

BYLAWS
THE INTERNATIONAL BIOMETRIC SOCIETY

ARTICLE I
Name

Section 1.1 Name. The name of the Society shall be The International Biometric Society (hereinafter “Society”).

Section 1.2 Offices. The Society shall have such office(s) at such place(s) as the Executive Board may direct or the business of the Society may require.

Section 1.3 Structure. The Society shall consist of a federation of Regions, as defined in Article XI and shall be governed and led by an Executive Board, as defined in Article V, supported by and linked to the Regions through a Representative Council, as defined in Article VI.

ARTICLE II
Objectives and Purposes

Section 2.1 The Society is established exclusively for charitable, educational, and scientific purposes, as those terms are defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future U.S.A. federal tax law, including the following:

- A. To support the advancement of biological sciences (including agriculture, biomedical science and public health, ecology, environmental sciences, forestry and allied disciplines) through the development of quantitative theories and statistical and mathematical techniques;
- B. To provide a forum for the scientific community to exchange ideas, information and research results related to quantitative theories and statistical and mathematical application in biological sciences (as defined in 2.1 A above);
- C. To collect, publish and disseminate scientific information in the field of quantitative theories and statistical and mathematical applications in biological sciences (as defined in 2.1 A above); and
- D. To pursue such other activities as are necessary and appropriate to the accomplishment of any of the purposes for which this Society was formed, consistent with the Society’s 501(c)(3) nonprofit purposes and as conferred upon nonprofit corporations by the jurisdiction of incorporation.

ARTICLE III
Membership

Section 3.1 Classification. There shall be five classifications of membership: regular, senior retiree, student, honorary life and institutional. The Executive Board may consider and create additional classifications of membership.

Section 3.2 Regional Designations. Regular, senior retiree, student and honorary life members shall be identified as members of one of the Regions of the Society, or as “at-large” members when they join the Society directly. Institutional members may join through a Region or directly with the International Society. Regular and senior retiree members may become supporting members of another Region by paying the additional Regional dues for that Region in addition to those for the primary Region.

Section 3.3 Classification Qualifications, and Specific Rights and Privileges.

A. Regular members shall be those individuals who support the mission and non-profit purposes of the Society and shall be eligible to vote, hold elected office and serve on Representative Council and Society committees.

B. A senior retiree member must have been a regular member for at least 10 years and no longer be gainfully employed to qualify for this classification of membership. Senior retiree members shall be eligible to vote, hold elected office and serve on Representative Council and Society committees.

C. Student members are full or part-time students attending accredited colleges or universities at either the undergraduate or the postgraduate level. Student members shall not be eligible to vote or hold elected office or serve on the Representative Council but may serve on Society committees.

D. Honorary life members shall be individuals who are elected to this status by the Representative Council in recognition of their outstanding contributions to the profession and the Society. Honorary life members shall be current regular or senior retiree members of the Society. Honorary life members shall be exempt from the payment of dues but shall be entitled to vote, hold office and serve on Representative Council and Society committees.

E. Institutional members shall be academic departments of educational institutions, non-profit research institutions, corporations or industrial enterprises with an interest in the mission of the Society and financially supporting the Society. Each institutional member shall designate one individual to represent and act on behalf of the institution. Institutional members shall not be entitled to vote, hold office or serve on Society committees.

Section 3.4 Meeting of Membership. A meeting of the membership of the Society shall be held in conjunction with each International Biometric Conference held at such location(s) and on such date(s) as may be designated by the Executive Board.

Section 3.5 Notice. Not less than thirty (30) days prior to the scheduled IBS conference or meeting, written notice shall be given of the date, time, and place of the International

Biometric Conference and the meeting of membership. Such notice may be provided in writing by surface mail, facsimile or electronic mail. The matters to be discussed and voted upon at any meeting of the membership held in conjunction with the International Biometric Conference shall not be limited to those set forth in the notice of such meeting.

