

**BYLAWS  
OF  
AMERICAN ASTRONOMICAL SOCIETY**  
organized under the District of Columbia  
Nonprofit Society Act of 2010 (the “Act”)  
(Effective as of [\_\_\_\_\_], 2017)

**ARTICLE I**  
*Name*

Section 1.01 Name. The corporate name of this organization (hereinafter referred to as the “Society”) is American Astronomical Society.

**ARTICLE II**  
*Offices*

Section 2.01 Location. The principal office of the Society shall be located within or without the District of Columbia, at such place as the Board of Trustees shall from time to time designate. The Society may maintain additional offices at such other places as the Board of Trustees may designate. The Society shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Trustees.

*Membership*

Section 2.02 Members. The membership of the Society shall consist of individuals (“Members”) who are deemed capable of preparing an acceptable paper upon some subject of astronomy or a related branch of science. Individuals who were members entitled to vote in general elections of the Society prior to these Bylaws coming into effect shall continue to be Members. In order to be admitted as a new Member, an individual must be elected by the Board of Trustees or its designated representative after either

- (a) meeting two of the following criteria:
  - (1) possessing a graduate degree in astronomy or a related field;

- (2) placing a refereed publication in a recognized international journal;  
and
- (3) receiving the nomination of a current Member in good standing;
- (b) being recommended for election by the Membership Committee; or
- (c) being enrolled in a program of graduate study in Astronomy or a related field.

Section 2.03 Affiliates. In addition to Members, the Society may designate individuals or entities as Affiliates of the Society. Affiliates shall not have the right to vote on matters before the Members and shall not be “members” for purposes of the Act.

Section 2.04 Subclasses; Dues and Privileges. The Board of Trustees may, by resolution, establish two or more classes of membership or of affiliation and the qualifications, rights, privileges, and duties of each class. The Board of Trustees shall determine the dues for each class of Members and Affiliates.

Section 2.05 Regular Meetings. There shall be at least one scientific meeting of the Society annually, and such other regular scientific meetings, at such times and locations as the Board of Trustees designates. At least annually, in conjunction with a regular scientific meeting of the Society, the Members shall meet, at such time as the Board of Trustees designates, to transact such business as may properly come before the meeting. The Board of Trustees shall establish a policy providing rules and procedures for the presentation of papers or other participation at scientific meetings of the Society as it deems appropriate.

Section 2.06 Special Meetings. The Board of Trustees may call a special meeting of the Members at any time. Members holding a minimum ten percent (10%) of all the votes entitled to be cast on an issue to be considered at a special meeting may call a meeting by signing and delivering to the Secretary of the Society a record describing the purpose for which it

is to be held. Only business described in the meeting notice may be held at a special meeting of the Members.

Section 2.07 Location of Meetings. Annual, regular and special meetings may be held at such locations as the Board of Trustees shall determine or, if the Board of Trustees so determines, may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the Members, pose questions, and make comments.

Section 2.08 Quorum; Voting; Proxies. A presence of five percent (5%) of the Members, in person, shall constitute a quorum. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action. Each Member is entitled to one vote. Members may not vote by proxy.

Section 2.09 Notice of Meetings; Waiver.

(a) An announcement of each scientific meeting of the Society shall be given to all members not less than twenty-one (21) days before the meeting. The announcement of the annual meeting of the Members, including the date, time, and place of the meeting, shall be included in the announcement of the scientific meeting at which it is to be held.

(b) An announcement for a special meeting including the date, time, and place of the meeting shall be given to the members not less than twenty-one (21) days before the meeting. The notice shall include a description of the purpose for which the meeting is called and shall indicate that the notice is being issued by or at the direction of the person or persons calling the special meeting.

(c) A copy of the notice of any meeting shall be given, personally, by mail, or by electronic mail, to each Member.

(d) Notice of a meeting need not be given to any Member who submits a waiver of notice, in person, whether before or after the meeting. The attendance of any Member at a meeting, in person, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Member. Waiver of notice may be written or electronic.

