

CONSTITUTION OF
THE AMERICAN PHYTOPATHOLOGICAL SOCIETY

As adopted in New Orleans, Louisiana, August 1981 and amended in Salt Lake City, Utah, August 1982; in Guelph, Ontario, Canada, August 1984; in Reno, Nevada, August 1985; by mail ballots, August 1986 and July 1987; in San Diego, California, November 1988; in Richmond, Virginia, August 1989; in Grand Rapids, Michigan, August 1990; by mail ballots, November 1993 and March 1995; in Rochester, New York, August, 1997; by mail ballots, July 13, 2001, by electronic and mail ballots, November, 2002, and by electronic and mail ballots, May 2003, May 2006, May 2008, May 2010, May 2012 and May 2015.

ARTICLE I

Name and Objective

This Society, founded in 1908, shall be named The American Phytopathological Society. Its objective is to promote the increase and diffusion of all aspects of knowledge relating to plant diseases and their control.

ARTICLE II

Membership

Section 1. Memberships: The Society consists of Regular Members, Post Doctorate Members, Student Members, Emeritus Members, and Sustaining Associates. A membership period shall be 12 consecutive months.

- A. *Regular Members.* Any person interested in the study and control of plant diseases is eligible for membership. Membership is activated upon receipt and acceptance of the applicant's dues.
- B. *Post Doctorate Members.* Any person working in a Post Doctorate position is eligible for this membership. The Post Doctorate status must be certified annually by the major professor or department head. Membership is activated upon receipt of the applicant's dues.
- C. *Student Members.* Any person enrolled as a degree-seeking student in an accredited college or university is eligible for student membership. The student status must be certified annually by the major professor or department head. Membership is activated upon receipt of the applicant's dues.
- D. *Emeritus Members.* Any retired person who has been a member of the Society for at least 20 years is eligible for Emeritus status. The applicant must submit a request for Emeritus Membership together with facts concerning qualifications for this status to the Executive Officer.
- E. *Sustaining Associates.* Any institution or business making a contribution to the Society as prescribed in the Bylaws shall be designated a Sustaining Associate.

Section 2. Privileges of Members:

- A. *Voting rights.* Only Regular, Post Doctorate, Student, and Emeritus members of the Society shall be entitled to vote.
- B. *Eligibility for Society Offices.* Only Regular Members shall be eligible for election or appointment as Society Officers or as other members of the Council.

C. *Floor and Committee Privileges.* All members shall have the privileges of the floor at Society meetings and are eligible to serve on Standing, Special, and Ad Hoc committees of the Society.

D. *Publications.*

- 1) Regular, Post Doctorate, Student and Emeritus Members shall receive the Newsletter of the Society and be entitled to subscribe to the Society journals at the specified member rate. Members are also entitled to member prices on electronic services, separate journal articles, APS meeting registration rates, and APS Press products.
- 2) Sustaining Associates shall receive the Newsletter and, if requested, the journals of the Society.

ARTICLE III

Officers, Council, and Executive Committee

Section 1. The officers of the Society are the President, President Elect, Vice-President, Internal Communications Officer, Treasurer, and Executive Officer (nonvoting).

Section 2. Duties of the officers are those customarily pertaining to the offices, unless otherwise defined by the Council. The Treasurer may serve as Business Manager or the Council may delegate this authority.

Section 3. Governance of the Society and its corporate authority as defined in the Society's Articles of Incorporation are vested in a Council, members of which are the Society's contemporary officers, the Immediate Past President, three Councilors-at-Large, and two appointed positions representing Publications Board and Divisional Forum.

A. *Control.* Control of Society funds received from dues, subscriptions to publications, gifts, bequests, endowments, and investments is vested in the Council to administer through appropriate fiscal officers and committees, and as noted in Bylaw 7.

B. *Obligations.* The Council is authorized to enter into obligations and to pay obligations essential to proper conduct of the affairs of the Society and the editing and manufacturing of publications authorized by the Society.

