohol use or alcohol-related problems. A subscription to Alcoholism, Clinical and Experimental Research ("the Journal") is mandatory for Regular Members.

(b) **Dual Members** - of the Society must have a spouse with fully paid/current membership and are people holding a PhD, MS, MD or equivalent degree who are engaged or interested in research in alcohol use and/or alcohol-related problems (including active alcohol researchers or those who are actively involved in alcohol research administration). A subscription to the official journal is optional with this membership. Paid members may vote in Society elections, be a voting member of and chair committees, and may hold elected office.

(c) **Student Members** - persons enrolled in under-graduate or graduate programs and engaged in alcohol-related research. Student Members shall have such privileges as may be specifically prescribed from time to time by the Board, except they shall not have the right to hold office or to vote. Their dues shall be half that of Regular Members with the option of receiving the Journal at the discounted student rate.

(d) **Postdoctoral Members** - fellows (no more than 4 years past their terminal degree) who are engaged or interested in research in alcohol use or alcohol-related problems. A subscription to the Journal is mandatory for Postdoctoral Members, but they receive the same discounted rate as students.

(e) **Associate Members** - Associate Members shall be individuals who, although they are not research scientists, have made contributions in the area of alcohol research, prevention and treatment. These individuals will not have privileges of voting, nor shall they hold office, but may attend annual meetings at the member's rate. Their dues shall be half that of regular members with the option of receiving the Journal at the member's rate.

(f) **Emeritus Members** - The status of Emeritus Member is available to a Regular Member of not less than 5 years duration upon retirement from full-time work. Reclassification of membership into this category is an individual option after application to the Society for such a change. Membership dues shall be waived with the option of receiving the Journal at members' rates. Emeritus Members may attend the annual meeting at members' rates and shall retain the privileges. They are not eligible to serve as Chairpersons neither of committees nor as officers or members of the Board of Directors.

Section 2-02. **Membership Committee and Membership Application Process.** The Membership Committee shall consist of five (5) or more individuals who shall be appointed by the President for at least a two (2) year term. The Membership Committee shall review the qualifications and criteria on the applications for RSA Membership. Applications for membership shall be submitted to the conference site and reviewed by RSA Staff at the Executive Office. Membership shall be approved by the Member Services Manager or the Association Coordinator at least on a monthly basis.

Section 2-03. **Voting Rights.** Each Regular, Dual, Postdoctoral, and Emeritus Member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Student Members and Associate Members shall have no voting privileges.

Section 2-04. **Termination of Membership.** The Board, by the affirmative vote of two-thirds (2/3) of its members, may terminate the membership of a member for cause after an appropriate investigation, including

hearing directly from the member. In addition to the foregoing, the membership of any member shall be terminated for non-payment of dues or assessments as provided in Section 10-03.

Section 2-05. **Resignation.** Any member may resign by filing a written resignation with the Society, but such resignation shall not relieve the member resigning of the obligation to pay any dues, assessments or other charges thereof accrued and unpaid.

Section 2-06. **Reinstatement.** Upon written request signed by a former member and filed with the Society, the Membership Committee may, by the affirmative vote of at least two-thirds (2/3) of its members, reinstate such former member to membership upon such terms as the Committee may deem appropriate.

ARTICLE III MEETINGS OF MEMBERS

Section 3-01. **Annual Meeting.** An annual meeting of the members shall be held in June (or in such other month as shall be designated by the Board) in each year, the date, time and place thereof to be designated by the current President, the President-elect and the Immediate Past President, with the advice of the Board, for the transaction of such business as may come before the meeting and for the announcement of election of directors and officers.

Section 3-02. **Special Meetings.** Special meetings of the members may be called by the President or the Board of Directors, and shall be called upon the written request of not less than ten percent (10%) of the members having voting rights, which request shall state the date (subject to the provisions of Section 3-03), time, and purpose of the proposed meeting. Upon receipt of such written request, it shall be the duty of the Secretary to promptly issue the call for such meeting; and if the Secretary shall fail or refuse to issue the call, the members making the request may issue the call.