Section 2.10 Termination of Membership or Affiliation. The membership of a Member or the affiliation of an Affiliate shall be terminated or suspended if (i) such Member or Affiliate delivers a written request to the Secretary or Executive Officer, or (ii) such Member or Affiliate is removed or suspended by vote of the Board of Trustees for conduct adjudged to be detrimental to the interests of the Society. If an individual's membership is terminated, such individual, in order to be reinstated, must apply to be admitted as a new member in accordance with Section 3.01 of these Bylaws and may be reinstated only in the sole discretion of the Board of Trustees. If an individual's membership is suspended, the duration of such suspension shall be determined by the Board of Trustees, and reinstatement may be subject to such conditions as the Board of Trustees deems appropriate. Failure to pay dues within the time set by the Board of Trustees shall be deemed sufficient cause for suspension, until the Member pays all outstanding dues and reinstatement fees, as set by the Board of Trustees. Termination of membership shall not relieve a Member of liability for unpaid dues or any other obligations incurred prior to termination.

**ARTICLE III**  
*Officers of the Society*

Section 3.01 Officers. The Members shall elect a President, a Secretary, a Treasurer, and three Vice Presidents in accordance with Section 5.04 of these Bylaws. The Board of Trustees shall appoint an Executive Officer.

Section 3.02 Term. Presidential elections shall be held every two (2) years. After his or her election as President, the elected individual shall serve a one (1) year term as President-Elect, followed by a two (2) year term as President, followed by a one (1) year term as Past-President. The Treasurer, Secretary, and each Vice President shall serve three (3) year terms. Elections shall be staggered so that one (1) Vice President is elected each year and so that the Treasurer is elected in the year following the Secretary's election. The Executive Officer shall serve a term as an officer consistent with the Executive Officer's contractual term as an employee of the Society. Each officer shall continue to serve in office until a successor has been elected or appointed and qualified, unless such officer has been removed for cause.

Section 3.03 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled in accordance with Section 5.05 of these Bylaws.

Section 3.04 Powers and Duties of Officers. Subject to the control of the Board of Trustees, all officers as between themselves and the Society shall have such authority and perform such duties in the management of the property and affairs of the Society as may be provided in these Bylaws or by the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices.

(a) President. The President shall serve as the Society's public spokesperson; shall chair all scientific meetings of the Society, meetings of the Members, and meetings of the

Board of Trustees; and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

(b) Past-President or President-Elect. The Past-President or President-Elect shall perform the duties of the President whenever the President is unable to perform such duties.

(c) Vice President. Each Vice President shall be responsible for planning the programs of the Society's scientific meetings and shall perform such duties and have such powers as the Board of Trustees may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Trustees.

(d) Secretary. The Secretary shall be responsible for preparing or supervising the preparation of the minutes of the meetings of the Board of Trustees, for maintaining custody of the minutes of the meetings of the Board of Trustees and for maintaining and authenticating records of the Society. The Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law; shall, in consultation with the President and Executive Officer, establish an agenda for each meeting of the Board of Trustees; and, in general, shall perform all duties customary to the office of Secretary or as may be determined from time to time by the Board of Trustees. The Secretary shall maintain a public Policy Document containing each of the policies of the Board of Trustees and shall be responsible for overseeing a mandatory review of each policy with a review period not to exceed five (5) years.

(e) Treasurer. The Treasurer shall be responsible for the financial affairs of the Society. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Society, and shall deposit all monies and other valuable property of the Society in the name and to the credit of the Society in such banks or depositories as the Board of

Trustees may designate. Whenever required by the Board of Trustees, the Treasurer shall render a statement of accounts. He or she shall, at all reasonable times, exhibit the books and accounts to any officer or Trustee of the Society, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Trustees, and such other duties as shall from time to time be assigned by the Board of Trustees.

(f) Executive Officer. The Executive Officer shall be the chief executive officer of the Society. Subject to the supervision of the Board of Trustees, the Executive Officer shall perform all duties customary to that office and shall manage, supervise, and control the affairs of the Society in accordance with the policies and directives approved by the Board of Trustees.

