

Amended and Approved by Board of Directors on November 8, 2023

AMENDED AND RESTATED BYLAWS

OF

CLINICAL TMS SOCIETY, INC.

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ARTICLE 1

NAME AND PURPOSES

1.1 Name. The name of the corporation shall be **Clinical TMS Society, Inc.** (the “Corporation”).

1.2 Purposes. The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). The purposes or mission of the Corporation are:

- (a) to promote the common interests of medical professionals practicing in the field of transcranial magnetic stimulation (“TMS”);
- (b) to formulate and improve the clinical standards and education for medical professionals practicing in the field of TMS;
- (c) to promote the clinical use and public awareness of the medical benefits of TMS
- (d) to increase access to TMS therapy for patients; and
- (e) to otherwise engage in any lawful act and activity consistent with the foregoing for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act (the “Act”).

ARTICLE 2

MEMBERSHIP

2.1 Members and Member Qualifications. The Corporation shall have six (6) classes of members: Physician/Medical Doctor Members, Research Members, Non-Physician Practitioner Members, Trainee Members, Associate Members and Business Members (the “Members”). The determination as to whether an individual is qualified to be a member and to which class of membership they belong shall be made by the Board or a committee designated by the Board in its discretion. Subject to the provisions of the Certificate of Incorporation, the following classes of members will have the right to vote for the election of the Corporation’s directors and to vote on other matters submitted to the Members for action: Physician/Medical Doctor Members, Research Members, Non-Physician Practitioner Members and Trainee Members, (the “Voting Members”).

(a) Physician/Medical Doctor Members. A Physician/Medical Doctor Member is defined as a medical practitioner who has the highest terminal medical degree available in the member's country. This would be the member's country's equivalent to an MD, DO, MBBS, or MBBCh. A Physician/Medical Doctor Member shall have the right to serve on committees, to be appointed as a chair of a committee, and to be elected as a regular member of the Board of Directors of the Society (regular Director). A Physician/Medical Doctor Member shall have full access to the Society's web content, affinity groups, and mentoring programs.

(b) Research Members. A Research Member is defined as a person with a doctoral degree who is actively engaged in, or has a strong background of, research in the field of neuromodulation. A Research Member shall have the right to serve on committees and may be appointed as a chair of a committee. A Research Member may be elected to the Board of Directors for the Research Member Reserved Seat, but may not be elected as a regular Director. A Research Member shall have full access to the Society's web content, affinity groups, and mentoring programs.

(c) Non-Physician Practitioner Members. A Non-Physician Practitioner Member is defined as a person providing care to patients such as Physician Assistants, Nurse Practitioners with advanced and/or doctoral degrees, Non-Medical Prescribers, Clinical Psychologists, or others with similar degrees and/or level of practice. A Non-Physician Practitioner Member shall have the right to serve on committees and may be appointed as a chair of a committee. A Non-Physician Practitioner Member may be elected to the Board of Directors for the Non-Physician Practitioner Member Reserved Seat, but may not be elected as a regular Director. A Non-Physician Practitioner Member shall have full access to the Society's web content, affinity groups, and mentoring programs.

(d) Trainee Members. A Trainee Member is defined as a person currently enrolled in an educational or training program that awards degrees or certificates, or provides other postdoctoral training such as residency or postdoctoral fellowship programs or the equivalent. A Trainee Member shall have the right to serve on committees and may be appointed as a chair of a committee. A Trainee Member may be elected to the Board of Directors for the Trainee Member Reserved Seat, but may not be elected as a regular Director. A Trainee Member shall have full access to the Society's web content, affinity groups, and mentoring programs.

(e) Associate Members. An Associate Member is defined as a person who supports the mission of the Clinical TMS Society but who does not qualify for the other categories of membership. Examples include Medical Assistants, Nurses, Technicians, and Therapists. An Associate Member shall not have the right to vote on matters submitted to the Members for action. An Associate Member cannot be elected to the Board of Directors nor vote in the election of Directors. An Associate Member shall have the right to serve on committees and may be appointed as a chair of a committee. An Associate Member shall have full access to the Society's web content, affinity groups, and mentoring programs.

