

THE AMERICAN PEDIATRIC SOCIETY CONSTITUTION AND BY-LAWS

Introduction

The American Pediatric Society was founded in 1888 and incorporated in the State of New York in 1961. The provisions of this Constitution and By-laws (the "By-laws") are amended and expanded from those as amended and approved by the Society in May 1994.

Article I Name. The name of this organization shall be THE AMERICAN PEDIATRIC SOCIETY (the "Society").

Article II Status.

1. Activities. The Society is a non-profit organization. Accounting and disposal of income will adhere to the IRS requirements for non-profit organizations which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these By-laws, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. Distributions. Upon the dissolution of the Society, the Council shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Council shall determine. Any assets not so disposed of shall be disposed of by the Court of common pleas of the county in which the principal office of the Society is then located, exclusively for such

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. Policies. The Society shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, gender, sexual orientation, national origin, religion, disability, socioeconomic status, or creed.
4. Communication. For purposes of these Constitution and By-Laws, the phrase “documented form of communication” shall be deemed to include postal service mail, overnight or expedited, e-mail, text messages, and other communications via use of technology.

Article III

Offices. The Society shall have and continuously maintain in the State of New York a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of New York and such other registered agents as the Council may from time to time determine. The business office of the Society shall be located at such place as the Council of the Society shall direct from time to time.

Article IV

Purpose. The Society’s primary purpose shall be the advancement of child and adolescent health and well-being by shaping the future of academic pediatrics through engagement of distinguished child-health leaders for the promotion of pediatric research, recognition of achievement, and cultivation of excellence in pediatric advocacy, scholarship, education, and leadership development of a diverse, inclusive, and engaged group of pediatricians. As part of this purpose, the Society will be engaged in implementing, evaluating, and disseminating policies, programs, practices, and advocacy that work to eliminate structural inequities such as racism, social injustice, and sexism and promote diversity, inclusiveness, and equity both within the organization and in the greater academic community and nation. Other purposes of the Society shall be to take such action as is determined appropriate by the Council from time to time to promote the primary purpose of the Society with the intentional strategy to advance the causes of pediatric medicine and the health and well-being of all infants, children, and adolescents, consistent with the Articles of the Society. The vision is to advance child and adolescent health and

well-being through an engaged, diverse, inclusive, and impactful community of pediatric thought leaders

Article V

Membership.

1. Categories. There shall be three (3) categories of members:
 - i) Active Members
 - ii) Emeritus Members
 - iii) Honorary Members

Active and Emeritus membership is restricted to residents from the United States or Canada. Members must be current in their dues to be members in good standing of the Society. Membership is evidenced by the membership records maintained by the Secretary of the Society.

- a) Active Members. Active members shall be limited to professionals who have distinguished themselves as child health leaders, teachers, scholars, policymakers, and/or clinicians and whose important contributions are recognized nationally and/or internationally, as determined by the Council, and who have well-established credentials as teachers, scholars, policymakers, and/or clinicians and whose contributions have advanced child health.

All Active members who have reached their seventieth (70th) birthday and/or full retirement before the first day of the Annual Meeting (as defined in Article X below) of that year may, at their request, be transferred to Emeritus membership. Other Active members may request to be transferred to Emeritus membership for reasons of health, full retirement, or other extenuating circumstances. Council shall consider such requests, except in the instance of any officer, for whom a transfer to Emeritus membership will be deferred until completion of service on the Council, as defined in Article VI of these By-laws.

- b) Emeritus Members. All Active members who have reached their seventieth (70th) birthday and/or full retirement before the first day of the Annual Meeting of that year may, at their request, be transferred to Emeritus membership. Other Active members may

request to be transferred to Emeritus membership for reasons of health, full retirement or other extenuating circumstances. Council shall consider such requests, except in the instance of any officer, for whom a transfer to Emeritus status will be deferred until completion of service on the Council as defined in Article VI of these By-laws. Emeritus members shall be entitled to attend meetings, submit abstracts and to present papers but shall not be allowed to vote or hold office.

- c) Honorary Members. Honorary members shall be individuals who reside outside of the United States or Canada and who otherwise meet the criteria for Active membership and have made internationally recognized contributions to child health, as determined by the Council.

Honorary members shall not pay dues, vote, hold office, nor nominate individuals for Active membership; otherwise, they shall have all the privileges of Active members.