#### **ARTICLE IV** *Board of Trustees*

Section 4.01 Power and Qualification of the Board of Trustees. All corporate powers shall be exercised by, or under the authority of, and the business of the Society shall be managed under the direction of, the Board of Trustees. Trustees need not be residents of the District of Columbia.

Section 4.02 Composition of the Board of Trustees. The initial Board of Trustees at the time these restated Bylaws enter into effect shall consist of the members of the Council immediately before these restated Bylaws entered into effect. Following the Transition Period (defined below), the Board of Trustees of the Society shall consist of eleven (11) Trustees: (i) the President, (ii) the President-Elect or Past-President, (iii) three (3) Vice Presidents, (iv) the Secretary, (v) the Treasurer, and (vi) four (4) additional Trustees (the “At-Large Trustees”). The Executive Officer of the Society generally shall participate in all meetings

of the Board of Trustees but shall not have a right to vote on matters before the Board of Trustees.

Section 4.03 Term of At-Large Trustees. Following the Transition Period, in each year the Members shall elect one (1) At-Large Trustee, except that in years in which there is no election scheduled for the Secretary or Treasurer, the Members shall elect two (2) At-Large Trustees. Elections shall be held in accordance with the procedures set forth in Section 5.04 of these Bylaws. Each At-Large Trustee shall hold office for a term of three (3) years, and until his or her successor has been elected and qualified. At-Large Trustees shall not be eligible for immediate reelection.

Section 4.04 Election Procedures. The following election procedures shall be employed in electing the President, Vice Presidents, Secretary, Treasurer, and At-Large Trustees:

(a) Initial Slate of Candidates. The slate of candidates for officers and At-Large Trustees shall be prepared by the Nominating Committee. At least two candidates shall be proposed by the Nominating Committee for each vacancy. Members of the Nominating Committee are ineligible for nomination to office. All candidates for President (whether on the initial slate or a write-in nomination) shall have previously served on the Board of Trustees (formerly the Council) or the Assembly of the Society.

(b) Write-in Nominations. The proposed slate of candidates must be announced to the Members of the Society, along with a deadline not less than forty-five (45) days after the mailing of the announcement before which additional candidates may be proposed. Additional nominations must be made in writing and must be signed by at least thirty (30) Members of the Society. No Member may sign for more than one additional nominee per year.

(c) Balloting. In order to be included on the final slate of candidates, the candidate must supply written consent indicating willingness to serve, if elected. The ballot shall be distributed, by mail or electronic means, to all Members no less than forty-five (45) days before the deadline for counting. No provision for write-in candidates will be made on the ballot.

(d) Voting. Officers and At-Large Trustees will be elected by a plurality of the votes cast by the Members entitled to vote if a quorum has been met.

(e) Other Requirements or Procedures. The Board of Trustees shall determine such additional requirements and procedures as needed and shall assign the responsibilities for preparing the ballot and recording the votes. Electronic voting shall be permitted if the Board of Trustees determines it is appropriate. All questions of procedure and interpretation shall be resolved by the Board of Trustees.

#### Section 4.05 Vacancies.

(a) Office of the President. A vacancy in the office of the President because of death, resignation, removal, disqualification, or otherwise shall be filled by the Past-President or President-Elect. In the event that the Past-President fills such a vacancy: (i) the Past-President shall serve as interim President until the next regularly-scheduled election; (ii) the Board of Trustees shall appoint a Member to serve as interim Past-President until the next regularly-scheduled election; and (iii) in the next regularly-scheduled election, the Members shall elect a new President (to fill the remaining two-year term as President and Past-President created by the vacancy in the office of the President) and a new President-Elect. In the event that the President-Elect fills such a vacancy: (i) the President-Elect shall serve as President until such time as the President-Elect would have succeeded to the office of the President in the ordinary course; (ii) the Board of Trustees shall appoint a Member to serve as interim President-Elect during such

period; (iii) the President-Elect shall, thereafter, serve out the remainder of the term as President and Past-President for which he or she was elected; and (iv) the Board of Trustees shall appoint a Member who previously served as President to serve as interim Past-President (to fill the remaining one-year term as Past-President created by the vacancy in the office of the President).