C. *Audit.* Receipts and disbursements shall be audited annually by a certified public accountant. The reports of the Treasurer and the certified public accountant shall be published annually.

Section 4. The Council is authorized to employ an Executive Officer to administer the business affairs and offices of the Society. The Executive Officer shall be responsible to the Treasurer of the Society in fiscal matters. The title assigned to this officer shall be preceded by the adjective "Executive."

Section 5. The Council will meet as needed to conduct the business of the society. The President or, in the President's absence, the President Elect presides at meetings of the Council. In the absence of both, the Vice-President presides at meetings of the Council.

Section 6. A majority of the voting members of the Council constitutes a quorum for transaction of business.

Section 7. Between regular meetings of the Society, the Council, the Executive Committee, or the officers carry out the functions necessary to implement policies of the Society; this may be facilitated by electronic balloting. The Council is authorized to conduct a mail ballot of the Society membership between Annual Meetings on matters the Council deems necessary to put before the entire membership for a vote or on matters petitioned by at least 10% of the Regular Members, provided that

the ballot is accompanied by suitable explanatory information. Interim actions are reported to the membership at the Society's next Annual Meeting.

Section 8. An Executive Committee of Council members is authorized.

- A. The Executive Committee shall consist of the officers of the Society, the Immediate Past President, and the Senior Councilor-at-Large. The Executive Committee shall oversee the administration of policies established by the Council. It shall develop the agenda and prepare material for Council meetings. It shall meet when necessary to carry out functions delegated to it by the Council and such business that in the best interest of the Society should not be delayed until the next meeting of the Council. Action by the Executive Committee shall be reported fully to the Council, and the Council shall consider key actions for possible ratification. Four of the Executive Committee's seven voting members shall be a quorum for conducting business, and four votes are necessary to carry an issue.
- B. The Executive Committee shall meet at the call of the President. The presiding officer of the Executive Committee is the President or, in the President's absence, the President Elect.

ARTICLE IV

Selection of Officers and Councilors

Section 1. The Vice-President and Councilors-at-Large shall be elected by ballot. Nominations for these offices shall come from members of the Society. A call for nominations shall be sent to all members eligible to vote, with a specified return date not later than three months before the first day of the Annual Meeting of the Society.

The Nominating Committee shall select candidates from the nominees by the procedures described in the APS Manual of Operations. At least one month before the first day of the Annual Meeting, the final ballot shall be sent to all Society members eligible to vote with instructions to return marked ballots to the Executive Officer for receipt at least one week before the first day of the Annual Meeting. The Council shall declare the officers elected based on a plurality vote.

Section 2. The Council appoints the Internal Communications Officer and the Treasurer, ordinarily for non-concurrent terms of three years. The term or the date of assuming office may be adjusted to avoid concurrently expiring terms. The Council also appoints the Editors-in-Chief for three-year terms. These appointed individuals shall not serve more than two terms consecutively.

Section 3. At the close of the annual meeting following the election, the newly elected Vice-President assumes office, the current Vice-President becomes President Elect, the current President Elect becomes President, and all assume their respective duties of office. The Immediate Past President is not eligible for immediate reelection to the office of Vice-President.

Section 4. Each Councilor-at-Large is elected for a three-year term. One Councilor-at-Large is elected each year so that the three-year terms, designated by the year in which the term expires, do not run concurrently. The newly elected Councilor-at-Large assumes office at the close of the Annual Meeting following the election. Councilors-at-Large are not eligible for nomination for another office/position within the Society during the duration of their term.

Section 5. The Council fills by appointment any vacancy occurring within a prescribed term, such appointment to continue for the unexpired balance.

Section 6. The President may appoint an alternate for any Councilor who is unable to attend official Council meetings.

ARTICLE V

Meetings

Section 1. Unless prevented by a national emergency, or other overriding reasons, an Annual Meeting of the Society is to be held each year, at such place and time as the Council may direct.