(f) Business Members. A Business Member is defined as a person who is a business executive, other industry expert, or a person involved in the selling, manufacturing, testing or servicing of TMS devices. A Business Member shall not have the right to vote on matters submitted to the Members for action. A Business Member cannot be elected to the Board of Directors

nor vote in the election of Directors. A Business Member shall have the right to serve on committees but may not be appointed as a chair of a committee. A Business Member shall not have full access to the Society's web content, affinity groups, and mentoring programs.

(g) Unless otherwise expressly provided for in the Certificate of Incorporation or by resolution of the Board, Members shall have no rights other than those set forth in these Bylaws or by law.

22 Election. Any qualified person that the Board elects as a Voting Member or a Business or Associate Member shall be a Voting Member or a Business or Associate Member, as the case may be, and shall be in good standing so long as he or she pays all membership dues and assessments and complies with any membership rules or requirements that the Board may establish from time to time.

23 Transferability: Alteration: Resignation: and Removal. Membership in the Corporation shall be nontransferable. The Board may alter membership status or terminate membership with or without cause or notice, except that unaccrued dues that have been paid in advance shall be returned upon termination. Without limiting the foregoing, the Board may terminate the membership of a member who is not in good standing based on non-payment of dues or assessments or non-compliance with membership rules or requirements. A member may resign membership with or without cause, however a resigning member will forfeit any dues that have been paid in advance.

24 Power of the Board to Establish Fees, Etc. The Board shall have the power and authority to set the level of (and to change from time to time) membership fees, dues and other similar charges to be paid to the Corporation by Members, and such fees, dues and other charges may be set differently for one or more classes of membership. The Board shall also have the power and authority to levy assessments for special purposes.

25 Membership Meetings.

(a) Annual Meeting. The annual meeting of the Members for the election of directors and for such other business as may properly come before the meeting shall be held on such date as shall be fixed from time to time by the Board, such meeting to be at such time and at such place as the Board shall determine. Notice of the annual meeting shall be provided to each Member not less than ten (10) nor more than sixty (60) days prior to said meeting.

(b) Special Meetings. Special meetings of the Members of the Corporation may be called at any time by the Board and shall be called by the President upon the written request of not less than one-fourth (1/4) of the Voting Members. Notice of any special meeting thus called, stating the purpose thereof, shall be provided to each Member not less than ten (10) nor more than sixty (60) days prior to said meeting. At any special meeting, only the business stated in the notice of such meeting may be transacted thereat.

26 Member Voting.

(a) Vote. Each Voting Member shall be entitled to one vote on each matter submitted to the Members for action. Voting members may vote or otherwise take action at a meeting by mail ballot or by unanimous written consent of the Voting Members.

(b) Proxy Voting. Voting by proxy shall be permitted. A Voting Member may appoint a proxy to vote or otherwise act for such Member at a meeting of Members by signing an appointment form or by an electronic transmission of the appointment. An electronic transmission must contain or be accompanied by information from which the Corporation can determine that the Voting Member authorized the electronic transmission. An appointment of a proxy is effective when a signed appointment form or an electronic transmission of the appointment is received by the Secretary of the Corporation or another person authorized by the Board to tabulate the votes.

(c) Voting by Ballot. The Board may authorize a membership vote on any matter by a written ballot submitted by mail, e-mail or other electronic transmission, *provided* that any e-mail or other electronic transmission must either set forth or be submitted with information from which it can be determined that the e-mail or other electronic transmission was authorized by the Voting Member or their proxy.

2.7 Quorum. Voting Members holding one-tenth (1/10) of the votes entitled to be cast shall constitute a quorum. A majority of the Voting Members present at any meeting may adjourn the meeting from time to time, whether or not they constitute a quorum, and any business which could have been transacted at any meeting may be taken at any adjournment thereof without the necessity of new notice of the adjourned meeting.

2.8 Act of Members. Directors are elected by a plurality of the votes cast by the Members entitled to vote in the election at which a quorum is present or, if voting by mail or electronic mail, in an election in which the total number of Members who vote is not less than the number required for a quorum. Action on any other matter by Members entitled to vote thereon is approved if the votes cast in favor of such action exceed the votes cast opposing the action, unless a greater proportion is required by law, by the Certificate of Incorporation, by these Bylaws or by resolution of the Board.