(b) Other Officers; At-Large Trustees. A vacancy in any office other than the office of the President (or in the seat of an At-Large Trustee), because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of a Member at any meeting of the Board of Trustees. The Member appointed by the Board of Trustees shall serve as an interim officer (or interim At-Large Trustee) until the next regularly-scheduled election. In the next regularly-scheduled election, the Members shall fill the remaining term of the vacancy (if any) by election.

Section 4.06 Removal of Trustees. A Trustee may be removed, only for cause, either: (i) by the affirmative vote of twenty percent (20%) of the Members; or (ii) by action of the Board of Trustees, only in the circumstances where removal of a Trustee by the Board of Trustees is permitted by the Act. The Board of Trustees, in its discretion, may remove a Trustee for missing three consecutive meetings of the Board of Trustees. Any Trustee that is an officer and is removed from the Board of Trustees shall also be removed as an officer of the Society.

Section 4.07 Resignations. A Trustee may resign at any time by delivering written or electronic notice to the Secretary. Such resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date.

Section 4.08 Quorum of Trustees and Action by the Board. Unless otherwise required by law or by the Articles of Incorporation or these Bylaws, seven (7) Trustees shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the

Articles of Incorporation, or these Bylaws, the affirmative vote of six (6) Trustees shall be required to constitute an act of the Board of Trustees.

Section 4.09 Meetings of the Board.

(a) Regular meetings of the Board of Trustees, may be held at such place within or without the District of Columbia, and upon such notice, as may be prescribed by resolution of the Board of Trustees.

(b) Special meetings of the Board of Trustees can be called by the President, or by any three (3) Trustees. Special meetings of the Board of Trustees shall be preceded by at least 2 days' notice of the date, time, and place of the meeting.

(c) Notice of a meeting of the Board of Trustees need not be given to any Trustee entitled to such notice who submits a signed, written waiver of notice before or after the date and time stated in such notice. The waiver shall be filed with the minutes or corporate records. A Trustee's attendance at or participation in a meeting waives any required notice to him or her of such meeting, unless at the beginning of such meeting or promptly upon his or her arrival, such Trustee objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

(d) Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Trustees; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board of Trustees, such notice shall not limit the actions the Board of Trustees may take at such meeting.

Section 4.10 Action by Trustees in Lieu of a Meeting; Meetings by Conference

Telephone.

(a) Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all Trustees consent in writing to the adoption of a resolution describing and authorizing the action. The resolution and the written consents thereto by the Trustees shall be delivered to the Society and filed with the minutes of the Board of Trustees or filed with the corporate records reflecting the action taken. Consent may be withdrawn by a revocation signed by the Trustee and delivered to the Society prior to delivery of consents signed by all the Trustees.

Action taken under this Section 4.09(a) becomes effective when the last Trustee signs the consent, unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided, the consent states the date of execution by each Trustee. Such consent shall have the same force and effect as a unanimous vote.

(b) Any Trustee may participate in a regular or special meeting of the Board of Trustees or of a committee thereof by means of conference telephone or by any means of communication by which all Trustees participating may hear one another during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.11 Compensation of Trustees. The Trustees of the Society shall serve without compensation for services rendered by them in their capacity as Trustees.

Section 4.12 Emergency Powers. In the event of an emergency, the Board of Trustees is authorized to exercise the emergency powers provided for by section 29-403.03 of the Act.

