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2 **BYLAWS**
3 **Of**
4 **THE AMERICAN CONIFER SOCIETY**
5 **(A Pennsylvania Nonprofit Corporation)**

6 **ARTICLE I**
7 **Name, Organization and Location**
8

9 **1.1 Name.** The name of this Corporation will be "American Conifer Society," hereafter known
10 as the Society.

11 **1.2 Organization.** The Society is organized under the General Nonprofit Corporation Act of the
12 Commonwealth of Pennsylvania. No part of any net earnings and no dividends or other profits
13 will inure to the benefit of any member, director or officer.

14 **1.3 Registered Office.** The registered office of the Society in the Commonwealth of
15 Pennsylvania will be at c/o Hyland Courthouse Co., Philadelphia, PA. The Board of Directors,
16 by majority vote, may designate a new principal office and location.

17 **1.4 Fiscal Year.** The fiscal year of the Society will begin on November 1 of each year.
18

19 **ARTICLE II**
20 **Purpose**

21 **2.1 Purpose.** The Society is organized for the following purposes and powers:
22

23 **2.1.1.** To foster and promote the advancement of public interest in the development,
24 preservation, and propagation of Conifers with an emphasis on those that are dwarf or
25 unusual, the clarification of nomenclature, and education of the public.
26

27 **2.1.2.** To encourage development of new and improved varieties and to promote their
28 introduction into cultivation.

29 **2.1.3.** To accept contributions, engage in fund-raising projects and campaigns to
30 accomplish any or all of its purposes.

31 **2.2 Not for Profit.** The Society is not organized for pecuniary profit and no part of its income or
32 property will be distributed to any member, director, or officer.
33

34 **ARTICLE III**

35 **Membership and Meetings**

36 **3.1 Classes of Members.** There will be eight classes of membership.

37 **3.1.1** Household Membership, Life Membership, Sustaining Membership, and
38 Patron Memberships will have voting rights of up to two votes per membership.

39 **3.1.2** Corporate/Business Membership and Institutional Membership will have voting rights
40 of one vote per membership.

41 **3.1.3** Honorary Life Membership and Student Membership will have no voting rights.
42

43 **3.2 Qualification of Members.** Any person who has an active interest in gardening and who
44 agrees to uphold the objectives of the Society will be eligible for membership in this Society.
45 Application will be made to the National Office, accompanied by payment of the required
46 dues for membership according to the amount in effect at time of membership application.

47 **3.3 Dues.** The board of directors may levy dues upon the members in amounts and for periods as
48 may be determined by resolution of the board.

49 **3.4 Enforcement.** The board of directors may make regulations necessary to enforce the
50 collection of dues, including provisions for the termination of membership upon reasonable
51 notice for nonpayment of dues, and for reinstatement of membership.

52 **3.5. Termination and Transfer of Membership.** The right of a member of the Society to
53 vote will cease on the termination of his/her membership. No member may transfer his/her
54 membership or any right arising from membership.

55 **3.6. Annual Meeting.** The board of directors will fix the date and time of the annual meeting of
56 the members. Notice of the annual membership meeting will be sent to members at least sixty
57 days prior to the date of the meeting.

58 **3.7. Place of Meeting.** The annual meeting of the membership will be held at the place as
59 designated by the board of directors in the notice of the meeting.

60 **3.8. Special Meeting.** Special meetings of the members may be called at any time by a majority
61 of the board of directors or by petition signed by twenty five members entitled to vote. The
62 petition must state the reason for the meeting. Notice of the meeting will be given to the members
63 as provided for the annual meeting and will state the purpose(s) for which the meeting is called.
64 The board of directors or the petitioning members will fix the time, date, and location of the
65 special meeting.

66 **3.9 Quorum, Manner of Acting and Adjournment.** A quorum at any meeting of members
67 will be fifty voting members. A member's dues must be current to be eligible to vote.

68 **3.10. Organization.** When the Society President and/or Secretary are absent from a meeting of
69 the members, a chair pro-tem and/or secretary pro-tem will be elected according to the adopted
70 Parliamentary Authority.