Section 3-03. **Notice of Meetings.** Written notice stating the date, time, place and purpose of any meeting of members shall be given, either personally, electronically, or by mail, to each member not more than sixty (60) nor less than forty-five (45) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. If sent electronically, the notice shall be deemed given when sent to the member's e-mail address as it appears on the records of the Society. If mailed, the notice shall be deemed given when deposited, postage prepaid, in the United States mail directed to the member's address as it appears on the records of the Society.

Section 3-04. **Informal Action by Members.** Any action required by law to be taken, or any action which may be taken, at a meeting of members may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 3-05. **Quorum.** Except as otherwise provided by law or these Bylaws, the presence in person or by proxy of ten percent (10%) of the members entitled to vote shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 3-06. **Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by a proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these Bylaws.

Section 3-07. **Proxies.** At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney-in-fact and filed with the Secretary. No member shall vote or solicit more than one (1) proxy. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 3-08. **Voting Electronically.** Elections of directors or officers, and voting upon amendments to the articles of incorporation, proposed plans for merger, consolidation or dissolution, and upon any other matters, may be conducted in such manner as the Board of Directors shall determine.

ARTICLE IV BOARD OF DIRECTORS

Section 4-01. **General Powers.** The affairs of the Society shall be managed by its Board of Directors.

Section 4-02. **Number, Tenure, and Qualifications.** The Board of Directors shall be composed of the following persons each of whom (with the exception of the President who shall vote only to break a tie-vote of the directors) shall have one (1) vote on all matters considered by the Board:

(a) Nine (9) Elected Directors elected by the members of the Society as provided in these Bylaws. Elected Directors must be Regular Members of the Society at the time of their election and during the entirety of their respective terms of office.

(b) Four (4) Ex-Officio Directors consisting of the Society's President, Vice President, Secretary and Treasurer who shall serve as directors by virtue of the office held by such persons.

(c) The Immediate Past President of the Society, if he or she shall have completed a full one year term as President, shall serve as a director for a one (1) year term commencing upon the expiration of their term as President and ending at the first succeeding annual meeting of members.

d) The current Chair of the RSA Living Our Values Committee, shall be a voting member of the Board of Directors, for the length of their term as Chair of the Living Our Values Committee. This position shall not be counted in determining the presence of a quorum of the Board (Article IV Section 4-06.)

The Elected Directors shall be divided into two categories: nine (9) Elected Directors constituting Group A and four (4) Elected Directors constituting Group B. The selection of the members of each group shall be made in such manner as the Board shall determine concurrently with the adoption of these Bylaws. The term of the office of the initial Elected Directors constituting Group A shall expire at the annual meeting in 1983; and the term of office of the initial Elected Directors constituting Group B shall expire at the annual meeting in 1985. Thereafter, Elected Directors shall serve a four (4) year term and shall hold office until the fourth succeeding annual meeting of members following their election and until their respective successors shall have been elected and qualified, or until their earlier death, resignation or removal.

Section 4-03. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without any notice other than this Bylaw immediately before, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution for the time and place for additional regular meetings of the Board.

Section 4-04. **Special Meetings.** Special meetings of the Board of Directors may be called by the President and shall be called upon the written consent of any five (5) directors, which request shall state the date, time, place and purpose of the proposed meeting. Upon receipt of such written request, it shall be the duty of the Secretary to promptly issue the call for such meeting; and if the Secretary shall fail or refuse to issue the call, the directors making the request may issue the call.

Section 4-05. **Notice of Meetings.** With the exception of the regular annual meeting of directors to be held immediately before the Society's annual meeting as provided in Section 4-03, notice of each meeting of directors, whether regular or special, shall be given to each director. If such notice is given either (a) by delivering written notice personally to a director or (b) by telephoning personally such director, it shall be so given at least seven (7) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the United States mail, postage prepaid, or (b) by electronic transmission, in all cases addressed to the director's residence or place of business, it shall be so given at least fifteen (15) days prior to the meeting. The notice of all meetings shall state the date, time, place and purpose thereof.

Section 4-06. **Quorum.** A quorum for the transaction of business at any meeting of the Board shall consist of nine (9) directors; but if any less than a quorum of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 4-07. **Manner of Acting.** The act of a majority of the directors present at a 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 or by these Bylaws.