Section 4.13 Transition Period. From the time that these restated Bylaws go into effect until the annual meeting of the Members held in 2020 (the “Transition Period”), the Board of Trustees shall gradually decrease in size from nineteen (19) members to eleven (11) members. In order to accomplish this transition, the following shall occur:

(a) In 2017, three (3) Councilors, whose terms are scheduled to expire in 2017, shall be replaced by three (3) At-Large Trustees who were elected in January 2017 for a term of three (3) years (keeping the size of the Board of Trustees at 19);

(b) In 2018, three (3) Councilors, whose terms are scheduled to expire in 2018—along with the Executive Officer, the Education Officer, and the Chair of the Publications Board in their capacity as members of the governing board of the Society—shall be replaced by two (2) At-Large Trustees for a term of three (3) years (reducing the size of the Board of Trustees to 15);

(c) In 2019, three (3) Councilors, whose terms are scheduled to expire in 2019, shall be replaced by one (1) At-Large Trustee for a term of three (3) years, and an election shall be held for Secretary (reducing the size of the Board of Trustees to 13); and

(d) In 2020, three (3) At-Large Trustees, whose terms will expire in 2020, shall be replaced by one (1) At-Large Trustee for a term of three (3) years, and an election shall be held for Treasurer (reducing the size of the Board of Trustees to 11).

(e) At the end of the Transition Period, the Secretary may delete this Section 4.13 (and the clauses referencing the “Transition Period” in Sections 4.02 and 4.03) from these Bylaws.

*Strategic Assembly, Committees of the Board, Advisory Committees,  
Divisions, and Other Subunits of the Society*

Section 4.14 Strategic Assembly.

(a) Composition. The Strategic Assembly shall be a standing Advisory Committee of the Society consisting of: the members of the Board of Trustees; the Executive Officer; the Chairs of any other standing Committees or Advisory Committees (or their designees); and three (3) chairs of Divisions of the Society selected on a rotating basis, as determined in accordance with a policy adopted by the Board of Trustees. The President shall serve as Chair of the Strategic Assembly.

(b) Responsibilities. The Strategic Assembly shall, subject to oversight by the Board of Trustees, ensure broad, representative, and diverse input into the long-range planning of the Society from its standing Committees, standing Advisory Committees, and Divisions; develop proposals for consideration by the Board of Trustees as part of the Society's strategic planning process; bring issues to the attention of the Board of Trustees and the Executive Officer; and promote communication among Advisory Committees and with the Board of Trustees.

Section 4.15 Committees of the Board. The Board of Trustees may, by resolution, create one or more Committees of the Board that consist of one or more Trustees. Committees of the Board, to the extent provided in the resolution or these Bylaws, shall have and exercise the authority of the Board of Trustees of the Society, except under no circumstances will they be able to authorize distributions, approve or propose to Members actions that are required to be approved by Members, fill vacancies on the Board of Trustees or on Committees, or adopt, amend, or repeal Bylaws of the Society. The designation and appointment of any such

Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it, him, or her by law.

Section 4.16 Audit Committee.

(a) Composition. The Audit Committee shall be a standing Committee of the Board of Trustees solely comprised of three (3) members of the Board of Trustees. The Treasurer shall serve as Chair of the Audit Committee. The Board of Trustees shall elect two (2) additional Trustees to serve on the Audit Committee. Members of the Audit Committee shall not be, and shall not have been in the prior three years: (i) employees of the Society; (ii) individuals with a substantial financial interest in any entity that provides substantial goods or services to the Society; or (iii) an owner, director, officer, or employee of the Society's outside auditor; or (iv) a relative of any of the foregoing.

(b) Responsibilities. The Audit Committee shall be responsible for overseeing any audit, review or compilation of the Society's books and records; recommending to the Board of Trustees the selection, retention, termination and compensation of any accounting firm to perform such audits; taking appropriate actions to promote a system of internal controls relating to the Society's financial books and records, including retaining any accounting firm to formally review such controls; and performing such other duties as determined by policy of the Board of Trustees. The Audit Committee shall report the results of audits, control reviews, and the Audit Committee's activities to the Board of Trustees and shall submit any final audit report to the full Board of Trustees for its approval.

(c) Meetings. Members of the Finance Committee who are not members of the Audit Committee may participate in meetings of the Audit Committee, but are not entitled to vote on matters before the Audit Committee.

