

AMENDED AND RESTATED BYLAWS
NATIONAL SOCIETY OF GENETIC COUNSELORS

ARTICLE I

NAME AND PURPOSES

Section 1. Name. The name of this corporation shall be the National Society of Genetic Counselors, Inc. (hereinafter referred to as the “Society”), an Illinois not-for-profit corporation incorporated under Illinois Not-For-Profit Corporation Act of 1986, as amended (the “Act”).

Section 2. Registered Office and Agent. The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the State of Illinois, as the Board of Directors may determine.

Section 3. Purpose. In addition to the purposes set forth in the Society’s Articles of Incorporation, the purpose of the Society is to be the leading voice of genetic counselors, advocating for their various roles, advancing the practice of genetic counseling, and fostering collaboration, education, and research to ensure equitable access to genomic healthcare, and to represent the interest of the members of the profession and the public which it serves, and other proper purposes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the “Code”).

ARTICLE II

MEMBERSHIP

Section 1. Membership Qualifications. Membership may be granted to any individual that: (i) meets the criteria for membership in the Society established by the Board of Directors; (ii) shares interest in and supports the purposes of the Society; and (iii) agrees to abide by these Bylaws, the Society’s Code of Ethics, and such other policies, rules, and regulations as the Society may adopt.

Section 2. Application. The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the Society’s membership application process. All applicants shall complete the application form and submit the application, along with the designated fee, to the Society. Qualified applicants will become members upon receipt of their application and payment of dues.

Section 3. Membership Categories. The membership in the Society shall be composed of the following categories, and such additional categories as may be established by the Board of Directors from time to time (collectively, the “Members”):

(a) **Full Members.** Full membership may be granted to any person who (i) holds a graduate degree from a genetic counseling training program accredited by the Accreditation Council for Genetic Counseling (“ACGC”); or (ii) holds a Master’s or Ph.D. degree

granted prior to May 1, 2014 in a related field such as nursing, social work, or public health *and* (x) has had a broad range of clinical genetics training, or (y) whose primary responsibility for at least three (3) years prior to the date of such person's application was genetic counseling, or (z) is certified in genetic counseling by the American Board of Medical Genetics, the American Board of Genetic Counseling and/or the Canadian Board of Genetic Counselling-Conseil Canadien de Conseil Génétique. Full members in the first two years post-graduation from an ACGC accredited genetic counseling training program will be referred to as New Genetic Counselor Members.

(b) **Associate Members.** Associate membership in the Society may be granted to any person who is not otherwise eligible for Full or Student membership and (i) is a health care professional; or (ii) has a professional interest or focus on genetic counseling.

(c) **Student Members.** Student membership may be granted to any individual who is currently enrolled in an ACGC accredited genetic counseling training program.

(d) **Emeritus Members.** The Board, in its discretion, may award Emeritus membership to Full members who (i) have retired; and (i) have been Society members in good standing for a minimum of 15 cumulative years.

(e) **International Genetic Counselor Members.** International Genetic Counselor membership may be granted to any individual who: (i) holds a MD degree or a Master's or Ph.D. degree in genetics, genetic counseling, nursing, social work or public health from a non-ACGC accredited training program; (ii) has had a broad range of clinical genetics training and whose primary responsibility is genetic counseling; and (iii) resides outside of the United States of America and Canada.

(f) **International Genetic Counselor Student Members.** International Genetic Counseling Student membership may be granted to any individual who is: (i) currently enrolled in a genetic counseling training program that is not accredited by the ACGC; and (ii) resides outside of the United States and Canada.

Section 4. Member Rights and Duties.

(a) All Members shall be entitled to attend the Society's conferences, seminars, educational offerings, social and other meetings and events and receive such additional benefits and rights as may be determined by the Board of Directors from time to time.

(b) Only Full and Emeritus members (also referred to herein as the "Voting Members") may vote for the election of Officers and Directors.