2. Term and Termination of Membership. Subject to the provisions concerning categories of membership and unless sooner terminated on the basis provided in the By-laws, membership of any category shall continue as long as a member evidences interest in the purposes of the Society to the satisfaction of the Council and pays the required dues and fees. Membership may be terminated by the Council without further action as described in Article XI of these By-laws for nonpayment of required dues and fees. Membership may also be terminated by the Council if the Council is presented with evidence of (i) a final determination of academic misconduct or unethical behavior on the part of the member, which determination has been made by a peer review board of a licensed academic institution or of a licensed foundation or a governmental entity, or (ii) the conviction of the member for any type of felony or any other crime involving acts of moral turpitude. Before effecting any such termination, the Council shall conduct a hearing which shall be limited to affording the member in question an opportunity to present evidence to the effect that the peer review board determination in question was not made or was not final, or that such determination or conviction did not involve the member in question. Such hearing may be conducted at a regularly scheduled meeting of the Council or a special meeting of the Council, at the discretion of the

Council, and shall be attended only by members of the Council, and/or the member who is the subject of the potential membership termination, and (at the option of the Council or the member in question, as the case may be) legal counsel for the Council and/or the member in question. Notice of the hearing, including notice of the alleged basis for membership termination, shall be given in writing by certified mail or another documented form of communication to the member who is the subject of the potential membership termination not less than 30 days in advance of the day on which the hearing commences. The Council may in its sole discretion disregard any evidence sought to be introduced by the member in question at the hearing which was not submitted to the Secretary of the Society in written form not less than 10 days in advance of the hearing.

3. Numerical Limit. There shall be no numerical limit to the membership of any category in the Society.
4. Application for Active Membership. Each applicant for membership must be nominated and seconded, respectively, by Active members of the Society who are neither officers nor members of the Council and whose dues are in good standing. Nominations of individuals for membership must be received by the Secretary by a date determined by the Council for the year in question. Persons nominated for Active membership must among other things meet the requirements set forth in Section 1(a) of this Article V for consideration.
5. Election of Members.
 - a) Active membership shall be open to professionals who reside in the United States or Canada whose important contributions have advanced child health, and in each case, who meet the criteria as outlined in Section 1(a) of Article V of these By-laws.

The nomination of a candidate for Active membership shall be made and seconded, respectively, in writing by two Active members other than officers or Council members of the Society. The nominator shall complete an application form prepared by the Secretary and approved by the Council which specifies requirements for admission to membership. The nomination and all supporting data must be received by the Secretary at a time which is determined by the Council to permit orderly processing and review of the nomination

before the regular Fall Council Meeting for that year. The Council will decide, by majority vote, whether the nominee is accepted for membership, whether further information is required prior to a decision being made, or whether the nominee's nomination is rejected.

The candidates not elected to membership are not eligible for re-nomination sooner than the next regularly scheduled Fall Council Meeting (as defined in these By-laws). New membership will begin on January 1 of the year following their successful nomination to the Society. At that time, privileges begin and dues are assessed.

- b) Honorary membership shall be limited to professionals who reside outside of the United States or Canada and who otherwise meet the criteria for Active membership, including internationally recognized contributions to child health, as determined by the Council.

A nomination of a candidate for Honorary membership shall be made and seconded, respectively, in writing by any two Active, Emeritus or Honorary members other than officers or Council members of the Society who are in good standing. The nominator shall complete an application form prepared by the Secretary and approved by the Council, which specifies requirements for admission to membership. The nomination and all supporting data must be received by the Secretary at a time which is determined by the Council to permit orderly processing and review of nominations before the regular Fall Council Meeting for that year. The Council will decide, by majority vote, whether the nominee is accepted for membership, whether further information is required prior to a decision is made, or whether the nominee's nomination is rejected.

The candidates not elected to Honorary membership are not eligible for re-nomination sooner than the next regularly scheduled Fall Council Meeting (as defined in these By-laws). Honorary membership will begin on January 1 of the year following their successful nomination to the Society. At that time, privileges begin.