2.9 Record Date, Etc.

(a) Record Date. In order that the Corporation may determine the Members entitled to notice of or to vote at any meeting of the Members or any adjournment thereof, or entitled to express consent to corporate action without a meeting, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date:

(i) in the case of a determination of Members entitled to notice of or to vote at any meeting of Members or adjournment thereof, be not more than seventy (70) nor less than ten (10) days before the date of such meeting; and

(ii) in the case of a determination of Members for any other action, be not more than sixty (60) days prior to such other action.

(b) No Record Date. If no record date is fixed by the Board:

(i) the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the date preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; and

(ii) the record date for determining Members for any other purpose shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

(c) Adjourned Meetings. A determination of Members entitled to notice of or to vote at a meeting shall apply to any adjournment of the meeting, *provided* that the Board shall fix a new record date for any meeting adjourned to a date more than one hundred twenty (120) days after the original meeting date.

(d) List of Members Entitled to Vote. After fixing a record date for a meeting, the Secretary shall prepare an alphabetical list of the names of all of the Members. The list shall be arranged by classes of Members and shall specify the names of the Members entitled to vote at the meeting. The list shall be available (i) for inspection by any Member beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at such place identified in the meeting notice, and (ii) at the meeting.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Powers and Duties. The property and affairs of the Corporation shall be managed and conducted by the Board, which may authorize and direct the Corporation to exercise all such powers and do all such things as may be exercised or done by the Corporation but subject nevertheless to the provisions of the Corporation's Certificate of Incorporation, these Bylaws and applicable law.

3.2 Election, Term of Office, Qualifications and Number; Term Limits.

(a) Election and Term of Office. The board of directors shall be divided into three (3) classes as nearly equal in number as possible. Each class of directors shall serve their term (3 years) until the annual member meeting and until their successors are duly elected and qualified. Prior to the annual member meeting, elections will be held to replace the class of directors whose terms expire at the upcoming annual member meeting. Directors shall be elected to hold office for a term of three (3) years, so that the term of one class of directors shall expire each year. If the number of directors is changed as provided in Section 3.2(c) of these Bylaws, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each

class as nearly as equal as possible. To the extent not otherwise provided herein, the number of directors in each class of directors at any time shall be the number fixed by resolution of the Board or, in the absence thereof, shall be the number of directors in each class that were elected.

(b) Qualifications. Each director must be an individual who is a Voting member in good standing.

(c) Number. The Board of Directors shall consist of not fewer than three (3) nor more than twenty-nine (29) directors including reserved directors positions. The total number of directors and the number of directors in each class of directors at any time shall be the number fixed by resolution of the Board or, in the absence thereof, shall be the total number of directors and the number of directors in each class immediately following the last annual meeting of the Members.

(d) Term Limits: There shall be a limit of two (2) successive three-year terms which an individual may serve as a director. Any director who shall serve for two (2) successive terms shall not be eligible for election to a term or terms until one (1) year shall lapse. For purposes of this limitation, a "term" shall include a partial term served as the result of filling a vacancy, an initial full term which is more than one (1) year because of the classification of the Board pursuant to Section 3.2(a) of these Bylaws, and a full three-year term.

(e) Representation. The Board of Directors shall be comprised of Voting members who are TMS prescribers and be representative of the membership of the corporation, with the following exceptions: one member of the board should be an international Voting member of the corporation, and one member of the board should be a Voting member who is not a TMS prescriber.

(f) ACROSS Representative. In support of better liaison with the American Psychiatric Association (APA), the Board of Directors (BOD) of the Clinical TMS Society will designate a general member to serve as the society's delegate to the APA Assembly Committee of Representatives of Subspecialties and Sections (ACROSS). The ACROSS representative shall report to the BOD about the activities of the Assembly in general and the ACROSS committee in particular. In a reciprocal manner, the representative will promote the interests of CTMSS and its BOD and advocate positions that are relevant to fulfilling the mission of CTMSS at the Assembly.