71 **3.11. Notice.** Unless members indicate otherwise to the National Office Manager, all
72 communication required in these bylaws including meeting notices may be sent electronically.
73
74

75 **3.12. Electronic Meetings.** All entities of the Society are authorized to meet either entirely or via
76 partial remote participation by video conferences or through other electronic communication media.
77 Such meetings are authorized provided all members may hear or see and hear each other while
78 participating in the meeting. An anonymous vote conducted through an associated internet meeting
79 service will be deemed a ballot vote. Telephone participants may waive their right to a ballot vote
80 and cast a voice vote. Each aforementioned case fulfills any requirement in the bylaws or other
81 related rules that a vote be conducted by ballot.

82 **ARTICLE IV**

83 **Board of Directors**

84 **4.1. Powers.** The board of directors (hereafter "the board") will have full power to conduct,

85 manage, and direct the business and affairs of the Society. All powers of the Society, except
86 those specifically reserved or granted to the members by statute, by the articles of incorporation,
87 or these bylaws, are vested in the board.
88

89 **4.1.1** The board may adopt Standing Rules and Special Rules to help manage the
90 Society. Standing Rules will be published as a conforming document to the Policies of the
91 Board. Special Rules will be published as an independent document. No Standing Rule or
92 Special Rule that conflicts with the ACS Articles of Incorporation, Constitution, or Bylaws can
93 be adopted.

94 **4.2 Qualification and Selection.** Each director of the Society must be a member of the Society.
95 They will be elected as specified in article 7.12.

96 **4.3. Number and Term of Office.** The board will consist of eight directors. Each region will
97 elect two directors, one of which will be the president of the region. The regional directors must
98 be elected at least one month prior to the next national meeting.
99

100 Terms of office will be two years. Regional directors' terms will start in alternating years.

101 Elected directors will serve two year terms or until a successor is elected.

102 Directors cannot serve more than three successive terms, but can be re-elected after one year off
103 the board.

104 **4.4. Ex Officio Members.** Ex officio members of the board will be the national office
105 manager, the CONIFER *QUARTERLY* editor, the web master, and the immediate past
106 president. Ex officio members of the board will be non-voting members.

107 If the member's term as elected director, but not the term as officer, has expired, the officer will
108 be considered ex officio and not entitled to vote.

109 **4.5. Officers.** The officers of the Society are President, Vice President, Treasurer, and Secretary.
110 When there is more than one nominee for an office, the board will elect these officers by ballot
111 vote from among any member in good standing. When there is only one nominee for an office,
112 the presiding officer may declare that nominee elected. The election will be held at an
113 organizational meeting in conjunction with the annual membership meeting.

114 A member of the board elected as an officer relinquishes his/her responsibilities as a regional
115 representative. The region will elect a new representative prior to the next national board
116 meeting.

117 **4.6. Organization.** The president of the Society will preside at every meeting of the board. In
118 the absence of the president, the vice president will preside. In the absence of the secretary, the
119 presiding officer of the meeting will appoint a secretary pro-tem.

120
121 **4.7. Resignations.** Any director of the Society may resign at any time by giving written notice to the
122 president or the secretary of the Society. The resignation will take effect at the date specified in the
123 written notice unless otherwise specified. Acceptance of the resignation is not necessary.

124 **4.8. Vacancies.** The board may declare the office of a director vacant because of death,
125 resignation, or removal in any manner other than under the provisions of Section 4.8 of this
126 article, or for any other proper cause, or if within sixty days after notice of his/her election,
127 he/she does not accept the office either in writing or by attending the next meeting of the board.

128 Any vacancy on the board created by the death, resignation or removal of a regional director, but
129 not a regional president, will be filled by a majority vote of the remaining members of the board,
130 even if there is less than a quorum, at any regular or special meeting. Each person elected will
131 serve for the balance of the unexpired term of the director whose office was declared vacant or
132 until a successor is elected.

133 **4.9. Removal.** At any special meeting of the membership called for the purpose of removing or
134 electing directors, the entire board or any individual director may be removed from office
135 without assigning any cause by the vote of the majority of members present and voting. In case
136 any one or more directors are removed, new directors may be elected at the same meeting.

137 **4.10. Place of Meeting.** Meetings of the board may be held at any location designated in the
138 notice of the meeting. The board will adopt special and standing rules for conducting electronic
139 meetings and specify the chosen platform in those rules.