(c) Only Full members may serve on the Board of Directors, hold office in the Society, or (except as otherwise set forth in these Bylaws) chair the Society's committees, subcommittees, task forces and special interest groups.

(d) Emeritus members may chair the Society's subcommittees, task forces and special interest groups.

(e) Only Full, Associate, Student, Emeritus, International Genetic Counselor and International Genetic Counseling Student members may serve on the Society's committees, subcommittees, and join the Society's special interest groups (except as otherwise set forth in these Bylaws).

(f) Student members may chair special interest groups whose purpose is to support students.

(g) International Genetic Counselor members may (i) serve as Chair of a special interest group whose purpose is to support international audiences; and (ii) not apply for monetary awards, scholarships, or grant opportunities offered by the Society.

(h) International Genetic Counseling Student members may (i) join and chair a special interest group whose purpose is to support international students; and (ii) not apply for monetary awards, scholarships, or grant opportunities offered by NSGC.

(i) The Society's Associate, Student, International Genetic Counselor, and International Genetic Counseling Student members are collectively referred to herein as the "Non-Voting Members." Non-Voting Members have no voting rights in the Society.

(j) No Member of the Society (except for the members of the Board of Directors acting in their capacity as Directors) shall have the right to vote, without limitation, on the amendment of the Society's Articles of Incorporation or Bylaws, the merger or dissolution of the Society, or, except as explicitly set forth in these Bylaws, any other matter. Notwithstanding the foregoing, the Board of Directors may, at its sole discretion, present a matter to the Voting Members for a vote. In such an event, each Voting Member in good standing shall have one (1) vote in such matter.

(k) Membership in the Society is not transferable or assignable by operation of law or otherwise.

(l) Additional benefits associated with the various membership categories may be determined by the Board from time to time.

Section 5. Good Standing. To remain in good standing, all members must be current on their dues payments and must abide by these Bylaws and all policies, rules, and regulations the Society may adopt from time to time.

Section 6. Ethics and Discipline.

(a) **Grounds for Discipline.** The Society may discipline a member for any of the following reasons:

- (i) failure to comply with these Bylaws, the Society's Code of Ethics, or any of the Society's policies, rules, or regulations;

- (ii) conviction of a felony or a crime related to, or arising out of, the practice of genetic counseling, scientific research, or involving moral turpitude;
- (iii) suspension, revocation, or forfeiture by any state, province, or country of their professional license or right to practice genetic counseling;
- (iv) unauthorized use of the Society's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; or
- (v) immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes and mission of the Society.

(b) **Procedures.** Discipline may include, but is not limited to, censure, suspension, probation, or expulsion. Disciplinary action shall be taken by a majority of the Board of Directors present at a meeting at which a quorum is present, provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least thirty (30) days before final action is to be taken. Such statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person, be represented by counsel and present any defense to such charges before action is taken by the Board. Such disciplinary actions shall be conducted in accordance with disciplinary procedures established by the Board of Directors. The Board of Directors has the right to delay or refuse to accept the resignation of any member resigning after commencement of a disciplinary investigation.

Section 7. Termination of Membership.

(a) **Non-Payment of Dues.** The membership of any Member who is in default of payment of the Society's dues or assessments, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors, or its designee(s).

(b) **Voluntary Termination of Membership.** Any Member may resign at any time by giving written notice to the Society's office. Any resignation shall take effect at the time specified therein, or, if not specified, immediately upon its receipt by the Society's office.

(c) **Dues Payment Upon Termination.** Any Member whose membership terminates, voluntarily or involuntarily, shall remain fully liable for any unpaid dues or assessments levied against them prior to the effective date of termination. Dues will not be refunded under any circumstances.

(d) **Reinstatement.** Members who have resigned or whose membership has been terminated for non-payment of dues or assessments may be reinstated upon (i) application to

the Board of Directors; (ii) payment of dues; and (iii) meeting any additional terms and conditions as may be established by the Board of Directors.