The ACROSS representative shall be a *member of the APA* and either a current or past member of the BOD and shall be selected by vote of the BOD. The ACROSS representative shall serve a term of 2 years without a limit of subsequent terms. Nominations for the ACROSS representative will be received prior to the quarterly BOD meeting before the term ends.

If the ACROSS representative is not currently a member of the Board of Directors, The ACROSS Representative may attend CTMSS Board meetings and is allowed to take part in the meeting, share their views but not vote. If, for some reason, the ACROSS Representative resigns *or is unable to fulfill their obligations*, the Executive Committee will assign a substitute to temporarily fill the position. If a new representative is required, it will be assigned at the next board meeting to *fulfill the term*.

(g) FACTMS Representative. In support of better liaison with the Foundation for the Advancement of Clinical TMS (FACTMS), the Board of Directors of the Clinical TMS Society shall welcome a delegate from FACTMS to participate in Board meetings.

If the FACTMS representative is not currently a member of the Society's Board of Directors, the FACTMS Representative may attend CTMSS Board meetings and is allowed to take part in the meeting, share their views, but not vote. If, for some reason, the FACTMS Representative resigns *or is unable to fulfill their obligations*, the FACTMS Board may assign a substitute.

3.3 Board Meetings. The Board may hold its meetings, annual, regular or special, at such place or places within or without the State of Connecticut as it may from time to time determine or as shall be specified or fixed in the notice or waiver of notice thereof.

(a) Annual Meetings. An annual meeting of the Board for the election of officers and for such other business as may properly come before the Board shall be held at such time and place as the Board may direct.

(b) Regular Meetings. Regular meetings of the Board shall be held at such times as shall be specified in a resolution adopted by the Board then in effect, or if there shall not be any such resolution then in effect, as shall be specified in a notice of such meeting.

(c) Special Meetings. Special meetings of the Board shall be held whenever called by the President or by at least two (2) of the directors then in office.

Notice. At least five (5) days' notice of each special meeting stating the time and place of the meeting shall be given to each director in accordance with Section 8.1 of these Bylaws (i) by the President or the Secretary, or (ii) in the case of a special meeting that has been called by the directors, by the directors calling the meeting. Except as otherwise provided in these Bylaws or as otherwise required by the Act, neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice of waiver of notice of such meeting.

(e) Waiver of Notice. The attendance of a director at any meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by the director of notice of such meeting.

(f) Remote Participation at a Board Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, directors may participate in a meeting of the Board by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another, and such participation in a meeting shall constitute presence in person at the meeting.

(g) Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business.

(h) Adjournment. A majority of the directors present at any meeting of the Board, including a meeting at which a quorum is not present, thereat may adjourn the meeting to another time and place. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three (3) days.

3.4 Manner of Acting.

(a) In General. The act of a majority of the directors present at any meeting at which a quorum is present at the time shall be the act of the Board, unless the vote of a greater or lesser proportion is otherwise required by the Act or by these Bylaws.

(b) Electronic Voting in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board, or any committee thereof, may be taken without a meeting if all directors or members of such committee unanimously consent to conducting such a vote on a specific matter. This is a two-step process: first there must be unanimous consent to conduct the vote in lieu of a meeting and then a vote on the matter at hand. The first step, the consent, which must contain the text of the vote at hand, may be in writing, e-mail or other electronic transmission and must be signed. (An e-mail or other electronic transmission shall be deemed to be signed for the purposes hereof if it contains or is accompanied by information from which the Corporation can determine that the director or committee member authorized the electronic transmission.) This approval will be for a specific vote on a specific matter only and will not extend to other votes or other matters. It must clearly indicate approval of the proposed vote. Upon receipt of unanimous approval for the action, the second step of a vote on the matter may be conducted (subject to the same criteria as described above) and will be considered to pass upon approval of a majority of the full Board or committee. Any such action shall be considered to be the act of the Board or committee with the same force and effect as though it had been authorized at a duly called and held meeting of the Board or such committee. The writings and e-mails or other electronic transmissions evidencing such consent shall be filed with the minutes of the proceedings of the Board or committee.