Section 2. An annual Business Meeting of the Society shall be held at each Annual Meeting of the Society. Except where specified to the contrary, a majority vote of the voting members present constitutes approval by the Society for actions requiring such approval.

ARTICLE VI

The American Phytopathological Society Foundation

Section 1. A Foundation of the Society is authorized.

Section 2. The purpose of the Foundation is to support special programs that meet Society objectives but which are outside the normal operating budget of the Society.

Section 3. The Foundation is administered by a Board of Directors composed of seven (7) voting members and three (3) nonvoting members.

Section 4. Four (4) voting members of the Board of Directors are appointed by the Council from nominations submitted by the Executive Committee of the Council. Three (3) voting members of the Board are appointed by the Foundation Board. Voting Board members are appointed for three (3) year terms on a staggered basis and may serve two consecutive terms. Vacancies on the Board among members appointed by the Council shall be filled by the Council. Vacancies on the Board among members appointed by the Board shall be filled by the Board. The Board shall elect the chairman from among its voting members to serve a term of two years. The chairman may serve two (2) consecutive terms. The chairman of the Board shall present an annual report to the Council.

Section 5. The Treasurer of the Society, graduate student representative (chair of the Graduate Student Committee) and the Executive Officer of the Society or his designee from among the headquarters staff shall serve as the three (3) nonvoting members of the Board.

Section 6. The funds accruing to the Foundation shall be derived from gifts, grants, and bequests.

Section 7. The solicitation, investment, and distribution of the Foundation funds shall be a function of the Board of Directors of the Foundation. Funds shall be maintained separately from the normal operating budget of the Society.

ARTICLE VII

Code of Professional Conduct

Preamble

The American Phytopathological Society (APS) is a professional organization with a code of professional conduct which encompasses the values important to the profession and expresses the profession's responsibilities to the public, clients, and colleagues.

Membership in APS assumes an obligation of self-discipline with compliance to these professional standards.

The APS Code of Professional Conduct is intended to guide members in the performance of their professional responsibilities and conduct.

Principles

1. Members accept the obligation to serve the public interest, honor the public trust, enhance the welfare of humanity, encourage environmental stewardship, and demonstrate a commitment to professionalism.
2. Members perform all professional responsibilities with the highest sense of integrity, and maintain objectivity and freedom from conflicts of interest in discharging their professional responsibilities.
3. Members strive continually to improve their competence and the quality of services, and discharge all professional responsibilities to the best of their ability.

Canons

1. Members have the duty to observe all laws and regulations of the land pertaining to the profession, uphold the dignity and honor of the profession, and expose illegal or unethical conduct in the profession.
2. Members will act in such a manner as to protect the resources of the natural and agricultural environments in which they work and will strive to avoid direct or indirect adverse effects on people or the environment that might result from their presence, activities, or equipment.
3. Members will not allow the use of their names, reports, or other technical materials by any enterprise known to be illegal, fraudulent, of questionable character, or contrary to the welfare of the public or the environment.
4. Members will neither seek employment, grants, or personal gain, nor attempt to injure the reputation or opportunities for employment of other scientists by false or undocumented claims or accusations, or by offers of gifts or favors.
5. Members will strive for accuracy in reporting observations made by themselves and others and will recognize contributions of others whenever appropriate.
6. Members will work and act in a strict spirit of truth and fairness with employers, clients, contractors, and employees, and in a spirit of personal helpfulness and collegiality toward other members of the profession.
7. Members will endeavor to recognize conflicts of interest and to avoid the abuse of privileged positions or circumstances. Such include, but are not limited to, (i) review and evaluation of manuscripts and grant applications, (ii) establishment of program directions and responsibilities, (iii) evaluation of candidates for employment or promotion, (iv) service in APS or other leadership positions, (v) service in consulting activities, (vi) student guidance, (vii) simultaneous service in profit-making and not-for-profit organizations, and (viii) use of any position or resources to compete unethically or unfairly with colleagues.
8. Members recognize responsibilities to students, technicians, and other associates working under their supervision and will treat them with dignity, respect and consideration, provide them with training where required, and by direction and example teach them to adhere to the professional standards herein.