ARTICLE III

DUES AND ASSESSMENTS

The initial and annual dues for all Members of the Society, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive or reduce the annual dues and/or assessments for any Member.

ARTICLE IV

MEMBER MEETINGS

Section 1. Annual Meeting. An annual business meeting of the Voting Members (“Annual Business Meeting”) for receiving reports and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the Board. All categories of Members may attend the Annual Business Meeting; however, only Voting Members may vote. The time, place, duration, and procedure of the Annual Business Meeting shall be determined by the Board. The Annual Business Meeting may be held via conference or video call or other electronic means (as may be determined by the Board of Directors).

Section 2. Special Meetings. Special meetings of the Members of the Society may be called at the request of the President or by a majority of the entire Board of Directors or at the written request of two-thirds (2/3) of the Society’s Voting Members. The time and place for holding special meetings shall be determined by the Board of Directors. Special meetings may be held via conference or video call or other electronic means (as may be determined by the Board of Directors).

Section 3. Notice. Notice of any annual or special meetings of the Members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law. Notice of any meeting of the Members may be sent via email or other electronic means to the contact information on record with the Society.

Section 4. Quorum & Manner of Acting. The presence of one hundred (100) Voting Members in good standing shall constitute a quorum for the transaction of business at any duly called meeting of the Members, provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice. The act of a majority of the Voting Members present (in person) at a duly called meeting of the Voting Members at which a quorum is present shall be the act of the Voting Members, unless the act of a greater number is required by the Act, the Society’s Articles of Incorporation, or these Bylaws.

Section 5. Meeting by Conference or Video Call or other Electronic Means. Any action to be taken at a meeting of the Voting Members may be taken using a conference telephone, video call, or other mode of communications by means of which all persons participating in the

meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 6. Mail & Electronic Voting. The Voting Members may vote by mail or electronic means to the full extent allowed by the Act. A mail or electronic vote may be called by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Society shall be managed by the Board of Directors which shall have supervision, control, and direction of the Society, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number and Qualifications.

(a) The Board shall be comprised of: (i) the President; (ii) President-Elect; (iii) Secretary/Treasurer; (iv) Secretary/Treasurer-Elect; (v) Immediate Past President; and (vi) seven (7) additional directors (the “At-Large Directors”) (collectively referred to herein as the “Directors” and each individually as a “Director”).

(b) Only Full Members in good standing are eligible to serve on the Board and all Directors must be and remain Full Members in good standing at the time of their election and throughout their term of office.

Section 3. Invited Guests. The Executive Director will be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors, except those held in executive session (unless invited). At the discretion of the Board of Directors, other individuals may be invited to attend and participate in the meetings of the Board but are not entitled to vote.

Section 4. Term. At-Large Directors shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified, and take office. At-Large Directors may not serve more than one (1) consecutive term as an At-Large Director and shall not be eligible for reelection as an At-Large Director until after a lapse of two (2) years. Notwithstanding the foregoing, an At-Large Director may stand for election as an Officer upon the conclusion of their term as an At-Large Director. Terms shall be staggered to the extent possible such that approximately one-half of the At-Large Director positions are filled each year.

Section 5. Selection of At-Large Directors. The Nominating Committee will recommend one or more qualified candidates to the Board of Directors to fill each At-Large Director seat on the Board of Directors that is either vacant or set to expire (“At-Large Director Slate”). The Board of Directors will review the At-Large Director Slate and present the approved slate of candidates to the Voting Members for selection to the Board in accordance with such

procedures and timeline as shall be adopted by the Board. In the event the Nominating Committee selects more than one qualified candidate for one or more At-Large Director position, the Board will determine the candidate to be added to the slate in accordance with such rules and procedures as may be adopted by the Board from time to time.