Section 4.17 Advisory Committees. The Board of Trustees may, by resolution, create one or more Advisory Committees of the Society whose members need not be Trustees. Advisory Committees are not Committees of the Board, and do not exercise any powers of the Board of Trustees.

Section 4.18 Finance Committee.

(a) Composition. The Finance Committee shall be a standing Advisory Committee of the Society consisting of five (5) members. The members of the Audit Committee shall be members of the Finance Committee. The Board of Trustees shall elect two (2) additional Members who are not members of the Board of Trustees to serve on the Finance Committee.

(b) Responsibilities. The Finance Committee shall be responsible for, subject to oversight by the Board of Trustees, overseeing the development of the operating budget of the Society and submitting a recommended budget for approval by the Board of Trustees; monitoring the Society's investments and its adherence to the budget; and performing such other duties as determined by policy of the Board of Trustees. The Finance Committee shall report on the budget, investments, and activities of the Finance Committee to the Board of Trustees.

Section 4.19 Membership Committee.

(a) Composition. The Membership Committee shall be a standing Advisory Committee of the Society consisting of five (5) individuals selected by the Board of Trustees. The Executive Officer, or his or her designee, shall serve as Chair of the Membership Committee.

(b) Responsibilities. The Membership Committee shall, subject to the oversight of the Board of Trustees, review applications for membership or affiliation submitted to the Society; provide recommendations for new Members of the Society not otherwise meeting

the requirements for membership, in accordance with Section 2.01(b) of these Bylaws; and perform such other duties as determined by policy of the Board of Trustees.

Section 4.20 Nominating Committee.

(a) Composition. The Nominating Committee shall be a standing Advisory Committee of the Society consisting of five (5) Members of the Society, including the Past-President of the Society.

(b) Responsibilities. The Nominating Committee shall nominate officers and At-Large Trustees for election by the Members in accordance with these Bylaws and perform such other duties as determined by policy of the Board of Trustees.

(c) Term. Each Past-President shall serve a two (2) year term as Chair of the Nominating Committee (the year that such individual serves as Past-President and the following year). Each other member of the Nominating Committee shall be elected by the Members from among the candidates selected in accordance with these Bylaws, and shall serve a two (2) year term. The terms of the members shall be staggered so that two (2) members are elected each year.

(d) Selection of Candidates. To be eligible to serve on the Nominating Committee, candidates must have been Members of the Society for a minimum of five (5) years. A member of the Nominating Committee shall not be eligible for immediate reelection to the Nominating Committee upon the expiration of his or her term. The Board shall nominate two (2) members for the Nominating Committee from among those volunteering each year. An additional two (2) nominees shall be picked each year using a random selection process from among the volunteers. Additional nominations may be made in writing, accompanied by the signatures of five (5) Members of the Society, delivered to the Secretary of the Society at least

ten (10) business days prior to the distribution of ballots. No Member may sign for more than one additional nominee per year. In order to be included on the final slate of candidates, candidates must supply written consent that they are willing to serve.

(e) Ballots. Ballots shall be distributed, by mail or electronic means, to all Members no less than forty-five (45) days before the deadline for counting submitted ballots. No provision for write-in candidates will be made on the ballot. The Board of Trustees shall determine such additional requirements and procedures as are needed and shall assign the responsibilities for preparing the ballot and recording the votes. All questions of procedure and interpretation shall be resolved by the Board of Trustees in its sole discretion.

(f) Announcement of New Members. Within two (2) weeks after the election, the Secretary shall announce to all old and new members of the Nominating Committee its new composition. The term of office of new members of the Nominating Committee starts, and the term of office of outgoing members terminates, on the date of such announcement.

(g) Vacancies. If a vacancy occurs during the term of a member of the Nominating Committee, it shall be filled by the candidate who had the next highest number of votes on the most recent ballot. The new member shall continue in office for the duration of the unexpired term.

#### Section 4.21 Divisions.

(a) Existing Divisions. At the time these restated Bylaws go into effect, the Divisions shall consist of the existing six (6) Divisions of the Society for special subjects.