- 6. Privileges of Members in Good Standing. Subject to the provisions of Section 7, below, members in good standing shall have the following privileges:

- a) All members may sponsor abstract submissions to the Society's Annual Meeting.
- b) Active members may vote at the Annual Meeting of the Society, as well as at special meetings of the Active members or in elections in the manner and to the extent of the By-laws and permitted by law. Each Active member shall be entitled to one vote on each matter submitted for voting by Active members. Other categories of membership shall not have any voting privileges. To the extent and in the manner permitted by law, voting on any matter may be conducted by any documented form of communication at the discretion of the Council.
- c) Active members may nominate individuals for any category of membership in the Society.
- d) Active, Emeritus, and Honorary members may nominate individuals for Honorary membership.
- e) Active members are eligible to serve as officers of the Society or members of the Council. Other categories of members shall not be eligible to serve as officers or Council members.
- f) Emeritus members shall pay the cost of scientific publications, abstract submission fees, and meeting registration fees.
- g) Honorary members will be excused from paying annual dues, but must pay the cost of scientific publications, abstract submission fees, and meeting registration fees.

7. Suspension of Privileges. The Council may suspend in whole or in part, for such period as is determined by the Council, the privileges of a member who is not in good standing or who has breached one of the rules of the Society, as determined by the Council. Subject to the provisions of this Section 7, a member will not be in good standing if the member has failed to pay required dues or fees when due in accordance with Article XI of these By-laws. A determination by the Council that the privileges of a member should be suspended as a result of breaching a rule of the Society may be

made only after the Council has conducted a hearing to afford the member in question an opportunity to present evidence rebutting any allegation that the member has breached a rule of the Society. Such hearing may be conducted at a regularly scheduled meeting of the Council or a special meeting of the Council, at the discretion of the Council, and shall be attended only by members of the Council, the member who is the subject of the potential suspension of privileges, and (at the option of the Council or the member in question, as the case may be) legal counsel for the Council and/or the member in question, respectively. Notice of the hearing, including notice of the alleged breach of a rule, shall be given in writing by certified mail or another documented form of communication to the member in question not less than 30 days in advance of the day on which the hearing commences.

8. Annual Business Meeting of Members. The Society will hold one (1) Annual Business Meeting of the members of the Society at a date, time and manner to be determined by the Council.
9. Informal Action by Members. Any action required to be taken at a meeting of the members of the Society, or any other action which may be taken at a meeting of members, may be taken without a meeting by voting conducted by mail or another documented form of communication in the manner and to the extent of the By-laws and permitted by law.
10. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Article VI Council.

1. Council Members. Except as provided below, the Council of the Society (the "Council") will be composed of twelve members consisting of five officers and seven other Council members who are elected from the Active membership of the Society:
 - a) President;
 - b) Vice President;
 - c) Secretary;

- d) Treasurer;
- e) Immediate Past President;
- f) two non-officer Council members in Class A;
- g) two non-officer Council members in Class B;
- h) two non-officer Council members in Class C; and
- i) one non-officer Council member in Class D.

One non-officer member of the Council shall be elected each year to hold office for a term of five years, except in any year in which the terms of two (or more) non-officer Council members are needed to succeed such non-officer Council members whose terms have ended (and in each case such elections shall be to hold office for a term of five years).

A Council member shall not be eligible for re-election until the third anniversary following the end of his or her term of Council membership. The offices of Secretary and Treasurer may be held by the same person and in such event, there shall be four officers and seven non-officer Council members (in the classes described above).

1. Council Duties. The Council shall be vested with the responsibility of managing and administering the affairs of the Society. This will include without limitation promulgating from time to time such rules and regulations of the Society as are deemed appropriate by the Council, notice of which shall be given by mail or another documented form of communication to the membership by the Secretary, meeting planning, membership review, policy determination, fee setting, and participating in the election of editors to the journal *Pediatric Research* or its successor publication, should this occur.

3. Pediatric Research Foundation. The Council shall, in cooperation with the Council of the Society for Pediatric Research, elect two out of the four Society Trustees (as such term is defined in the Bylaws of the Pediatric Research Foundation) to the Pediatric Research Foundation in accordance with the Articles of Incorporation and Bylaws of the Pediatric Research Foundation. Except to the extent governed by the terms of any distribution to the Society, the Council shall determine the number and size of grant awards to be made by the Society in accordance with any monies that may be distributed to the Society by the Pediatric Research Foundation. The mechanism for establishing and monitoring an appropriate peer review grant process shall

be determined by the Council in cooperation with the Council of the Society for Pediatric Research. Notwithstanding, anything provided herein to the contrary, the Council shall not have any authority hereunder, and the provisions hereof shall be of no effect, except to the extent that these provisions are consistent with the Articles, Bylaws and other documents, as well as all applicable laws and regulations, governing the Pediatric Research Foundation.