Section 6. Regular Meetings. The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary/Treasurer of three (3) members of the Board of Directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 8. Meeting by Conference or Video Call. Any action to be taken at a meeting of the Board of Directors or any committee thereof may be taken using a conference telephone, video call, or other mode of communications by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference or video call or other acceptable mode of communication (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

Section 10. Manner of Acting. Any matter before the Directors for a vote must be approved by a majority or more of the Directors present to pass, unless a greater number is required by Act, the Articles of Incorporation, or these Bylaws. Directors may not vote or act on any matter at a meeting unless a quorum is present, and the meeting has been called in accordance with the notice requirements provided in these Bylaws. Only Directors present in person at the meeting may vote. Proxy voting is not permitted for Directors.

Section 11. Action Without a Meeting. If the Board is voting, approving a resolution or taking any other action on any matter outside of a meeting (i.e., the Board is voting by mail, email, electronically or other means acceptable under the Act), such resolution or action must be unanimously approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 12. Resignation and Removal.

(a) Any member of the Board of Directors may resign at any time by giving written notice to the President.

(b) At-Large Directors may be removed from office, with or without cause, at any time by a 2/3rds vote of the Voting Members in accordance with the applicable provisions of the Act.

(c) All Directors must remain qualified for office during the duration of their term in office. Directors ceasing to be qualified automatically shall be removed from the Board and such vacancies shall be filled in accordance with these Bylaws.

Section 13. At-Large Director Vacancies. In the event of the death, removal, or resignation of an At-Large Director, such vacancy shall be filled by the President, through appointment, subject to the approval of the Board, without undue delay. A Director appointed pursuant to this section shall hold their position for the remainder of the original term for which they were appointed to fill.

Section 14. Compensation. The Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize Board and Officer compensation, and/or the reimbursement of reasonable expenses for attendance at regular or special meetings of the Board of Directors; provided, however, that nothing herein contained will be construed to preclude any director from serving the Society in any other capacity and receiving reasonable compensation therefore.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Society shall be a President, President-Elect, Secretary/Treasurer, Secretary/Treasurer-Elect, and Immediate Past President (each an “Officer” and collectively, the “Officers”). The Officers shall have the authority to perform the duties set forth below and as prescribed by the Board of Directors. No two (2) offices may be held simultaneously by the same person.

Section 2. Qualifications. Only Full Members in good standing may serve as Officers. The President-Elect must have ended their most recent term on the Board of Directors as an At-Large Director or Secretary-Treasurer within the five (5) years preceding their nomination for President-Elect.

Section 3. Term. The Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified, and take office. The President-Elect shall succeed to the office of President at the conclusion of the President’s term. The Secretary/Treasurer-Elect shall succeed to the office of Secretary/Treasurer at the conclusion of the Secretary/Treasurer’s term. The President shall succeed to the office of Immediate Past President at the conclusion of their term in office. Officers shall take office at the beginning of each fiscal year and their term shall conclude at the end of the fiscal year. Notwithstanding anything set forth in these Bylaws to the contrary, Officers shall remain on the Board of Directors

until the completion of their terms in office. Officers may not serve more than one (1) consecutive term in the same position.

Section 4. Election. The Nominating Committee will identify one or more qualified candidate(s) to stand for election to fill each of the President-Elect and Secretary/Treasurer-Elect positions that are either vacant or set to expire. The Board of Directors will review the Nominating Committee's recommended slate and present the approved candidate(s) to the Voting Members for election to the Board in accordance with such procedures as shall be adopted by the Board of Directors. In the event the Nominating Committee selects more than one qualified candidate to run for an elected office, the Board will determine the candidate to be added to the slate in accordance with such rules and procedures as may be adopted by the Board from time to time.

Section 5. President. The President shall be the principal elected officer of the Society and shall, in general, supervise all the governance affairs of the Society, subject to the direction and control of the Board of Directors. The President presides at all meetings of the Board, Executive Committee, and general member meetings. The President shall execute contracts and other instruments requiring the signature of the Board. The President or their designee(s) appoints the members of all committees except as otherwise provided by these Bylaws or as provided in the motion creating the committee. The President, in general, performs all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board. The President shall succeed to the office of Immediate Past President upon conclusion of their term in office.