(c) Fundamental Matters. The act of a majority of the directors then in office and present at any duly called meeting of the Board shall be required to take action with respect to the following:

- (i) Amendment of the Certificate of Incorporation;
- (ii) Adoption, amendment or repeal of these Bylaws;
- (iii) Levy of an assessment for a special purpose;
- (iv) Approval of a plan of merger or a sale, lease, exchange or other disposition of assets, other than a disposition described in Section 33-1165 of the Act, if the disposition would leave the Corporation without a significant continuing activity; or
- (v) Approval of a proposal to dissolve the Corporation.

3.5 Resignation. Any director of the Corporation may resign at any time by giving notice to the President of the Corporation. In the event of a resignation of a director without notice, the President shall confirm such resignation in writing. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director who fails to attend three (3) or more consecutive regular meetings of the Board shall upon the affirmative vote of the Board be deemed to have resigned as a director.

3.6 Removal. A director may be removed from the Board with cause by a majority vote of the directors present at a meeting at which a quorum is present. Such action may be taken at any meeting, provided that due notice of the proposed removal shall have been duly given.

3.7 Vacancies. In the event a director ceases to be in office before the expiration of the director's term, the Board shall have the exclusive power to fill the vacancy and the person elected to fill such vacancy shall hold office for the unexpired portion of the term of their predecessor.

ARTICLE 4

COMMITTEES

4.1 General. There shall be an Executive Committee and the other Standing Committees set forth in these Bylaws. The Board or the President may designate one or more directors or other individuals to constitute any other committee. Aside from the Executive Committee, per section 4.2(a) below, standing committees shall act only in an advisory capacity to the Board or the President. No such committee shall have any power or authority prohibited by law or as to the following:

- (a) approve or recommend to Members action that the Act requires to be approved by the Members, including amendment of the Certificate of Incorporation;
- (b) fill vacancies on the Board of Directors or, subject to Section 33-1101(g) of the Act, on any of its committees;
- (c) adopt, amend or repeal of these Bylaws;
- (d) amendment or repeal of any resolution of the Board of Directors;
- (e) levy an assessment for a special purpose;
- (f) approve a plan of merger or a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than (i) in the usual and regular course of affairs of the Corporation, or (ii) a mortgage, pledge or other encumbrance described in Section 33-1165(2) of the Act;
- (g) approve a proposal to dissolve the Corporation; or
- (h) act on any other matter committed by these Bylaws or a resolution of the Board to another committee.

42 Standing Committees. The Corporation shall have the following standing committees.

(a) **Executive Committee.** The Executive Committee shall consist of the President, the Vice President(s), if any, the Treasurer, the Secretary and one (1) Member at Large director selected by the Board, and the immediate past president. During the intervals between meetings of the Board, the Executive Committee may exercise all of the powers and authority of the Board in the management and direction of the business and affairs of the Corporation, in such manner as such committee shall deem to be in the interests of the Corporation, and in all cases in which specific directions shall not have been given by the Board, subject to the oversight of the Board of Directors and to any limitations imposed by statute, the Certificate of Incorporation or these Bylaws. The Executive Committee shall consist of Voting members who are TMS prescribers. Members of the Executive Committee must have been members of the Board of Directors of the corporation for at least nine months in order to be eligible for election to the Executive Committee.