Section 4-08. **Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled temporarily by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until the next annual meeting of members at which elections are held, at which time any remaining unexpired portion of the term shall be filled by election by the Regular Members of the Society, as provided in these Bylaws.

Section 4-09. **Compensation.** Directors shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any director from serving the Society in some other capacity and receiving compensation therefor.

Section 4-10. **Informal Action by Directors.** Any action required by law to be taken, or which may be taken, at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 4-11. **Meetings by Telephone.** Members of the Board of Directors may hold or participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment, provided that all persons participating in such meeting can hear each other at the same time.

ARTICLE V OFFICERS

Section 5-01. **Officers.** The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer. All officers must be Regular Members of the Society at the time of their election and during the entirety of their respective terms of office. No person may hold more than one office at the same time.

Section 5-02. **Election and Term of Office.** The Secretary shall be elected, for a two-year term, in odd numbered years by ballots and shall begin his/her term of office at the annual meeting banquet. The Treasurer shall be elected, for a two-year term, in even numbered years by ballots and shall begin his/her term of office at the annual meeting banquet. The Vice President and President shall be elected, for a one-year term, each year by ballots and shall begin his/her term of office at the annual meeting banquet. At such time, the immediate past Vice President shall succeed to the office of President, subject to the provisions of Section 5-05. If the person serving as President immediately preceding the annual elections shall have succeeded to that office by virtue of the occurrence of a vacancy, and if such person shall have been appointed by the Board to the position of Vice President occupied by such person immediately preceding their succession to President, the position of President shall be filled by election by the Regular Members of the Society as provided in these Bylaws. The officers shall hold office until their successors shall have been elected and shall have qualified, or until their earlier death, resignation or removal. No President shall serve two successive terms except where the Vice President shall have been elected by the Society members and shall have become President due to the death, disability or resignation of the President, in which event the Vice President shall serve the remainder of the term of their predecessor as well as their own elected term.

Section 5-03. **Vacancies.** A vacancy in the office of Vice President, Secretary or Treasurer because of death, resignation, removal, disqualification or otherwise, shall be filled temporarily by the Board of Directors until the next annual meeting of members at which annual elections are held.

Section 5-04. **President.** The President shall be the principal executive officer of the Society and shall have general charge and supervision of its business and affairs. The President shall preside at all meetings of the members and of the Board of Directors and shall provide such reports of the affairs of the Society as the Board may require from time to time. The President shall be an ex-officio member of each committee appointed by the Board, unless otherwise provided in the resolution creating such committee. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5-05. **Vice President.** In the President's absence or inability or refusal to act, the Vice 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 Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Vice President shall succeed to the office of President at the annual meeting of members each year or if the office of President shall become vacant.

Notwithstanding the foregoing, a person appointed by the Board to fill a vacancy in the office of Vice President who shall thereafter become President by virtue of a vacancy in the Society's presidency shall serve as President only for the unexpired portion of the term of their predecessor and shall not succeed to the office of President upon the expiration of the predecessor's term of office, unless subsequently elected as Vice President or President by the members of the Society as provided in these Bylaws.

Section 5-06. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices required by law or by these Bylaws; conduct whatever correspondence the President or Board of Directors may require; serve as custodian of the seal of the Society and cause the seal of the Society to be affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these Bylaws; and maintain a register of the post-office address of each member which shall be furnished to the Secretary by such member. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 5-07. **Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and securities of the Society; maintain complete and accurate accounts of the Society's receipts and disbursements; deposit all receipts in the name of the Society in such depositories as shall be selected by the Board of Directors, subject to disbursement or disposition in such manner as the Board shall prescribe; maintain all the financial records of the Society and a current record of the standing of all members in respect of the payment of dues and assessments; and render upon request of the President or the Board from time to time an account of all financial transactions and a report of the Society's financial condition. The Treasurer shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Executive Committee shall periodically review the financial records of the Society, and make recommendations to the Treasurer regarding investments, maintenance of non-profit status or other matters pertaining to Society finances.