140 **4.11. Organization Meeting.** Immediately after each annual election, the newly selected board
141 will meet for the purpose of organization and the transaction of other business. Notice of this
142 meeting need not be given. The organization meeting may be held at any other time or place
143 specified in a notice given as provided in Section 4.12 of this Article.
144

145 **4.12. Regular Meetings.** Regular meetings of the board will be held at the time and place
146 designated by the board. At regular meetings, the directors will transact any business as may
147 properly be brought before the meeting. Notice of regular meetings will be given at least fourteen
148 days prior to the meeting.

149 **4.13. Special Meetings.** The president or three voting board members may call for a special
150 meeting with five days' notice to voting directors, ex-officio directors, and officers. Special
151 meetings must take place between the hours of 10:00 am and 10:00 pm EST.

152 **4.14. Quorum, Manner of Acting, and Adjournment.** Each director will be entitled to one
153 vote. Except as otherwise specified in the articles of these bylaws, the acts of a majority of the
154 directors present at a meeting at which a quorum is present will be the acts of the board. In the
155 absence of a quorum, the directors will comply with the adopted parliamentary authority. The
156 directors will act only as a board and the individual directors will have no other power.
157

158 **4.15. Committees.** The board may establish committees. Committees must include at
159 least one other member of the Society. Each committee of the board will serve at the
160 pleasure of the board.

161 No committee of the board will exercise any of the powers or authority vested in the board by
162 these bylaws or the Nonprofit Corporation Law of Pennsylvania unless authorized by resolution
163 of the board. Any committee of the board may make recommendations to the board concerning
164 the exercise of the board's powers and authority.

165 The establishment of any committee of the board and the delegation of power and authority will
166 not alone relieve any director of his/her fiduciary duty to the Society.

167 Each committee will keep regular minutes of its proceedings and report the proceedings
168 periodically to the board as required.

169 **4.16. Interested Directors or Members; Quorum.** No contract or transaction between the

170 Society and one or more of its directors or members, or between the Society and any other
171 Society, partnership, association, or other organization in which one or more of its directors or
172 officers are directors or officers of the Society will be void or voidable solely for that reason,
173 or solely because the director or officer is present at or participates in the meeting of the board
174 which authorizes the contract or transaction, or solely because their votes are counted for such
175 purpose, if:

176 (1) The material facts as to the relationship or interest and as to the contract or transaction
177 are disclosed to the board and the board in good faith authorizes the contract or transaction by the
178 affirmative votes of a majority of the disinterested directors, even though the disinterested
179 directors are less than a quorum, or

180 (2) The material facts as to his/her relationship or interest and as to the contract or
181 transaction are disclosed to the members entitled to vote, and the contract or transaction is
182 specifically approved in good faith by vote of the members, or

183 (3) The contract or transaction is fair as to the Society as of the time it is authorized,
184 approved or ratified, by the board or the members.

185 Common or interested directors may be counted in determining the presence of a quorum at a
186 meeting of the board which authorizes a contract or transaction specified in this section.

187 **4.17. Expenses.** Each director will be paid reasonable compensation and expenses for services as
188 a director, if any, as fixed by the board for each meeting of the board or committee which
189 he/she attends.

190 **ARTICLE V**
191 **Notice — Waivers — Meetings**

192 **5.1. Notice.** Whenever written notice is required to be given to any person under the provisions of
193 these bylaws, or the Nonprofit Corporation Law of Pennsylvania, it may be given either
194 personally, electronically, or by sending a copy by first class mail, postage prepaid, to his/her
195 address as supplied to the Society for the purpose of notice. If the notice is sent by mail, it will be
196 deemed to have been given to the person entitled when deposited in the United States mail for
197 transmission. A notice of meeting will specify the place, day and hour of the meeting and any
198 other information required by law or these bylaws.

199 When a meeting is adjourned, it will not be necessary to give any notice of the adjourned
200 meeting or of the business to be transacted at an adjourned meeting, other than by
201 announcement at the meeting at which such adjournment is taken.

202 **5.2. Waivers of Notice.** Whenever any written notice is required to be given under the provisions
203 of these bylaws or the Nonprofit Corporation Law of Pennsylvania, a waiver in writing, signed
204 by the person or persons entitled to notice, whether before or after the time stated, will be
205 deemed equivalent to the giving of notice. Except as otherwise required by this section, neither
206 the business to be transacted at nor the purpose of a meeting need be specified in the waiver of
207 notice of the meeting. In the case of a special meeting of members, a waiver of notice will
208 specify the general nature of the business to be transacted.