(b) **Membership and Outreach Committee.** The Membership and Outreach Committee shall be responsible for promoting the value of membership in the Corporation and expanding the membership of the Corporation. It will also will serve as the communication liaison between the society, the members and the general public. The members of the Membership and Outreach Committee need not be directors, however and at least one chair of the committee shall be a Director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(c) **Clinical Standards Committee.** The Clinical Standards Committee will work on creating and maintaining treatment guidelines for clinical practice. The members of the Clinical Standards Committee need not be directors, however, at least one chair of the committee shall be a director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(d) **Research Committee.** The Research Committee shall work to review current and past applicable research in order to keep the society members informed of new research developments. The members of the Research Committee need not be directors, however, at least one chair of the committee shall be a director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(e) **Insurance Committee.** The Insurance Committee shall develop strategies to expand insurance coverage for TMS services across the nation. The members of the Insurance Committee need not be directors, however, at least one chair of the committee shall be a director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(f) **Legal, Business, & Ethics Committee.** The Legal, Business, & Ethics Committee manages all legal, business, and ethical issues related to the Corporation. The members of the Legal, Business, & Ethics Committee need not be directors, however, at least one chair of the committee shall be a director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(g) **Annual Meeting Committee.** The Annual Meeting Committee shall plan and host the corporation's Annual Meeting. The members of the Annual Meeting Committee need not be directors, however, at least one chair of the committee shall be a director. The President of the corporation, and other members of the Executive Committee may serve an advisory role on this committee. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(h) **Education Committee.** The Education Committee shall fulfill the mission of society by collaboration, planning and execution of educational activities and materials, including but not limited to the Grand Rounds program. The members of the Education Committee need not be directors, however, at least one chair of the committee shall be a director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(i) **TMS Training Committee.** The TMS Training Committee shall be responsible for overseeing in-person and online training courses. The members of the TMS Training Committee need not be directors, however, at least one chair of the committee shall be a director. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(j) **Nominating Committee.** The Nominating Committee shall be responsible for presenting to the Voting Members, at least thirty (30) days prior to the annual meeting of the Members, a slate of nominees for election as directors to fill the class of directors whose term is expiring that year. The Nominating Committee shall consist of at least two (2) Voting Members of the Corporation, one of whom shall have been a Voting Member of the Corporation for at least two (2) full years. The members of the Nominating Committee shall be approved by a vote of a majority of the directors present at a meeting of the Board at which a quorum is present. If, in the nominating process, the Committee should have questions or for any reason should reach a stalemate, the committee shall immediately approach the Board of Directors for assistance in resolving the question or stalemate. In the event no willing candidates for an elective office are obtained via nominations received from the members, the Committee shall solicit candidates at its own discretion. The Committee must submit to the members of the Corporation the names of all eligible members who have expressed a willingness to run for director positions. The Nominating Committee shall also be responsible for soliciting candidates for officer positions, and for submitting a slate of nominees for election as officers prior to the Board's annual meeting. No member of the Nominating Committee shall be a candidate for any elective position as an officer or director of the Corporation. The members of the Nominating Committee need not be directors. The chair and co-chair, if any, will be appointed by the Executive Committee and ratified by the Board of Directors for a two-year term.

(k) **Budget and Finance Committee.** The Budget and Finance Committee shall have a responsibility to advise the Board on appropriate budgeting, accounting practices and investments as a nonprofit corporation. Other functions of this Committee shall be to propose an annual budget and to monitor income and expenditures and conduct an audit as directed by the Board. The Budget and Finance Committee shall be composed of at least three members, which shall include the Treasurer serving as the chair, President and President-Elect.

4.3 Chairs. One or more members of a committee shall be appointed as the chair or co-chairs of the committee by the Executive Committee subject to the ratification by the Board. Alternate or replacement members of any committee shall be appointed in the same manner as committee members are selected initially.

4.4 Tenure. A member of a committee shall serve until the next annual meeting of the Board or until their successor is appointed, unless the committee shall be sooner dissolved or unless he or she is removed from such committee by the Board or unless the individual ceases to qualify as a member of such committee. Members of any committee will be appointed or approved by the chair and/or co-chair of each committee.

4.5 Meetings and Notice. A meeting of any committee may be called by the President or the chair of the committee. Each committee shall meet as often as necessary and appropriate to perform its duties. Notice of the date, time, and place of a meeting shall be given at such time and in such manner as to provide reasonable notice to committee members of the meeting. Each committee shall keep minutes of its proceedings.

4.6 Quorum. Except as otherwise provided in these Bylaws or rules adopted by the committee or the Board, a majority of the full committee shall constitute a quorum and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

4.7 Resignations and Removals. A member of a committee may resign at any time by submitting a written resignation to the chair of the committee or the President. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of receipt thereof, and the acceptance thereof shall not be necessary to make it effective. Any member of any committee may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

4.8 Vacancies. A vacancy on a committee shall be filled within thirty (30) days of the event creating the vacancy, for the unexpired portion of the term, in the same manner in which the appointment of the previous committee member was made. During any vacancy, the remaining committee members may continue to act with the power and authority of the full committee.