Section 5-08. **Assistant Treasurers and Assistant Secretaries.** The Board of Directors may at any of its meetings elect or appoint one or more Assistant Treasurers and one or more Assistant Secretaries, as it shall deem desirable, who shall perform such duties as shall be assigned by the Secretary, the Treasurer, or by the Board of Directors. Assistant Treasurers and Assistant Secretaries may be removed by the Board by majority vote at a meeting at which a quorum is present whenever in its judgment the best interests of the Society would be served thereby.

Section 5-09. **Bonds.** If required by the Board of Directors, any officer or assistant officer shall give a bond for the faithful performance of their duties, including for the restoration of the Society of property entrusted to them, in such sum and with such surety as the Board shall determine.

ARTICLE VI ELECTIONS

Section 6-01. **Nominations Committee.** The Nominations Committee shall consist of five (5) Regular Members of the Society, one of whom shall be the Immediate Past President, who hold no elective office and who shall be appointed by the Chair for a two (2) year term. The Immediate Past President shall chair the Nominations Committee. Should the Immediate Past President be unwilling or unable to serve on the Nominations Committee, the President shall appoint another member. Nominations Committee members may not serve more than two (2) consecutive terms.

Section 6-02. **Nominations and Qualifications.** Within such time schedules as shall be determined by the Board of Directors, but no less than three (3) months preceding the annual meeting of members each year, the Nominations Committee shall transmit to the Board of Directors for their information the names and addresses of nominees selected by the Nominations Committee and/or chosen by member-initiated petition for elected directorships and officer positions. The number of nominees to be received from the Nominations Committee shall be as follows:

- (a) for elected directorships - at least twice the number of directorships to be filled at the next ensuing annual meeting;
- (b) for officer positions - at least two (2) nominees for each office.

At least five (5) months preceding the annual meeting date, the Nominations Committee shall communicate a notice to all Regular, Dual, Postdoctoral, and Emeritus Members in good standing, soliciting nominations for elective positions. The notice shall include eligibility requirements for each position and the following instructions:

nominations for elective positions may be made by petition, bearing the acceptance of the person so nominated, signed or endorsed in writing by two (2) Regular, Dual, Postdoctoral, or Emeritus Members in good standing and received by the Nominations Committee Chair at least one hundred twenty (120) days preceding the annual meeting.

Each Regular, Dual, Postdoctoral or Emeritus Member may nominate and endorse only one candidate for each vacancy.

Only Regular Members in good standing shall be eligible for nomination for elective position. No person shall be eligible for nomination by the Nominations Committee or by petition for more than one elective position at any one time. The Nominations Committee shall determine the eligibility of nominees and ascertain whether the nominees are willing to stand for election and to perform the duties of the respective offices for which they have been nominated. In the event of a dual nomination, the nominee shall choose the office for which he/she will accept the nomination. The Nominations Committee shall be responsible for establishing voting procedures, overseeing the tallying of the ballots, certifying the results to the President and resolving all controversies involving the election process.

Section 6-03. **Ballots.** Not later than sixty (60) days prior to the annual meeting each year, the Administrative Director shall cause to be prepared and electronically mailed to all Regular, Postdoctoral and Emeritus Members in good standing the ballots listing the positions to be filled and names and addresses and a brief biography of all candidates for each office. The candidates shall be listed in alphabetical order.

Section 6.04. **Voting.** The electronic results of all ballots shall be received by the Nominations Committee no later than three weeks prior to the first day of the annual meeting. The deadline for receipt of the ballot will be printed on the ballot. Ballots not received by that time shall not be counted. The results will be announced at the Society's annual business meeting. The candidates receiving the highest number of votes for their respective offices shall be declared duly elected.

ARTICLE VII RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 7-01. **Resignation.** Any officer or director of the Society may resign at any time by written notice given to the Board of Directors, the President or the Secretary of the Society. A resignation shall take effect upon receipt of such notice or at any later time designated therein. Unless otherwise specified in the resignation, the acceptance of a resignation shall not be necessary to make it effective.

Section 7-02. **Removal.** Any officer or director may be removed for cause by a three-fourths (3/4) vote of the members of the Board of Directors entitled to vote (exclusive of the officer or director sought to be removed) after an appropriate hearing at which the officer or director shall have an opportunity to be heard. The officer or director shall have received at least forty-five (45) days written notice of the charges and of the time and place of the hearing.