209 Attendance of a person at any meeting will constitute a waiver of notice of the meeting, except
210 where a person attends a meeting for the express purpose of objecting, at the beginning of the
211 meeting, to the transaction of any business because the meeting was not lawfully called or
212 convened.

213 **5.3. Modification of Proposal Contained in Notice.** Whenever the language of a proposed
214 resolution is included in a written notice of a meeting, the meeting considering the resolution
215 may, without further notice, adopt it with any clarifying or other amendments as to not enlarge
216 its original purpose.

217 **5.4 Exception to Requirement of Notice.** Wherever any notice or communication is required
218 to be given to any person under the provisions of these bylaws or the Nonprofit Corporation
219 Law of Pennsylvania, or by the terms of any agreement or other instrument or as a condition
220 precedent to taking any corporate action, and communication with the person is then unlawful,
221 the giving of notice or communication to the person will not be required and there will not be a
222 duty to apply for a license or other permission to do so.

223 **ARTICLE VI**
224 **Officers**

225 **6.1. Nomination, Election and Term of Office.** The officers of the Society will be nominated by
226 a Nominating Committee representing each of the regions. The committee will be elected by the
227 board. Committee nominations for officers will be presented to the board at the summer board
228 meeting. Candidates may be current board members, past board members, or any member of the
229 Society in good standing. After the committee presents its recommendations, the floor will be
230 open for nominations. When there is only one nominee for an office, the presiding officer may
231 declare that nominee elected. When there are multiple nominees for an office, the election will be
232 by ballot vote.

233 **6.2. Independent Contractors and Agents.** The board may hire independent contractors or
234 other agents as the business of the Society may require.

235 **6.3. Removal.** Any officer, employee or other agent of the Society may be removed, either for or
236 without cause, by the board. Any removal must be without prejudice to the contract rights of any
237 person so removed.

238 **6.4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification,
239 or any other cause, will be filled by the board, or by the region to which the power to fill the
240 position has been delegated. If the office is one for which these bylaws prescribe a term, it will
241 be filled for the unexpired portion of the term.

242
243 **6.5. General Powers.** These officers will perform their duties prescribed by these bylaws, adopted
244 special and standing rules, and by the parliamentary authority adopted by the Society.

245 **6.6. President.** The president will be the chief executive officer of the Society and have general
246 supervision over the activities and operations of the Society, subject to the control of the board.

247 **6.7. Duties of the President.** The president will:

- 248 **6.7.1** Preside at all meetings of the Society and of the board.
- 249 **6.7.2** Execute contracts and related documents for the Society authorized by the board,
250 except when the execution is delegated by the board, or by these bylaws, to some other
251 officer or agent of the Society.
- 252 **6.7.3.** Keep the board and officers fully informed of conditions and operation of the Society.
- 253 **6.7.4.** Support and defend policies and programs adopted by the board.
- 254 **6.7.5.** Act as spokesman to the press, the public and related organizations as required.
- 255 **6.7.6.** Promote interest and active participation in all Society activities by the membership.
- 256 **6.7.7.** Assure that the Policies of the Board are current and accurately reflect the

257 policies and actions of the board.
258 **6.7.8.** Perform all duties incident to the office of president, and other duties as may be
259 assigned by the board.

260 **6.8. VICE PRESIDENT. The vice president will:**

- 261 **6.8.1** Perform the duties of the president in his/her absence.
262 **6.8.2** Serve as Chair of the CONIFER *QUARTELY* Advisory Committee.
263 **6.8.3** Perform other duties as assigned by the president and/or the board.
264 **6.8.4** Assume the office of president if a vacancy occurs in the office due to the death,
265 resignation or removal of the president.

266 **6.9. TREASURER. The treasurer will:**

- 267 **6.9.1** In cooperation with the Finance Committee, help develop and implement a financial
268 strategy to ensure the Society's long term financial stability, including support for, and
269 operation within, an annual budget.
270 **6.9.2** Prepare and present the final annual budget, after its preliminary preparation by the
271 Finance Committee, with the assistance of the National Office, to the board for approval.
272 **6.9.3.** Manage financial investments of the Society judiciously to assure financial
273 security and maximum return.