ARTICLE VIII

Sexual Harassment Policy

It is the policy of the APS to comply strictly with all laws applicable to APS activities. United States Federal, and most State, laws strictly prohibit sexual harassment. APS policy specifically prohibits sexual harassment by or against any employee, member, officer, or other volunteer, vendor, or customer.

The policy covers sexual harassment complaints that fall within the scope of official APS activities, such as but not limited to, day-to-day operations, meetings, educational programs, committee activities, etc. The Society believes that mutually respectful, pleasant, non-coercive interactions between individuals will best serve the well-being of each individual employee as well as that of the Society. Sexual harassment of anyone will not be tolerated.

Sexual harassment is defined as follows:

Any unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitutes harassment when:

1. Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment.
2. Submissions to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual (Some examples of employment decisions are hiring, promotions, performance ratings, salary increases, or preferred work assignments.)
3. Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive working environment. (Physical or verbal advances, remarks, jokes, teasing or posting of sexually explicit pictures are a few examples.)

Sexual harassment may occur in situations where one person has power over another, but it can also occur between equals. Both men and women can be sexually harassed, though women are most often victimized. Sexual harassment need not involve physical conduct. Spoken words and non-favorable gestures of a sexual nature may constitute sexual harassment.

If you believe that you have been sexually harassed, or have witnessed any type of sexual harassment or inappropriate behavior you should:

- a) Advise the person causing the sexual harassment that such behavior is inappropriate and that you would like it to stop.
- b) If you prefer not to discuss the matter with that person, or that person fails to respect your request, you should promptly report such sexual harassment and inappropriate behavior to your supervisor or department head.
- c) If your supervisor or department head cannot resolve the complaint or is the subject of your complaint, you should report such conduct to the Human Resource Department or senior management. You may also contact an officer of APS (current officers are listed on the letterhead).

Upon such report, APS will investigate your complaint and attempt to resolve it, giving careful consideration to protecting the rights and dignity of all people involved to the extent that circumstances will permit.

No adverse or retaliatory action whatever will be taken against an employee for filing a sexual harassment complaint with APS.

Any employee found to have engaged in sexual harassment or retaliation will be subject to appropriate disciplinary action depending on the individual circumstances, including change of work assignment, suspension with or without pay and possible termination of employment. Any member or volunteer found to have engaged in sexual harassment will be subject to suspension and/or termination of membership. Any vendor or customer found to have engaged in sexual harassment shall temporarily or permanently be suspended from doing business with APS.

ARTICLE IX

Amendments

Section 1. This Constitution may be amended at any Annual Meeting of the Society or by mail and/or electronic ballot with the following provisions: any proposed amendment must be approved by the Council or be petitioned by at least 10% of the Regular Members; must be communicated in writing to all members eligible to vote at least one month before the Annual Meeting or one month before the date for tallying the ballots; and must receive the affirmative votes of three-fourths of the members voting for approval.

BYLAWS

1. Dues

- A. Base dues for memberships as of January 1, 2000, shall be:
- 1) Regular Members shall be \$62.
 - 2) Base dues for a Post Doctorate Member are two-thirds (2/3) the amount of Regular Members or \$42.
 - 3) Base dues for a Student Member dues are one-third (1/3) the amount of Regular Members or \$21.
 - 4) Emeritus Members are exempt from dues.
 - 5) Council may implement a discounted fee for regular members living in countries which are designated as low or lower-middle income as defined by the World Bank.
- B. Base dues for subsequent years will be determined by the Council in the following manner: on July 1 of each year multiply the current year's dues by the ratio of the CPI-U for the previous 12 months and round to the nearest dollar amount. The Council can elect to forgo any or all of the dues adjustment that results. Council may change the base rates if the membership approves an amendment to these Bylaws.
- C. Journal Prices. The member subscription price to any of the Society's journals will be determined by Council.
- D. Members living outside the United States shall be assessed a postage surcharge to compensate for the additional cost of mailing Phytopathology, MPMI and Plant Disease outside the United States of America. This surcharge shall be determined annually by the Treasurer and the Executive Officer.