ARTICLE VIII COMMITTEES

Section 8-01. **Committee of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate an executive committee consisting of three (3) or more directors (one of whom shall be the President) which, to the extent provided in said resolution and except as limited by law and by these Bylaws, shall have and exercise the authority of the Board of Directors in the management of the Society. Notwithstanding the foregoing, no executive committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Society; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Society; authorizing the voluntary dissolution of the Society or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Society; or amending, altering or repealing any resolution of the Board of Directors. The executive committee shall keep complete written minutes of its proceedings, shall promptly file its minutes with the Secretary, and shall report upon its activities at each meeting of the Board. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 8-02. **Standing Committees.** The Society shall have a Membership Committee and a Nominations Committee. Such standing committees shall have the membership, powers and duties prescribed by these Bylaws and such other duties as may be assigned by the Board or the President from time to time. The Society may have such other standing committees as shall be determined by the Board.

Section 8-03. **Other Committees.** Other committees (including other standing committees) not having or exercising the authority of the Board of Directors in the management of the Society may be appointed in such manner as may be designated by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution members of each committee shall be members of the Society, and President of the Society shall appoint the members thereof. Any member of a committee may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Society will be served by such removal.

Section 8-04. **Term of Office.** Committee members (excluding members of any executive committee all of whom, except the President, shall serve at the pleasure of the Board) shall continue as such until the next annual meeting of the members of the Society and until their successors are appointed, unless the committee shall be sooner terminated, or such member is removed from such committee or shall cease to qualify as a member thereof.

Section 8-05. **Chairpersons and Ex-Officio Board Membership.** One member of each committee shall be designated by the person or persons authorized to appoint the members thereof to chair the committee's activities. The committee chairpersons, or any of them, may be designated by the Board from time to time as ex-officio members of the Board of Directors. With the exception of the Living Our Values Committee Chair (Article IV, Section 4-02.d), such persons shall not have a vote on the Board of Directors. Additionally, the LOV Committee Chair shall not be counted in determining the presence of a quorum of the Board (Article IV Section 4-06.)

Section 8-06. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8-07. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, or by these Bylaws, a majority of the whole committee shall constitute a quorum and 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.

Section 8-08. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE IX INDEMNIFICATION

Section 9-01. **Third Party and Derivative Actions.** The Society shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding (all the foregoing referred to as a "Proceeding"), whether civil, criminal, administrative, or investigative (including an action by or in the right of the Society), by reason of the fact that such person is or was a director, officer, employee, or agent (all the foregoing referred to as "Agent") of the Society, or is or was serving at the request of the Society as Agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid or necessarily incurred, in settlement or otherwise, in connection with the Proceeding, except in relation to matters as to which the Agent shall be adjudged in the Proceeding to be liable for willful misconduct in the Proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of liability, unless, and only to the extent that the court in which the Proceeding was brought shall determine upon application that, circumstances of the case, the Agent is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper; but such indemnification shall not be deemed exclusive of any other rights to which the Agent serving at the Society's request is entitled under any agreement, or otherwise.

Section 9-02. **Determination.** Any indemnification under Section 9-01 (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 Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 9-01. Such determination shall be made (a) by the Board of Directors by majority vote of a quorum consisting of

directors who were not parties to the Proceeding; or, (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of the disinterested directors so directs, by independent legal counsel in a written opinion; or, (c) by the affirmative vote of the majority of the members entitled to vote and represented at a meeting called for such purpose; provided, however, that if the Agent has been successful on the merits or otherwise in defense therein, the Agent shall automatically be indemnified against expenses (including attorneys' fees) actually and necessarily incurred in connection therewith without the necessity of any such determination that the applicable standard of conduct set forth in Section 9-01 was met.

Section 9-03. **Payment in Advance.** Expenses incurred in defending a Proceeding may be paid by the Society in advance of the final disposition of the Proceeding as authorized by the Board of Directors as provided in Section 9-02 upon receipt of an undertaking by or on behalf of the Agent to repay such amount if and when it should ultimately be determined that the Agent is not entitled to be indemnified by the Society as authorized in this Article IX.