(b) Establishing a New Division. A new Division may be established by the Board of Trustees whenever it determines that, upon receipt of a proposal by a recognized

Working Group of the Society, creation of a new Division broadens the interests and advances the inclusiveness of the Society's mission.

(c) Bylaws of a Division. If the Board of Trustees establishes a new Division, the Working Group that proposed the creation of the Division shall draw up the bylaws governing the organization and the procedures of the Division, subject to the following restrictions:

(1) The bylaws shall provide for such officers as are deemed necessary to administer the Division and for the formation of the Committee of the Division that shall be its governing body, subject to oversight by the Board of Trustees of the Society.

(2) The bylaws shall prescribe that Division officers shall be voting members of the Division. Divisional Chairs, Secretaries and Treasurers (or Secretary/Treasurers if that is the case) shall be Members of the Society.

(3) The bylaws shall prescribe the lengths and conditions of the terms of office for the officers, the method of their nomination and election, as well as the method of the nomination and election of Division members.

(4) The bylaws shall prescribe a procedure for amending the bylaws.

(5) The bylaws may contain additional provisions that are not inconsistent with these Bylaws and the Articles of Incorporation of the Society and that do not interfere in any way with the activities or affairs of the Society.

(6) Before adoption of the bylaws by the Working Group, as well as subsequent amendments to the bylaws by the Committee of the Division, the bylaws shall be submitted thirty (30) days prior to a Board of Trustees meeting via the Society's Secretary to the Board of Trustees of the Society for approval.

(d) Division Meetings. Each Division shall normally hold at least one Division meeting per year. All Society Members shall have the right to attend such Division meetings. Announcements of Division meetings shall be published and distributed to all Society Members. Each Division shall be independently responsible for organizing its Division meetings.

(e) Finances of a Division. The Treasurer of each Division shall submit annually a formal account of the finances of the Division to the Treasurer or Executive Officer of the Society for inclusion in the general accounts of the Society and for presentation to the Board of Trustees. Division accounts shall be audited if such action is deemed desirable by the Board of Trustees or the Audit Committee.

(f) Communications with the Board of Trustees. Each Division shall have a Board liaison selected by the Board of Trustees. Each Division shall be scheduled for discussion during at least one meeting of the Board of Trustees each year, at which the Division Chair will be permitted to participate, whether in person or by any means of communication by which all Trustees participating and the Division Chair may hear one another during the meeting.

(g) Dissolution. Any Division may be dissolved at the sole discretion of the Board of Trustees.

Section 4.22 Working Groups. The Board of Trustees may authorize the creation of one or more Working Groups pursuant to a proposal to the Board of Trustees that includes a rationale and the proposed initial membership of a Governance Committee for such Working Group. Members of the Governance Committee shall be Members, although others may participate in Working Group activities. Working Groups may remain in existence for up to five (5) years provided that the Governance Committee of the Working Group files an annual report of their activities with the Secretary. The duration of a Working Group may be extended beyond

five years only by approval of the Board of Trustees. Working Groups do not exercise any powers of the Board of Trustees.

Section 4.23 Grant and Prize Committees. The Board of Trustees may, by Board policy, establish Grant and Prize Committees, to review proposals/nominations and recommend prize awardees and the citations therefore. Grant and Prize Committees do not exercise any powers of the Board of Trustees.

Section 4.24 Task Forces. The Board of Trustees may, by resolution, establish Task Forces, in response to a focused need of the Society. The resolution creating such Task Force shall specify the charge and timeline for such Task Force and shall include a sunset provision. Task Forces do not exercise any powers of the Board of Trustees.

Section 4.25 Presidential Advisory Panels. The Board of Trustees may, by resolution, establish Presidential Advisory Panels, in order to address focused areas of concern to the Society and the discipline, especially in those areas requiring special expertise or commitment. The resolution creating such Presidential Advisory Panel shall specify the area of concern to be addressed by such Presidential Advisory Panel and may provide that such Presidential Advisory Panel will exist for a finite or unlimited period. Presidential Advisory Panels do not exercise any powers of the Board of Trustees.