4. Regular Meetings. There shall be at least two meetings of the Council each year. A regular annual meeting of the Council (termed the “Fall Council Meeting”) shall be held at the principal business offices of the Society or at such other place, and at such time, as may be designated by resolution by the Council without other notice than this By-law and such resolution. There shall also be a second regular annual meeting of the Council which shall be held at the time of the Annual Meeting. The Council may provide by resolution the time and place, either within or outside the State of New York, for the holding of additional regular meetings of the Council without other notice than such resolution.
5. Special Meetings. Special meetings of the Council may be called by or at the request of one or more of the officers along with six other members of the Council. The persons authorized to call special meetings of the Council may determine any place, either within or outside the State of New York, as the place for holding any special meeting of the Council called by them.
6. Notices. Notice of any special meeting of the Council shall be given at least five (5) days prior thereto by written notice sent by mail, or at least three (3) days if such notice is delivered personally or sent by fax or electronically to each Council member or by other documented form of communication. Any Council member may waive notice of any meeting by such member’s attendance at the meeting.
7. Quorum. A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, provided, that if less than a majority of the Council members are present at said meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice.

8. Manner of Acting. The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council, except where otherwise provided by law or by these By-laws. One or more members of the Council or any committee may participate in any meeting of the Council or the committee in question, as the case may be, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
9. Informal Action. Any action required to be taken at a meeting of the Council or any action which may be taken at a meeting of Council members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Council members entitled to vote with respect to the subject matter thereof. For purposes of this provision, counterparts of such consent document may be signed, each of which shall be considered an original and all of which taken together shall constitute one and the same instrument.
10. Compensation. Council members as such shall not receive any salaries for their services, but by resolution of the Council (if any), a fixed sum and expenses of attendance may be allowed for attendance at each regular or special meeting of the Council; provided, that nothing herein contained shall be construed to preclude any Council member from serving the Society in any other capacity and receiving compensation therefor.

Article VII Committees and Joint Council Meetings.

1. General Provisions. By a resolution adopted by a majority of the Council, one or more committees may be designated, each of which shall consist of three or more Council members. A committee, to the extent provided in a resolution adopted by a majority of the Council, shall have and exercise the authority of the Council in the management of the Society to the extent permitted by law; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Council, or any individual Council member, of any responsibility imposed upon them by law. Other committees not having and exercising the authority of the Council in the management of the Society may be designated by the Council. Unless otherwise provided in the resolution of the Council members designating a

committee, 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. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Council.

2. Membership Committee. A standing committee to be known as the Membership Committee will be comprised of the Council members.
3. Nominating Committee. The Nominating Committee shall be appointed annually by the President. It shall consist of the immediate past president who will act as Chair and at least two members at large from the Society. This committee will suggest a list of at least two candidates for each office (including both those of officers and non-officer Council membership) as to which an election must be held during the next year. The membership at large may submit individuals for consideration to the Nominating Committee. The list compiled by the Nominating Committee will be presented to the Council by the Chair of the Nominating Committee at the Fall Council Meeting. Additional names may be added by the Council. The Council will then recommend a final slate of candidates for each office to the Active members. The slate recommended by the Council will include at least two candidates for each office. A ballot will be sent by mail or another documented form of communication to the Active members and the candidate for each office receiving the largest number of votes will be elected to the office in question.
4. Joint Council. The Council of The American Pediatric Society will meet jointly twice yearly with the Council of the Society for Pediatric Research, and as such will comprise the Joint Council of the American Pediatric Society and the Society for Pediatric Research.

Article VIII

Officers.

1. General Provisions. The officers of the Society shall be a President, a Vice President (“President-Elect”), a Secretary (the offices of Secretary and Treasurer can be held by the same person), a Treasurer, and such other officers as may be determined by the Council. The Council may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the

Council. Officers need not be residents of New York. Terms of all offices shall commence at the beginning of the last day of the Annual Meeting which immediately follows the election for the office in question and conclude at the end of the day which immediately precedes the last day of the Annual Meeting which immediately follows the next election for the office in question.