2. Reinstatement

- A. All dues are payable in advance of receipt of services. Reinstatements may be made at any time without penalty.

3. Contributions

- A. Sustaining Associate status in the Society requires a specified annual contribution. A list of Sustaining Associates shall be published in each issue of *Phytopathology* and *Plant Disease*.

4. Allocation of Dues and Contributions

- A. A portion of the dues from the Sustaining Associates constitutes payment in full for annual subscriptions of the journals received.
- B. Contributions from Sustaining Associates in excess of the member subscription rate for journals received shall be credited to current funds of the Society and may be used for any purpose authorized by the Council.

5. Honors

- A. The Society shall recognize and award members who have made distinguished contributions to plant pathology in the areas of research, teaching, extension, administration, industry, international service, or public service. These awards include the Fellow (limited to approximately 0.25 percent of the total membership annually) and named awards.
- B. Descriptions for each award, qualifications, procedures for nomination, and selection are described in the APS Manual of Operations. The guidelines for awards provided through bequests are developed by Council and award benefactors and/or their heirs.
- C. Upon recommendation by the Awards and Honors Committee and approval by the Council, other awards that recognize contributions in plant pathology in the areas of research, teaching, extension, administration, industry, international service, or public service may be authorized.

6. Publications and Editorial Boards

- A. Journals and Instructional Resources
 - 1) Editorial policy of APS journals and instructional resources shall be delegated by the Council to an Editorial Board consisting of an Editor-in-Chief, Senior Editors, Associate Editors (and other appropriate categories of editors as described in the APS Manual of Operations), the APS journal manager (ex officio), and the Treasurer. The Treasurer and the Financial Advisory Committee have financial responsibility for the journals. The Council and Financial Advisory Committee may delegate financial responsibility to the Society's Executive Officer as provided in ARTICLE III, Section 4.
 - 2) On consultation with the Publications Board, the Council appoints the Editor-in-Chief. The Editor-in-Chief shall have served at least one year as a Senior Editor of the journal and be a member of APS. The Publication Board appoints Senior and Associate Editors and other appropriate categories of editors as described in the APS Manual of Operations.
 - 3) The Editor-in-Chief and Senior Editors (and other editors designated for each journal in the APS Manual of Operations) shall be appointed for 3-year terms. The Editor-in-Chief and all editorial appointees shall not serve more than two terms consecutively.

B. *Phytopathology News*

- 1) The editorial policy of *Phytopathology News* may be delegated by the Council to an Editor-in-Chief and members of the *Phytopathology News* Advisory Board. The Treasurer and Financial Advisory Committee have financial responsibility for *Phytopathology News*. The Council and Financial Advisory Committee may delegate financial responsibility to the Society's Executive Officer as provided in ARTICLE III, Section 4.
- 2) The *Phytopathology News* Advisory Board serves as the Editorial Board. The Editor and members of the *Phytopathology News* Advisory Board shall be nominated by the Council from among Regular and Emeritus members. An APS staff person also serves on the Board.
- 3) The Editor-in-Chief and other members of the *Phytopathology News* Advisory Board shall be appointed for three-year terms and shall not serve more than two terms consecutively.