Section 4.26 Other Committees, Advisory Committees, or Subunits. The Board of Trustees may establish other Committees of the Board, Advisory Committees of the Society, other subunits of the Society, standing or otherwise, consistent with the requirements of the Act, the Articles of Incorporation, and these Bylaws.

*Miscellaneous*

Section 4.27 Fiscal Year. The fiscal year of the Society shall be the calendar year or such other period as may be fixed by the Board of Trustees.

Section 4.28 Checks, Notes, and Contracts. The Board of Trustees shall determine who shall be authorized from time to time on the Society's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 4.29 Books and Records to be Kept.

(a) The Society shall keep as permanent records minutes of all meetings of its Members, of its Board of Trustees, a record of all actions taken by the Members, Board of Trustees, without a meeting, and a record of all actions taken by a Committee of the Board on behalf of the Society. The Society shall maintain appropriate accounting records. The Society shall maintain a record of its Members, in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class, showing that each Member is entitled to one (1) vote.

(b) At its principal office the Society shall keep a copy of the Articles of Incorporation and all amendments to them; the Bylaws and all amendments to them, the minutes and records listed in 7.03(a) for the past three (3) years, a list of the names and business addresses of the current Trustees and Officers, and the most recent biennial report delivered to the Mayor of the District of Columbia.

(c) Any of the books, minutes and records of the Society may be in written form or stored in an electronic or other medium that is retrievable in perceivable form.

(d) Each Trustee has the right to inspect and copy the books and records when reasonably related to the performance of his or her duties to the Society.

Section 4.30 Amendments. The Articles of Incorporation of the Society may be amended by the affirmative vote of eight (8) Trustees and approval by the Members in accordance with the Act. The Bylaws of the Society may be adopted, amended, or repealed by the affirmative vote of eight (8) Trustees. A vote on an amendment to increase the quorum or voting requirement for the Board of Trustees must meet the same quorum requirement and be adopted by the same vote required to take action under the provision that is proposed to be adopted. The number of Trustees may be decreased, but to no fewer than three (3), by amendment to these Bylaws. Amendments to the Bylaws requiring Member approval under section 29-408.22 of the Act shall be, first, approved and adopted by the Board of Trustees in accordance with this Section 8.04 and, then, approved by the Members in accordance with the Act.

Section 4.31 Loans to Trustees and Officers. No loans shall be made by the Society to its Trustees or officers except as permitted by law.

## **ARTICLE V** *Indemnification and Insurance*

Section 5.01 Indemnification of Trustees and Officers. Unless otherwise prohibited by law, the Society shall indemnify any Trustee or officer, any former Trustee or officer, and any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee, against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with the defense of any action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative).

including appeals) in which he or she is made a party by reason of having been such director, officer, or employee, subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be guilty of a criminal offense or liable to the Society for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Society.

Section 5.02 Amounts Paid; Advancement of Expenses. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by such director, officer, or employee. The Society may advance expenses to, and where appropriate may itself, at its expense, undertake the defense of, any director, officer or employee; provided, however, that such director, officer or employee shall undertake to repay or reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Section 5.03 Applicability. The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any agreement, vote of the Board of Trustees, vote of the Members or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law.

Section 5.04 Insurance. The Board of Trustees may authorize the purchase of insurance on behalf of any director, officer, employee or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a director, officer,

employee or agent or out of acts taken in such capacity, whether or not the Society would have the power to indemnify the person against that liability under law. In no case, however, shall the Society indemnify, reimburse or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended (the "Code"). Further, if at any time the Society is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or 4945(d), respectively, of the Code.

Section 5.05 Severability. If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## **ARTICLE VI**

### *Non-Discrimination in Professional Activities*

Section 6.01 The Society is committed to the philosophy of equality of opportunity and treatment for all members, regardless of gender, race, ethnic origin, religion, age, marital status, sexual orientation, disabilities, or any other reason not related to scientific merit. The Board of Trustees shall provide for such policies as are appropriate to recognize and maintain this commitment.