Section 6. President-Elect. The President-Elect assists the President in the discharge of the duties of the President as the President may direct and perform such other duties as may be assigned from time to time by the President or the Board. In the event of the absence, death, resignation, removal or incapacity of the President, the President-Elect shall perform all duties customarily pertaining to the office of President. The President-Elect shall succeed to the office of President upon conclusion of the President's term.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of the meetings of the Voting Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society's records; keep a register of the address of each member which shall be furnished to the Secretary by such member; be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall have charge and custody of all funds and securities of the Society, and be responsible therefore, and for the receipt and disbursement thereof; and shall deposit all funds and securities of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all duties incident to the offices of Secretary and Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The duties of the Secretary/Treasurer may be assigned, in whole or in part, to the Executive Director or their designee(s).

Section 8. Secretary/Treasurer-Elect. The Secretary/Treasurer-Elect assists the Secretary/Treasurer in the discharge of the duties of the Secretary/Treasurer as the

Secretary/Treasurer may direct and perform such other duties as may be assigned from time to time by the Secretary/Treasurer or the Board. The Secretary/Treasurer-Elect shall succeed to the office of Secretary/Treasurer upon conclusion of the Secretary/Treasurer's term.

Section 9. Immediate Past President. The Immediate Past President performs such duties as may be assigned from time to time by the President or the Board.

Section 10. Resignation and Removal of Officers. Any officer may resign at any time by giving written notice to the President. In addition, any officer may be removed by a 2/3rds vote of the Board at a meeting of the Board at which a quorum is present, whenever, in its judgment, the best interests of the Society would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election of an officer or agent shall not in itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 11. Officer Vacancies. In the event any elective office shall become vacant, the such vacancy shall be filled for the unexpired term or until a successor is duly elected and qualified as follows:

(a) **President.** If the office of President is vacated for any reason, the President-Elect will serve as the President for the remainder of the unexpired term and the office of President-Elect will remain vacant for the remainder of the unexpired term. At the end of the unexpired term, the President-Elect shall remain in office as President and serve a full term in such office in accordance with the normal rotation.

(b) **President-Elect.** If the office of President-Elect is vacated for any reason, the Board will appoint a Full member in good standing that has served on the Board of Directors as an At-Large Director or Secretary-Treasurer within the five (5) years preceding their appointment to assume the office of President-Elect for the remainder of the unexpired term and such appointee will then automatically succeed to the office of President.

(c) **Secretary/Treasurer.** If the office of Secretary/Treasurer is vacated for any reason, the Secretary/Treasurer-Elect will serve as the Secretary/Treasurer for the remainder of the unexpired term and will then automatically succeed to the office of Secretary/Treasurer to serve their full term in such office in accordance with the normal rotation.

(d) **Secretary/Treasurer-Elect.** If the office of Secretary/Treasurer-Elect is vacated for any reason, the Board will appoint a Full member in good standing to assume the office of Secretary/Treasurer-Elect for the remainder of the unexpired term and such appointee will then automatically succeed to the office of Secretary/Treasurer.

(e) **Immediate Past President.** If the office of Immediate Past President is vacated for any reason, the Board of Directors may either (i) ask a past President to fill such office for the unexpired term; or (ii) leave such office vacant until the next regularly scheduled election of officers.

ARTICLE VII

STATE CHAPTERS

Section 1. Membership. Society Members may form a State Chapter in furtherance of the Society's mission and purposes and in support of state-level advocacy and other efforts upon application to the Board of Directors (or its designee(s)) and in accordance with the Society's policies and procedures.

Section 2. Territory. Society members in good standing who are licensed, practicing, or residing within the same state may organize a state chapter (each a "State Chapter"). The number and territorial boundaries of each of the Society's State Chapters is determined by the Board of Directors from time to time ("Territory"). The Board of Directors may authorize the establishment of additional State Chapters, eliminate State Chapters, or revise the Territories in accordance with policies and procedures to be established by the Board of Directors.