C. *APS Press*

- 1) Editorial policy of APS Press for publication/production of nonjournal products shall be delegated to an Editorial Board consisting of an Editor-in-Chief, Senior Editors, and ex-officio member from the APS Headquarters staff. APS Press will manage the finances of the nonjournal products to meet financial goals and operate within guidelines provided by Council and the Financial Advisory Committee. The Council and Financial Advisory Committee may delegate financial responsibility to the Society's Executive Officer as provided in Article III, Section 4.
- 2) Selection of the Editor-in-Chief, Senior Editors, and Associate Editors shall be as described in A (2.) above.
- 3) The Editor-in-Chief and Senior Editors shall be appointed for a three-year term and not serve more than two terms consecutively. Senior Editors will serve staggered three-year terms. The Editor-in-Chief also will serve as Editor-in-Chief-Elect for one year prior to assuming full responsibilities as Editor-in-Chief.

D. *Abstracts*

- 1) Accepted abstracts will be published in *Phytopathology* upon receipt of the fee established by the Council.
- 2) Each abstract of a paper or poster to be presented at the Annual Meeting of the Society must be submitted on the official abstract form on or before the closing date specified in the preliminary announcement of the meeting. Abstracts received after the closing date will be returned to the author.
- 3) At least one author of each paper must be a member of the Society. No author shall present orally more than one abstract per annual National Meeting. At the discretion of the Program Committee, the number of abstracts accepted for the Annual Meeting of the Society may be limited.
- 4) Abstracts of papers for the Annual and Division meetings must be in clear, concise English, except that abstracts for the Caribbean Division may be submitted in Spanish. Abstracts should contain only unpublished information on new and significant developments, include no tabular data, and conform to all specifications of the official abstract form.

7. Committees

Three categories of committees are authorized: Standing, Special, and Ad Hoc. Guidelines for chairmen of these committees and functions of the various Standing Committees are stated in the APS Manual of Operations. The Council establishes and disbands Standing and Special committees and designates the Chairman and Vice-Chairman of each Special committee. With the exception of the Headquarters Operations Committee, which is authorized to act on behalf of the Council and the Society membership, no committee shall obligate Society funds or services without the Council's approval.

- A. *Standing Committees.* These committees are concerned with items generally of continuing interest to the Society, such as general policies, internal relations, and program development in relation to subject matter. Except where inappropriate, they shall have a revolving membership. They must submit to the Council an annual report that is published in the Annual Report of the Society.
- B. *Special Committees.* These committees are concerned with items of interest to the Society for limited periods of time. Each Special Committee may exist only for the period that, in the judgment of the Council, is required to fulfill its purpose. Progress reports may be requested, but a final report must be made to the Council at the termination of the Committee's appointment.
- C. *Ad Hoc Committees.* These committees have specific temporary missions. The President of the Society appoints their members and chairmen. The term of each ad hoc committee ends with that of the President. A succeeding President may reinstate the committee. These committees report as directed by the President.

8. Divisions

The following provisions shall govern the organization and regulation of Divisions of the Society:

- A. *Name.* Divisions shall use the name of the parent Society with an appropriate geographic term, for example, The American Phytopathological Society, Pacific Division. The organized Divisions of the Society are:

Caribbean--Countries of the Caribbean region, including Central and South America.

North Central--Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin, and contiguous provinces in Canada.

Northeastern--Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and contiguous provinces in Canada.

Pacific--Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and contiguous provinces in Canada.

Potomac--Delaware, District of Columbia, Maryland, Virginia, and West Virginia.

Southern--Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, and Texas.

- B. *Membership.* Divisions may elect to full membership only members of The American Phytopathological Society, but each Division may elect associate members under such rules as it may adopt.
- C. *Publications.* Abstracts of presentations that are made at Divisional meetings will be published subject to the rules governing preparation and publication of Abstracts as stated in Bylaw 6E.

- D. *Constitution.* The Constitution or Articles of Organization of each Division shall contain a provision or provisions ratifying the above rules. Division Constitutions shall not be in conflict with the Constitution of The American Phytopathological Society. With the exceptions defined by the above rules, the Divisions enjoy complete autonomy.
- E. *Annual Report.* Divisions that elect to be included under the tax exempt status accorded to The American Phytopathological Society shall file an Annual Report, including a financial statement, with the Executive Officer and provide copies to the Internal Communications Officer.