274 **6.10. SECRETARY. The secretary will:**

- 275 **6.10.1.** Record and prepare appropriate minutes of the meetings of the board and
276 meetings of the Society. A draft of the minutes will be supplied to the officers for review
277 within thirty days following the meeting. After review the secretary will forward a copy
278 of the minutes to all board members, the National Office and the CONIFER
279 *QUARTERLY* Editor. A copy of the minutes will be maintained by the secretary, the
280 National Office and at the Society's archival site.
281 **6.10.2** Maintain a file for the Society's Policies of the Board handbook and assist the
282 president in updating the handbook, if needed, after each board meeting.
283 **6.10.3** In collaboration with the president, prepare the agenda for board meetings.
284 **6.10.4** Distribute the agenda and committee reports to the board members two weeks
285 prior to the board meeting.
286 **6.10.5** Assist the president in arranging board meetings with respect to time and place.
287 **6.10.6.** Prepare a short synopsis of the minutes to be published in the next edition of the
288 CONIFER *QUARTERLY*.

289 **6.11. Officers' Bonds.** Any officer may be required to give a bond for the faithful discharge of
290 his/her duties in such sum, if any and with such surety or sureties as the board will require. If a
291 bond is required, the board shall buy the bond and assume financial responsibility for any
292 premiums due.

293 **6.12. Compensation.** Members of the board will serve without compensation except for
294 travel expenses as authorized by the board. The compensation of any independent contractors
295 or other agents will be fixed by the board. No director will be prevented from receiving
296 compensation as an agent solely by reason of the fact that he/she is also a director of the
297 Society.
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300 **ARTICLE VII**

301 **Regions**

302 **7.1. Regions.** The primary subsection of the Society shall be known as a ‘Region’. The existing
303 Central, Northeastern, Southeastern, and Western Regions are recognized.

304 **7.2. Designation of Regions.** The board will assign specific states, provinces and/or areas to the
305 regions and must approve the establishment or modification of regional boundaries. Changes
306 will only be made to meet the needs of the members and fulfill the mission of the Society.

307 **7.2.1.** The establishment of a new region requires a nucleus of interested members having
308 high leadership potential and motivation, and will be established mainly for camaraderie
309 and to strengthen the national Society.

310 **7.3. Responsibilities of Regions.** Regions will maintain and support the national objectives and
311 purpose as outlined in the Society’s Bylaws and Policies of the Board.

312 **7.4. Regional Subsections.** Subsections within regions may be formed including areas, states,
313 chapters, focus groups, study groups, and the like. The board will actively support all groups so
314 long as these groups provide an active public and membership focus according to the
315 objectives of the Society.

316 **7.5. Requirement for National Membership.** The national organization will be the primary
317 Society to which all members belong; therefore, national membership is required in order to be a
318 regular attendee, or member, at regional events. Guests and non-members are welcome at
319 individual events.

320 **7.6. Regional Officers.** The officers of the Regions are the President, Past President, Vice
321 President, Recording Secretary and Treasurer and will be designated by region.

322 **7.6.1.** A member may hold multiple regional offices with the exception of the office of
323 President.

324 **7.6.2.** State and area representatives are elected in the same manner as the officers and
325 serve on the regional board.

326 **7.7. The Regional President will:**

327 **7.7.1.** Be a director of the national board.

328 **7.7.2.** Preside at all regional meetings.

329 **7.7.3.** Be responsible for overseeing all regional operations and activities.

330 **7.7.4.** Serve as chair or appoint the chair for the National Meeting when the meeting is
331 held in their region.

332 **7.8. The Regional Vice President will:**

333 **7.8.1** Perform the duties of the regional president in his/her absence.

334 **7.8.2.** Work with the area or state representatives in the promotion of the Society and
335 in the development of programs, presentations, or other promotions on a local level.

336 **7.8.3.** Work with the regional president in the recruiting and nomination of area or
337 state representatives for election by the regional members.

338 **7.8.4** Assume the office of president if a vacancy occurs in the office due to the death,
339 resignation, or removal of the president.

340 **7.9. The Regional Treasurer will:**

341 **7.9.1.** Work with the regional president in the preparation of the annual budget.