Section 3. Governance. Each State Chapter shall (i) be organized and operated in accordance with these Bylaws, the NSGC Chapter Handbook, and such additional rules and policies as may be adopted by the Board of Directors from time to time; (ii) fulfill criteria for affiliation as may be established by the Board of Directors from time to time; (iii) enter into a State Chapter Affiliation Agreement with the Society; and (iv) be issued a charter. All members of a State Chapter must be Members of the Society.

Section 4. Revocation of Charter. A State Chapter's charter may be revoked by the Board of Directors at any time and in such manner and after such an investigation as the Board of Directors may deem necessary. Upon revocation of a State Chapter's charter, the State Chapter immediately shall remit all of its funds and records to the Society. Due notice shall be given by the Board of Directors to the State Chapter in question and reasonable opportunity shall be allowed for the State Chapter to meet the requirements or correct infractions before final action is taken to revoke its charter.

Section 5. Name. No State Chapter shall use the Society's name or logo unless duly authorized to do so by the Society pursuant to the terms of a written agreement.

Section 6. Organization. Each State Chapter shall have a Board of Directors, officers and bylaws in such form as shall be approved by the Society's Board of Directors. Each State Chapter must maintain membership categories and criteria that are identical to the Society's. Changes to a State Chapter's bylaws must receive the prior written approval of the Society's Board of Directors.

Section 7. Meetings. Each State Chapter may hold such meetings as it deems appropriate.

ARTICLE VIII

EXECUTIVE DIRECTOR

The administrative and day-to-day operation of the Society shall be the responsibility of the

salaried staff head or firm employed or appointed by, and responsible to, the Board of Directors. The staff head shall have the title of “Executive Director.” The Executive Director is responsible to the Board. The Executive Director has the authority to execute contracts on behalf of Society and as approved by the Board. The Executive Director, or their designee(s), may assist in performing the duties of the Secretary/Treasurer. The Executive Director will employ and may terminate the employment of members of the staff necessary to conduct the work of the Society and perform such other duties as may be specified by the Board.

ARTICLE IX

COMMITTEES AND TASK FORCES

Section 1. Standing Committees.

(a) Executive Committee.

(i) **Composition.** The Executive Committee consists of the Officers. The Executive Director is invited to attend and participate in all meetings, without vote, of the Executive Committee, except those held in executive session. The President serves as the chair of the Executive Committee.

(ii) **Authority.** The Executive Committee has the authority to perform the business and functions of the Society in between meetings of the Board, except as otherwise set forth in the Articles of Incorporation, these Bylaws, or the Act, reporting to the Board any action taken, but the delegation of authority to the Executive Committee does not operate to relieve the Board or any individual Officer or member of the Board of any responsibility imposed by law.

(iii) **Action Outside of a Meeting.** If the Executive Committee is voting, approving a resolution or taking any other action on any matter outside of a meeting (i.e., the Executive Committee is voting by mail, email, electronically or other means acceptable under the Act), such resolution or action must be unanimously approved by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

(b) Nominating Committee.

(i) **Composition & Term.** The Nominating Committee consists of the (i) President; (ii) Immediate Past President; (iii) two (2) At-Large Directors appointed by the President (“Appointed Members”); and (iv) four (4) additional members (the “At-Large Nominating Committee Members”). Members of the Nominating Committee are ineligible to stand for election or appointment to any office. At-Large Nominating Committee Members may not be current members of the Board of Directors. At-Large Nominating Committee and Appointed Members (i) will serve a one-year term; and (iii) may not serve more than two (2) consecutive terms on the Nominating Committee.

(ii) **Qualification & Appointment of At-Large Nominating Committee Members.** The At-Large Nominating Committee Members must be Full Members. At-Large Nominating Committee Members will be appointed by the Board from amongst the

individuals recommended by the Membership Committee in accordance with such procedures as may be adopted by the Board from time to time.