9. Chapters

The following provisions shall govern the organization and regulation of Chapters of the Society:

- A. *Name.* Chapters may use the name of the parent Society with an appropriate Chapter designation, for example, The American Phytopathological Society, Iowa Chapter. Chapters may use other names, such as North Carolina Association of Plant Pathologists and Nematologists, a Chapter of The American Phytopathological Society.
- B. *Membership.* Chapters may elect to full membership any person interested in the study and control of plant disease, under such rules as the Chapter may adopt.
- C. *Governance.* The Constitution or Articles of Organization of each Chapter shall contain a provision or provisions ratifying the above rules. No Chapter's Constitution shall contain anything in conflict with the Constitution of The American Phytopathological Society or of the appropriate Division(s). With the exceptions defined by the above rules, the Chapters enjoy complete autonomy.
- D. *Reporting.* Chapters report to Internal Communications Officer.
- E. *Annual Reports.* Chapters that elect to be included under the tax exempt status accorded to The American Phytopathological Society shall file an Annual Report, including a financial statement, with the Executive Officer and provide copies to the Internal Communications Officer.

10. Associations with Other Organizations

Council may establish associations with other organizations to further the goals of the Society. Details on establishing associations with other organizations are outlined in the Manual of Operations.

11. General Prohibitions

Notwithstanding any provision of the Constitution or Standing Rules that might be susceptible to a contrary construction:

- A. the Society shall be organized and operated exclusively for scientific and educational purposes;
- B. no part of the net earnings of the Society shall or may under any circumstance inure to the benefit of any private shareholder or individual;
- C. no substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation;
- D. the Society shall not participate or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office or for the political expediency of any organization or cause;
- E. the Society shall not be organized or operated for profit;
- F. the Society shall not:

- 1) lend any part of its income or corpus without receiving adequate security and a reasonable rate of interest to;
- 2) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to;
- 3) make any part of its services available on a preferential basis to;
- 4) purchase securities or any other property for more than adequate consideration in money or money's worth from;
- 5) sell any securities or other property for less than adequate consideration in money or money's worth to; or
- 6) engage in any other transactions that result in substantial diversions of its income or corpus to any officer, member of the Council, or substantial contributor to the Society.

The prohibitions contained in this subsection, F, do not mean to imply that the Society may make such loans, payments, sales, or purchases to anyone else, unless such authority is given or implied by other provisions of the Constitution or Bylaws.

12. Distribution upon Dissolution

Upon dissolution of the Society, the Council shall distribute the assets and accrued income to one or more organizations that, as determined by the Council, meet the limitations prescribed in subsections A--F inclusive, of Bylaw 12.

13. Rules of Order

The rules contained in Robert's Rules of Order (revised) shall govern the Society in all cases except amendments of the Constitution and Bylaws of this Society.

14. Amendments

These Bylaws may be amended at any Annual Meeting of the Society, provided that any proposed amendment is approved by the Council or petitioned by at least 10% of the Regular Members, is communicated at least one month before the Annual Meeting to all members eligible to vote, and receives a plurality of affirmative votes of members voting at a regularly scheduled business session. At the discretion of the Council, the Bylaws may also be amended by mail and/or electronic ballot provided that any proposed amendment is approved by the Council and receives a plurality of affirmative votes from among those cast by members eligible to vote.

15. Liability of the Society

The Society shall indemnify every councilor, officer, and employee of the Society against all expenses and liabilities, and any settlement thereof, including counsel fees, reasonably incurred or imposed upon the person in connection with any proceedings to which the person may be made a party or in which the person may become involved by reason of being or having been a councilor, officer, or employee of the Society, whether or not the person is a councilor, officer or employee when such expenses are incurred, except in such cases wherein the councilor, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such councilor, officer, or employee may be entitled.