2. President. The President shall serve for one (1) year. The President shall be the chief executive officer of the Society. The President shall have the responsibility for the general and active management of the affairs of the Society. This individual shall preside over Council meetings and, except as otherwise provided in these By-laws, may appoint standing committees in accordance with the policies of the Society, and may appoint other committees at the discretion of the Council in the discharge of their responsibilities. In the event of death or resignation of the President, the Vice President (President-Elect) shall automatically succeed. In the event that the President is temporarily unable to serve, the Vice President (President-Elect) shall act in the place of the President.
3. Vice President (President-Elect). The Vice President shall serve for one (1) year and actively assist the President. The Vice President will preside at Council meetings that the President is unable to attend. The succession to the office of President shall be automatic on completion of the term as Vice President, if this individual is at that time able and willing to serve. In the event of death, resignation, or another reason that precludes professional service of the Vice President or premature succession of the Vice President to the office of the President, the Vice President's responsibilities shall be assumed by a member of the Council or another individual designated by the Council, in each case as determined by the Council.
4. Secretary. The Secretary (who may also hold the office of Treasurer) shall be elected for a term of five (5) years, and shall attend all meetings of the Council and all meetings of the members, and record all proceedings of the meetings of the members and the Council. The Secretary will be responsible for publication of notices soliciting applications for membership to the Society, for processing membership applications and distributing them for review by the Membership Committee, and for notification of nominators with regard to action taken on their candidates by the Council. The Secretary shall see that all notices are duly given in

accordance with the provisions of these By-laws or as required by law; be custodian of the Society's records and of the seal of the Society and see that the seal of the Society is 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 By-laws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to this officer by the President or by the Council. Notwithstanding the provisions of Article IX, below, the Council may, in its discretion, conduct the election for a new Secretary at an earlier date during the year prior to the expiration of the current term to allow for a smooth transition in the fulfillment of the duties of this office. In the event of death, resignation, or another reason that precludes professional service, the office of Secretary will be succeeded by a member of the Council or another individual designated by the Council, in each case as determined by the Council.

5. Treasurer. The Treasurer (who may also hold the office of Secretary) shall be elected for a term of five (5) years which shall run concurrently with that of the Secretary. The Treasurer shall have charge and oversee the custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any sources whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws; shall render an annual financial report to the Society; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to this officer by the President or by the Council. The Treasurer shall attend all meetings of the Council. If required by the Council, the Treasurer shall give a bond for the faithful discharge of this officer's duties in such sum and with such surety or sureties as the Council shall determine. Notwithstanding the provisions of Article IX, below, the Council may, in its discretion, conduct the election for a new Treasurer at an earlier date during the year prior to the expiration of the current term to allow for a smooth transition in the fulfillment of the duties of this office. In the event of death, resignation, or another reason that precludes professional service, the office of Treasurer will be succeeded by a member of the Council or other individual as determined by the Council.

Article IX

Election of Officers and Council. Nominations for the election of officers and non-officer Council members to offices (such term is used to refer to officer's positions and non-officer Council members' positions) with terms commencing on the last day of the Annual Meeting of the following year will be formulated by the Nominating Committee during each year and submitted to the Council for consideration. At least two nominations will be communicated to the Active membership for each office not later than four months prior to the Annual Meeting at which the term of each such office will begin. Except as otherwise determined by the Council for any year, the election of officers and non-officer Council members shall be conducted by ballots submitted by mail or another documented form of communication to the Active members, which ballots shall be sent out not later than four months prior to the Annual Meeting at which the term of the offices in question will begin, with returned ballots to be tallied not later than two months prior to that Annual Meeting. Notwithstanding the foregoing, the elections for the offices of Secretary and Treasurer may be conducted at an earlier time as provided in Article VIII, above, in which event the Council shall, if such election is to be conducted by mail or another documented form of communication, provide for publication of nominations, and mailing and tallying of ballots in like fashion as provided above on earlier dates. The Secretary shall report the results of each such election to the members as soon as reasonably practicable following the tallying of the votes.

Article X

Meetings.

1. General Provisions. The Society shall hold an Annual Meeting in each calendar year (as previously defined, the "Annual Meeting"). The President and Secretary will be responsible for planning the program of the Annual Meeting. The Council may, at the Council's discretion, appoint a program committee to assist in this process. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture of the Society. Special meetings of the members may be called by the President at the direction of the Council or as otherwise provided by law. Written or printed notice stating the place, hour, and day of the meeting and the purpose or purposes for which a special meeting is called shall be delivered by the Secretary by mail or other form of documented of communication not less than ten (10) and no more than fifty (50) days before the date of the meeting.