(iii) **Responsibilities.** The Nominating Committee will solicit interested candidates from the Voting Members and will review all applications received. The Nominating Committee will nominate one or more qualified individuals to succeed those Officers and Board members whose terms are set to expire at the end of each fiscal year and present such nominations to the Board for its review and approval prior to the submission of such candidates to the Voting Members. The Nominating Committee must report the approved slate of Officer and Board candidates to the Voting Members on the schedule determined by the Board.

(c) **Other Standing Committees.** The Board may establish additional standing committees to support the Society's purposes and mission, which shall include, without limitation, a Finance Committee. The action establishing committees will set forth the committee's purpose, authority, and required qualifications for membership on the committee. The Board, or its designee(s), will determine the composition of the Society's standing committees and the term of its members, provided, however, that a majority of all members of any committee having the authority of the Board must be members of the Board.

Section 2. Other Committees/Subcommittees/Task Forces. The President and/or Board of Directors may appoint such additional special, standing, subcommittees, ad hoc, advisory, or other committees or task forces (collectively, "committees") as are necessary or appropriate in exercise of its authority and responsibility as set forth in these Bylaws. The action establishing such a committee shall set forth the committee's purpose, authority, and required qualifications for membership on the committee. The Board may determine the composition of the Society's committees and the term of its members in the action creating the committee, provided that a majority of all members of any committee having the authority of the Board must be members of the Board.

Section 3. Committee Governance.

(a) **Chair.** Unless otherwise provided by these Bylaws or the action establishing the committee, one member of each committee will be appointed chairperson of the committee by the President, or such other person or persons authorized to appoint the members of the committee. Committee chairpersons may succeed themselves if so, requested by successive Presidents or such other person or persons authorized to appoint the chair. Unless otherwise provided in these Bylaws or the action establishing the committee, Committee Chairs may appoint members to their committee or create subcommittees and workgroups of the committee as they shall deem appropriate.

(b) **Quorum and Manner of Acting.** Unless otherwise set forth herein, at all meetings of any committee, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action. Unless otherwise specified, committee members shall serve a one (1) year term in office and may serve consecutive terms on committees.

(c) **Removal & Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee. The President may remove any committee chair or committee member at any time, subject to the approval of the Board.

(d) **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operation of all committees. All the Society's committees, except for the Executive Committee, report and are subject to the authority of the Board of Directors.

ARTICLE X

ELECTRONIC MEETINGS & COMMUNICATION

Section 1. Meetings. Any action to be taken at a Board of Directors, Member, or committee meeting may be taken using a conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least twenty-four (24) hours prior to the meeting.

Section 2. Actions & Notice. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XI

FINANCE

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent, or agents of the Society and in such manner as shall be determined by action of the Board of Directors.

Section 3. Deposits. All funds of the Society shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors or their designee(s) may select.

Section 4. Bonding. The Board of Directors may provide for the bonding of such officers and employees of the Society as it may determine is necessary and/or appropriate.

Section 5. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Society.

Section 6. Books and Records. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and any committees having the authority of the Board of Directors.

Section 7. Annual Audit. The Board of Directors may, in their discretion, provide for an annual audit of the financial records of the Society by a certified public accountant. A report of the financial condition of the Society shall be made to the membership of the Society annually.

Section 8. Fiscal Year. The fiscal year of the Society shall be determined by the Board of Directors.

ARTICLE XII

INDEMNIFICATION

The Society shall indemnify all past and present officers, directors, employees, committee members, and all other volunteers of the Society to the full extent permitted by the Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Board of Directors.

ARTICLE XIII

WAIVER OF NOTICE

Whenever notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted by a 2/3 vote of the Board of Directors present at any regular or special meeting of the Board at which a quorum is present provided that the proposed changes shall have been published on the Society website, distributed by electronic communication to the Voting Members, or published or distributed in an official Society publication or newsletter at least fifteen (15) days before the date of the meeting at which they will be voted on by the Board.

ARTICLE XV

DISSOLUTION

In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provisions of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.