4.9 Policies and Procedures Manual. The Board of Directors shall approve a Policies and Procedures manual for the specific practices of the Society, that may be amended as necessary. This manual shall include the Conflict of Interest Policy, the Ethics policy and other such policies which the society deems necessary.

ARTICLE 5

MEMBERS COUNCIL

5.1 General. The Society shall establish a Members Council, headed by the Member-at-Large and composed of the Leads of the Special Interest Councils (SICs). The Society may establish Special Interest Councils, each with a topical or geographical focus. The Member-at-Large shall be responsible for the Councils, shall serve as the primary liaison between the Councils and

the Board, and shall manage the processes by which SICs are created, maintained, or disbanded, in accordance with the Society's Policies and Procedures.

ARTICLE 6

OFFICERS

6.1 Number, Term and Election of Officers. Prior to the annual member meeting, the Board shall appoint a President, a Vice President (President-Elect), a Treasurer and a Secretary, and a Member-At-Large and may appoint more Vice Presidents, and such other officers as the Board may deem necessary or advisable for the efficient operation of the Corporation's affairs. The Treasurer and Secretary positions shall serve a term of two (2) years with each position coming up for election in alternating years. Unless otherwise provided in a resolution electing an officer, all other terms of office shall extend to and expire on the date of the next annual member meeting following their election. However, if earlier, an officer's term shall end upon their death, resignation or removal as provided in these Bylaws. No person may hold more than one office or serve more than three (3) consecutive one-year terms in any one officer position.

Any person who has served for three (3) successive terms in the same officer position shall not be eligible for election to a further term or terms in that officer position until two (2) years shall elapse. In order to serve as an officer of the Board, members of the corporation shall have been active on the board of directors of the corporation for at least nine months.

6.2 President. The President shall be the chief executive officer of the Corporation. Subject to the control of the Board, the President shall, in general, supervise and control all the business and affairs of the Corporation and shall have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments. The President shall preside at each meeting of the Board and of the members but shall have the power to designate a chair of any such meeting. The President shall see that all orders and resolutions of the Board and of the committees of the Board are carried into effect. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the President by these Bylaws or by the Board.

6.3 Vice Presidents. One Vice President shall be elected as President Elect and shall serve as a member of the Executive Committee. At the end of the term of the current president of the corporation, the President-Elect shall assume the role of President upon approval of the Board of Directors.

Each Vice President, if any, shall have such general responsibilities as may be assigned to him or her from time to time by the Board or the President, and he or she shall perform all such other duties as from time to time may be assigned to him or her by the Board or the President. At the request of the President, or in case of their absence or inability to act, any Vice President designated by the Board or by the 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 Board may designate Vice Presidents in order of authority either by title, such as First Vice President and Second Vice President, or by resolution.

6.4 Treasurer. The Treasurer shall advise the Board regarding financial matters and the preparation of the annual operating budget and the annual financial statements of the Corporation and shall perform such other duties as may from time to time be assigned to him or her by the Board or by the President. If required by the Board, the Treasurer shall give such security for the faithful performance of their duties.

6.5 Secretary. The Secretary shall give all notices for the Corporation that have been authorized by the Board and shall keep the minutes of the meetings of the Board and the Members. The Secretary, or their designee, shall be the custodian of the corporate records and of the seal of the Corporation. In general, the Secretary shall perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the President. In the event that the office of Treasurer shall not have been filled by the Board, the Secretary shall perform the duties incident to the office of Treasurer.

6.6 Member-At-Large. The Member-At-Large serves as a liaison to the general membership. To properly represent the membership, it is imperative that the Member-At-Large attends all of the board meetings. The Member-At-Large is a voting member of the Executive Committee and Board of Directors.

6.7 Other Officers. The Board may from time to time appoint such other officers, including an Assistant Secretary and/or an Assistant Treasurer, as the Board may deem necessary or advisable for the efficient operation of the Corporation's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

6.8 Removal of Officers. Irrespective of their term of office, but subject to any written contract rights, any officer of the Corporation may be removed with or without cause at any time by the Board.

6.9 Vacancies. Except as otherwise provided in these Bylaws, if the office of the President, any Vice President, the Treasurer, the Secretary or any other officer appointed by the Board becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term thereof by the Board.