2. Selection of Abstracts for the Annual Meeting. Abstracts for presentation shall be selected by an equitable method determined by the Council. The method of selection shall be a matter of public record. Presentations shall be selected on the basis of their quality and interest.

Article XI Dues and Assessments.

1. Dues. Yearly dues will be assessed on a fiscal year basis at a rate set by the Council. The amount of dues may vary according to category of membership. Dues and any required fees must be paid in full in advance by September 30 of the previous fiscal year to avoid incurring a penalty fee and loss of good standing and any potential resulting revocation of membership privileges. Dues in arrears for three (3) consecutive years will result in the automatic termination of membership, subject to reinstatement as provided in Section 2 of this Article XI.
2. Reinstatement. Any member whose membership has been terminated for nonpayment of dues and who seeks reinstatement shall be required to pay dues for the current year in which reinstatement is sought plus the unpaid dues and any penalty fees which had accrued as of the year in which membership was terminated, and upon such payment, membership may be reinstated.
3. Assessments. The Council shall have the authority to levy an emergency assessment at any time.

Article XII Quorum. A quorum at all duly constituted meetings of the Society shall consist of one-tenth of the total number of Active Members entitled to vote as of January 1st of each year.

Article XIII Fiscal Year. The fiscal year of the Society shall be October 1 through September 30.

Article XIV Seal. The seal of the Society shall be such as determined from time to time by the Council of the Society.

Article XV Notices and Waiver. Except as otherwise specifically provided by these By-laws or by law, whenever any notice whatever is required to be given under the provisions of these By-laws, such notice shall be deemed to be sufficient if given within the time periods required by these By-Laws (or if none, as provided by law) by depositing the same in a post office box in a sealed, postage-paid wrapper addressed to the person entitled thereto at his/her post office address as it appears on the Society's books or by comparable communication, and (except as otherwise specifically provided

in these By-laws) such notice shall be deemed to have been given on the day of such mailing or comparable communication. A waiver of notice signed by the person or persons entitled to said notice, before or after the time stated therein, shall be deemed equivalent thereto.

Article XVI

Resignations and Termination. Any Officer or other Council member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President or Secretary, whichever is earlier. The acceptance of a resignation shall not be necessary to make it effective unless expressly so provided in the resignation. Any non-officer Council member may be removed from Council membership with cause by the affirmative vote of not less than two-thirds of the Council members. Any non-officer Council member may be removed from Council membership without cause only by a majority vote of a quorum, as defined in Article XII, of the Active members. An officer may be removed from office and Council membership with or without cause only by the majority vote of a quorum, as defined in Article XII, of the Active members or by court order, as permitted by law, but his or her authority to act as an officer may be suspended by the Council for cause.

Article XVII

Amendments.

1. Procedures. All proposed amendments to the By-laws shall be submitted in writing to the Secretary of the Society. Proposed amendments shall be provided in writing by the Council to the members, as soon as reasonably practicable but no later than 30 days prior to the Annual Meeting. The proposed amendment shall then be presented to a vote by the Active members at the next succeeding Annual Meeting of the Society or, at the discretion of the President, may be submitted on an earlier date to the Active members for voting in the manner and to the extent of the By-laws and permitted by law.
2. Majority Vote. Any amendment proposed shall require for approval the affirmative vote of at least a majority of the Active members present and voting at the meeting at which such amendment is presented to a vote.
3. Method of Voting. Voting may be conducted in person, by postal service mail, by electronic mail, by online voting, or by any other methods approved by the Council. Mail ballots on By-laws amendments shall be deemed to be delivered when deposited in the postal service mail addressed to the member

at his/her address as it appears on the record of the Society, with postage thereon prepaid. Electronic ballots shall be deemed to be delivered when electronically sent. Such ballots shall be returned within 30 days [or whatever length is noted in Article XVII(1)]. The Council may designate the delivery date for other methods of voting upon written notice to the Active Members

Article XVIII. Indemnification. The Society shall indemnify all officers and Council members of the Society to the full extent permitted by Section 722 (or any successor provisions thereof) of the New York Not-For-Profit Corporation Law as amended from time to time, and shall be entitled to purchase insurance for such indemnification of Officers and Council members to the full extent as is determined to be appropriate from time to time by the Council.

Revised and Accepted by Membership in May 2000.
Amended and Accepted by Membership December 20, 2016.
Amended and Accepted by Membership, June 9, 2021.