Section 9-04. **Insurance.** The Board of Directors may exercise the Society's power to purchase and maintain insurance on behalf of any person who is or was an Agent of the Society, or is or was serving at the request of the Society as an Agent against any liability asserted against or incurred by the Agent in any such capacity, or arising out of the Agent's status as such whether or not the Society would have the power to indemnify the Agent against such liability hereunder or otherwise.

Section 9-05. **Other Coverage.** The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, agreement, vote of members or disinterested directors, Texas Nonprofit Corporation Act, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE X DUES

Section 10-01. **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues or assessments for the various classifications of members. The Board shall have the power to waive dues and assessments in appropriate cases.

Section 10-02. **Payment of Dues.** Dues shall be payable in advance by the thirty-first day of January in each fiscal year. Annual memberships shall run from January 1 to December 31; annual dues will not be prorated.

Section 10-03. **Termination of Membership.** The Treasurer shall notify in writing any member who shall not have paid all dues and assessments in full within six (6) months after the date designated by the Board that unless all dues and assessments are paid in full within twelve (12) months after their due date, the membership of such member shall automatically terminate. The membership of any member who shall not have paid all dues and assessments in full within twelve (12) months after the date designated by the Board shall thereupon automatically terminate without further notice. The Treasurer shall strike from the membership register the name of any such member and shall certify to the Board from time to time a list of all names so deleted.

ARTICLE XI MISCELLANEOUS

Section 11-01. **Instruments, Checks, and Drafts.** Except as otherwise provided in these Bylaws, or where the signing and delivery thereof is expressly delegated by the Board of Directors to some other officer or agent of the Society, (a) the President shall have the power to execute and deliver on behalf of the Society any instruments requiring the signature of the Society; and (b) all checks, drafts or other orders for the payment of money shall be signed by the Treasurer or the President if the Treasurer is unavailable.

Section 11-02. **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.

Section 11-03. **Voting by the Society.** Unless otherwise provided by resolution adopted by the Board of Directors, the President may from time to time appoint one or more agents or attorneys in fact of the Society, in

the name and on behalf of the Society, to cast the votes which the Society may be entitled to cast as the holder of stock or other securities in any corporation, association or other entity, or to consent in writing to any action by such corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Society all such written proxies or other instruments as the President may deem necessary or proper.

Section 11-04. **Books and Records.** The Society shall maintain minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, accurate and complete books and records of account, and a membership register listing the names of all members in alphabetical order, along with their addresses. All books and records of the Society may be inspected by any member or the member's agent or attorney for any proper purpose at any reasonable time.

Section 11-05. **Corporate Seal.** The corporate seal of the Society shall be in such form as shall be approved by resolution of the Board of Directors and may be used by causing it or a facsimile thereof to be impressed, affixed or in any manner reproduced.

Section 11-06. **Divisions.** The Society may vote to establish divisions from time to time. This will require a simple majority vote of the membership at a regular annual or special meeting upon 45 days' notice. Proposals for a new division may be made by any member and must be approved by a majority of the Board of Directors at a regular, special, telephone meeting, or by mail ballot. All members of a division must be members of the Society. The division may establish its own dues, in addition to the dues of the Society.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice is required to be given under the Texas Nonprofit Corporation Act or under the Articles of Incorporation or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein and whether before or after the meeting, shall be deemed equivalent to the giving of such notice. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII AMENDMENTS TO BYLAWS

Section 13-01. **Amendments by Board of Directors.** Upon at least sixty (60) days written notice to all directors, alterations, amendments or repeal of these Bylaws may be approved at any regular or special meeting of the Board, or by mail or electronic ballot, by two thirds (2/3) of the directors in office. Written notice of alterations, amendments or repeal of these Bylaws approved by the Board shall be communicated to all eligible Members of the Society in good standing for approval. A majority vote of the eligible members responding to such a mail or electronic ballot is necessary in order to adopt the revised Bylaws. Such vote will be valid only if at least 10% of eligible Members respond.

Section 13-02. **Amendments by Members.** Upon at least forty-five (45) days written or electronic notice to all members, these Bylaws may be amended at any regular or special meeting of the members of the Society by a majority vote of the members present at a meeting at which a quorum is present or by electronic vote where a majority of members respond with an affirmative vote.