342 **7.9.2.** Keep records and account for all funds received as a result of activities in the
343 region in accordance with the chart of accounts established by the National Office.

344 **7.9.3.** Prepare annual financial summaries on forms provided by the National Office and
345 the National Treasurer. This summary will be reviewed by the Regional President and
346 forwarded to the National Office as soon as possible after the end of the Society’s fiscal
347 year. (October 31)

348 **7.10. The Regional Secretary** will:

349 **7.10.1** Provide a mailing address, email address, and telephone service during reasonable
350 hours.

351 **7.10.2.** Keep regional records and minutes of meetings.

352 **7.10.3.** Mail newsletters and prepare reports of regional activities.

353 **7.10.4** Assist the regional president in administrative duties related to planning and
354 conducting the annual regional members’ meeting.

355 **7.10.5.** Send a current list of regional officers to the National President and the National
356 Office following each election.

357 **7.11. Regional Nominating Committee.** A Regional Nominating Committee may be appointed
358 by the regional president and will solicit nominations from the membership. Further
359 nominations may be solicited from the membership electronically.

360 **7.12. Election of Regional Officers.** The method of election of regional officers and regional
361 director will be determined by each region. Elections held by electronic voting must be
362 supported by special and standing rules adopted by each region. Elections may combine
363 traditional paper ballots and electronic voting. Regions must have rules in place to ensure each
364 member casts only one ballot. Regional elections must be completed before the annual national
365 meeting. Regional presidents will inform the National Office of the election results as soon
366 as elections are final.
367

368 **7.13 State/Area Representatives.** State or area representatives will be elected in the same
369 manner as the officers unless candidates are not available. In that case, the regional president
370 may appoint representatives. Appointments should be ratified by the membership at the next
371 regional members’ meeting.
372

373 **7.14. Terms of Office.** The terms of office of all officers are two years or until a successor is
374 elected. The continuous service of the Regional President and Vice President will not exceed six
375 years.

376 **7.15. Reimbursement.** Reimbursement of regional officers, state or area representatives and
377 regional committee chairs will be made from the regional treasury following the same general
378 guidelines established for the corresponding national positions.

379 **7.16. Regional Meetings.** At least one general regional members meeting will be held in each
380 region annually, except that the region in which an annual National Members’ Meeting is to be
381 held, has the option, not the obligation, to hold a regional meeting in that same year. No regional
382 or local meeting will be held within thirty days of the National Meeting without consent of the
383 board.

384 **7.17. Regional Fiscal Year.** Each region will keep financial records on the same fiscal year basis
385 as the Society and provide semi-annual financial reports to the National Treasurer one month
386 prior to the Society’s board meeting.

387 **7.18. Regional Funds.** The management of regional funds must conform to IRS requirements

388 and the Bylaws of the Society; provide for planned support of the Society; and maintain the
389 ability to raise income and direct expenditures.

390 **7.19. Regional Support of the Society**

391 **7.19.1** Financial support of the national Society must not cause a region’s treasury balance
392 to be less than \$6,000.00.

393 **7.19.2** Each region’s share of support to the Society shall be calculated based on the
394 proportion of that region’s membership relative to the national membership.

395 **7.19.3** The membership count for each region and the national will be determined as of
396 January 1 of the year preceding the contribution.

397 **7.19.4.** The board will determine the total dollar amount of contributions to the national
398 Society based on a review at the summer board meeting of national and regional finances
399 as presented in national and regional budgets for the upcoming year. The date for
400 regional contributions shall be determined by the board at the time of budget review, or
401 not later than October 31 of the respective year.

402 **7.20. Conduct of Activities.** Each region will determine how to conduct its own activities,
403 meetings, and projects to further the purpose of the Society. It will keep minutes of meetings and
404 activities and report these to the board through the regional president.

405 **7.21 Power to Act.** No regional officer or member shall have the power to act for the Society
406 unless explicitly approved in writing by the board.

407 **7.22. Use of Names.** Only the National Society will have proprietary interest in the name
408 “American Conifer Society” and “The Conifer Society”. Privilege to use these names by any
409 region will be at the discretion of the board.

410
411 **7.23. Regional Membership Chair.** The Regional President will appoint a regional membership
412 chair who will also be a member of the National Membership Committee.