6.10 Resignations. Any officer of the Corporation may resign their office at any time by giving notice thereof to the President of the Corporation or to the Board. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE 7

EXECUTIVE DIRECTOR

7.1 Executive Director. The Board may appoint an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall have such qualifications and credentials as may be determined by the Board for the overall operation and management of the programs and services of the Corporation

7.2 **Executive Director Duties.** Subject to control by the Board, the Executive Director shall have the immediate direction and oversight of the activities of the Corporation. The Executive Director shall make a report in respect to the Corporation and its operations at the annual meeting of the Board and at such other times as may be required by the Board. In addition, the Executive Director may act as the custodian of all papers, documents and records of the Corporation as directed by the Board. The Executive Director shall act as the liaison between the Board and the Members and shall also perform such other duties and exercise such additional powers as these Bylaws may provide or as the Board may assign from time to time. Subject to any written contract, the Executive Director shall serve at the discretion of the Board or for such term, if any, as may have been specified with respect to the Executive Director's appointment or re-appointment, as the case may be.

ARTICLE 8

LOANS, CHECKS AND DEPOSITS

8.1 **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.2 **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed with the signatures or facsimile signatures of such officers or agents of the Corporation as the Board shall from time to time designate by name or title, or in lieu of any action by the Board, as the President shall designate.

8.3 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or, in lieu of any action by the Board, as the Treasurer may select.

ARTICLE 9

CORPORATE RECORDS AND FINANCIAL STATEMENTS

9.1 **Corporate Records.** The Corporation shall keep at its principal place of business a copy (in written form, or in a form capable of conversion into written form) of: its federal tax-exemption application and related tax-exempt status determination letter; its current Certificate of Incorporation and any amendments thereto; these Bylaws, including all amendments thereto, certified by the Secretary; an original or a copy of the minutes of the meetings of the Members, the Board and any committees of the Board; an alphabetical list or record containing the names and addresses of all Members by class of membership; and a list of all established or recognized chapters and the names and contact information of the officers of such chapters.

9.2 **Financial Statements.** At intervals of not more than twelve (12) months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four (4) months prior thereto and a statement of receipts and disbursements with respect to its operations for the twelve (12) months preceding such date. The balance sheet and statement shall be deposited at the principal office of the Corporation and be kept for at least ten (10) years from such date.

ARTICLE 10

MISCELLANEOUS PROVISIONS

10.1 Notices. Without limiting the manner by which notice may otherwise be given under the Act, any notice required or permitted to be given under the Act, the Certificate of Incorporation or these Bylaws shall be deemed to have been given if delivered in person or sent by U.S. first class mail, postage pre-paid, or by overnight delivery service, facsimile or e-mail or other electronic transmission and addressed to such person at the mailing address, facsimile number or e-mail address or other address, as the case may be, shown on the Corporation's records or, if to the Corporation, at its regular mailing address or the facsimile number, e-mail address or other address of the President or the Secretary or the Assistant Secretary, as the case may be. A notice to Members shall be effective if sent (a) by U.S. mail or by overnight delivery service, when deposited in the U.S. mail or delivered to such overnight delivery service; (b) by facsimile, when directed to a facsimile number at which the Member has consented to receive notices; (c) by e-mail, when directed to an e-mail address at which the Member has consented to receive e-mail notices; and (d) by any other form of electronic transmission, when directed to the Member at an address at which the Member has consented to receive such notices. An affidavit of the Secretary or an Assistant Secretary of the Corporation that the notice has been given by U.S. mail, facsimile, e-mail or other electronic transmission shall be prima facie evidence of the facts stated therein.

10.2 Amendments. These Bylaws may be amended or repealed by the affirmative vote of a majority of the directors then in office and present at any duly called meeting of the Board, provided that the notice of such meeting shall state that one of the matters to be considered at the meeting is amendment of these Bylaws.

10.3 Execution of Contracts. The Board may authorize any officer or officers and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board.

10.4 Compensation for Services. The Corporation may pay compensation to any person (except a government official), even if such person is also a Member, director or officer of the Corporation, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) which are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is reasonable and not excessive. The Board shall determine the amount of compensation or reimbursement that shall be paid.