413
414 **7.24. Announcements.** Space in the CONIFER *QUARTERLY* and on the Society’s Web Site will
415 be determined by the Editor and Web Site Committee, respectively, and will be available to each
416 region for reporting activities and a calendar of events.

417 **ARTICLE VIII**
418 **Indemnification of Directors, Officers,**
419 **Etc.**

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421 **8.1. Directors and Officers; Third Party Actions.** The Society will indemnify any director or
422 officer of the Society who was or is a party or is threatened to be made a party to any threatened,
423 pending or completed action, suit or proceeding, whether civil, criminal, administrative, or
424 investigative (other than an action by or in the right of the Society) by reason of the fact that
425 he/she is or was a representative of the Society (that for the purposes of this Article, will mean a
426 director, officer, employee, or agent of the Society, or a person who is or was serving at the
427 request of the Society as a director, officer, employee, or agent of another Society, partnership,
428 joint venture, trust, or other enterprise) against expenses (including attorneys’ fees) , judgment,
429 fines and amounts paid in settlement actually and reasonably incurred by him/her in connection
430 with such action, suit or proceeding if he/she acted in good faith and in a manner reasonably
431 believed to be in, or not opposed to, the best interests of the Society, and with respect to any
432 criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

433 The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or
434 upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the
435 person did not act in good faith and in a manner which he/she reasonably believed to be in, or not
436 opposed to, the best interests of the Society, and with respect to any criminal action or proceeding
437 had reasonable cause to believe that his/her conduct was unlawful.

438 **8.2. Directors and Officers; Derivative Actions.** The Society will indemnify any director or
439 officer of the Society who was or is a party or is threatened to be made a party to any threatened,
440 pending or completed action or suit by or in the right of the Society to procure a judgment in its
441 favor by reason of the fact that he/she was a representative of the Society, against expenses
442 (including attorneys' fees) actually and reasonably incurred by him/her in connection with the
443 defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she
444 reasonably believed to be in, or not opposed to, the best interests of the Society and except that no
445 indemnification will be made in respect of any claim, issue or matter as to which such person will
446 have been adjudged to be liable for negligence or misconduct in the performance of his/her duty
447 to the Society unless and only to the extent that the court of common pleas of the county in which
448 the registered office of the Society is located or the court in which such action or suit was brought
449 will determine upon application that, despite the adjudication of liability, but in view of all the
450 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such
451 expenses that the court of common pleas or such other court shall deem proper.

452 **8.3. Employees and Agents.** To the extent that a representative of the Society who neither was
453 nor is a director or officer of the Society has been successful on the merits or otherwise in
454 defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2 of this Article or in
455 defense of any claim, issue or matter therein, he/she will be indemnified by the Society in any
456 other circumstances to any extent if the Society would be required by Section 8.1 or 8.2 of this
457 Article to indemnify such person in such circumstances to such extent if he/she were or had
458 been a director or officer of the Society.

459 **8.4. Procedure for Effecting Indemnification.** Indemnification under Section 8.1, 8.2 or 8.3 of
460 this Article will be made when ordered by court (in which case the expenses, including attorneys'
461 fees, of the representative in enforcing such right of indemnification will be added to and be
462 included in the final judgment against the Society) and may be made in the specific case upon a
463 determination that indemnification of the representative is required or proper in the circumstances
464 because he/she has met the applicable standard of conduct set forth in Section 8.1 or 8.2 of this
465 Article. This determination will be made:

- 466 1) By the board by a majority vote of a quorum consisting of directors who were not
467 parties to such action, suit or proceeding, or
- 468 (2) If such a quorum is not obtainable, or, even if obtainable a majority vote of a
469 quorum of disinterested directors so directs, by independent legal counsel in a
470 written opinion, or
- 471 (3) By the members.

472 **8.5. Advancing Expenses.** Expenses (including attorneys' fees) incurred in defending a civil or
473 criminal action, suit or proceeding will be paid by the Society in advance of the final disposition
474 of such action, suit or proceeding, upon authorization by the board in a specific case upon receipt
475 of an undertaking by or on behalf of a director or officer to repay such amount unless it will
476 ultimately be determined that he/she is entitled to be indemnified by the Society as required in
477 this Article or authorized by law and may be paid by the Society in advance on behalf of any
478 other representative when authorized by the board upon receipt of a similar undertaking.

479 **8.6. Scope of Article.** Each person who acts as a representative of the Society will be deemed to

480 be doing so in reliance upon such rights of indemnification as are provided in this Article. The
481 indemnification provided by this Article will not be deemed exclusive of any other rights to
482 which a person seeking indemnification may be entitled under any agreement, vote of members or
483 disinterested directors, statute or otherwise, both as to action in his/her official capacity and as to
484 action in another capacity while holding such office or position, and will continue as to a person
485 who has ceased to be a representative of the Society and will inure to the benefit of the heirs and
486 personal representatives of such a person.

487 This Article will not affect the liability of a representative with respect to the administration of
488 trust assets held by the Society pursuant to the Nonprofit Corporation Law of Pennsylvania.

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ARTICLE IX Miscellaneous

493 **9.1. Checks.** All checks, notes, bills of exchange or other orders in writing will be signed by
494 the person or persons as the board may designate.

495 **9.2. Contracts.** Except as otherwise provided in these bylaws, the board may authorize any
496 officer or officers, agent or agents, to enter into any contract or to execute or deliver any
497 instrument on behalf of the Society. This authority may be general or confined to specific
498 instances.

499 **9.3. Deposits.** All funds of the Society will be deposited to the credit of the Society in banks,
500 trust companies, or other depositories as the board may approve or designate. All funds will
501 be withdrawn only upon checks signed by one or more officers or officers of the regions as
502 the board shall determine.

503 **9.4. Annual Report of Directors.** The board will present a report to the members annually,
504 verified by the president and treasurer or by a majority of the directors, showing in
505 appropriate detail the following:

506 (1) The assets and liabilities, including the trust funds, of the Society as of the end of the
507 fiscal year immediately preceding the date of the report.

508 (2) The principal changes in assets and liabilities including trust funds, during
509 the year immediately preceding the date of the report.

510 (3) The revenue or receipts of the Society, both unrestricted and restricted to particular
511 purposes, for the year immediately preceding the date of the report, including separate data with
512 respect to each trust fund held by or for the Society.

513 (4) The expenses or disbursements of the Society, for both general and restricted
514 purposes, during the year immediately preceding the date of the report, including separate data
515 with respect to each trust fund held by or for the Society.

516 (5) The number of members of the Society as of the date of the report, together with a
517 statement of increase or decrease in such number of members of the Society as of the date of the
518 report, and a statement of the place where the names and addresses of the current members may
519 be found.

520 (6) The annual report of the board will be filed with the minutes of the meetings of
521 members.

522 **9.5. Policies of the Board.** The board may adopt policies which cover in detail those items
523 related to, but not specifically contained in these bylaws.

524 All policies must be in conformance to, and not in contravention of, the bylaws of the Society

525 and the Statutes of the Internal Revenue Service of the United States, the Commonwealth of
526 Pennsylvania and the State of Maryland governing the conduct of not-for-profit corporations.

527 **9.6. Amendment of Bylaws.** These bylaws may be amended or repealed, or new bylaws may be
528 adopted with thirty days' notice and by a two-thirds vote of the members present and voting
529 at any duly organized annual or special meeting of members.

530 **9.6.1.** When amendment of these bylaws results in a change in numbering of sections or
531 subsections, the board will instruct those corrections be made.

532
533 **9.7. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order
534 Newly Revised will govern the organization in all cases in which they are applicable and in
535 which they are not inconsistent with these bylaws and any special rules of order the organization
536 may adopt.

537
538 **9.8. Dissolution of the Corporation.** Upon the dissolution of the corporation, the board will, after
539 paying or making provision for the payment of all of the liabilities of the corporation, dispose of all
540 of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to
541 such organization or organizations organized and operated exclusively for charitable, educational or
542 literary purposes as will at the time qualify as an exempt organization or organizations under
543 Section 501 (c) (3) of the Code, as the board will determine.

544 Any assets not so disposed of will be disposed of by the Court of Common Pleas of the county in
545 which the principal office of the corporation is then located, exclusively for such purposes, or to
546 such organization or organizations, as the Court will determine, which are organized and
547 operated exclusively for such purposes.

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