Section 3.6 Quorum. At any meeting of the Society’s membership, a quorum shall consist of the presence of members having not less than two percent (2%) of the votes entitled to be cast. This quorum requirement shall be applied to meetings of the Society’s membership and/or when the Society’s membership is required to vote on a matter properly placed before membership for a vote by written ballot conducted by mail, facsimile or electronic mail.

Section 3.7 Vote. If a quorum is present, the affirmative vote of a majority of the votes cast by members shall be necessary for the adoption of any matter voted upon by the members, unless otherwise specified by the Articles of Incorporation or these bylaws.

ARTICLE IV

Dues and Membership Application

Section 4.1 International Dues. The amount of annual membership dues for all classes of membership shall be determined by the Executive Board from time to time. The Executive Board may establish reduced dues rates for members residing in “developing countries” as defined in Section 11.5.

Section 4.2 Regional and Network Dues. Regions and Networks may establish and collect additional dues to support the specific activities of the Regions or Networks.

Section 4.3 Membership Application. Application for membership in the Society shall be made to the Region within which the applicant resides. Applicants not residing within a currently recognized IBS Region shall make application for membership to the International Business Office. Upon meeting qualifications for Society membership and the acceptance of the required application for membership by the applicable Region or International Business Office, membership shall commence upon payment of the appropriate annual dues. Regions will be notified if applications for members are made directly to the International Business Office.

Section 4.4 Dues Collection and Payment. Regions are responsible for the timely collection of dues from their members and for the timely payment of the appropriate international dues to the International Business Office. The International Business Office is responsible for the timely collection of dues from at-large members.

Section 4.5 Termination of Membership. A member of the Society who ceases or fails to meet the qualifications for membership in one of the classes of Society membership shall cease to be a member of the Society.

ARTICLE V
Executive Board

Section 5.1 General Powers. The Executive Board shall be charged with managing and controlling the property, policies and procedures, affairs and business of the Society. The Executive Board by general resolution may delegate to officers of the Society and to committees such powers as are described in these bylaws and as may be necessary for the efficient and effective operation of the Society. Should a conflict arise between these bylaws and the policies and procedures of the Society, the bylaws shall take precedence.

Section 5.2 Composition. The Executive Board shall consist of twelve directors and the Society officers as described in Section 6, all of whom shall be elected by the voting membership. The twelve directors shall each serve for a term of four years or until their successors are duly qualified and elected. The twelve directors shall be elected to serve staggered terms, with six directors elected every two years. The directors shall be elected from the five large geographical/continental areas of Africa, Asia/Australasia, Central/South America, Europe, and North America, herein called “continental areas.” Initially there shall be two directors from Asia/Australasia, four from Europe, four from North America, one from Africa and one from Central/South America. In the event that a director vacancy occurs, the Executive Board, in consultation with the chair of the Representative Council, shall appoint a qualified and current member of the Representative Council to fill the vacancy until the next scheduled election of directors. At each election there should be six regular vacancies plus any casual vacancies resulting from directors resigning within the first two years of a four-year term. In order to preserve the rotation of the board, candidates elected to fill a casual vacancy shall only serve a two-year term. In the event that a continental area has more than one vacancy, and one, or more, of the vacancies is a casual vacancy, the elected candidates with the greatest number of votes will fill the regular vacancies.

Section 5.3 Nomination and Election. The Nominating Committee formed from the Representative Council shall identify potential nominees to serve as officers of the Society and to serve as directors representing the five specified continental areas of the Society. The Nominating Committee shall aim to identify at least one more nominee than there are positions to be filled from a given continental area. For election to the Executive Board, the candidate(s) receiving the greatest number of votes cast by eligible voters shall be elected.

Section 5.4 Terms and Prohibitions. A director may serve no more than two consecutive four-year terms. Executive Board members shall not simultaneously have any other central IBS role including serving on representative council or standing committees.

Section 5.5 Removal and Resignation. A director may be removed from office for cause, including the absence of the director from three consecutive regular board meetings or by a majority vote of the current membership of the Executive Board,

provided that the fact of the vote on the removal of the director and the asserted grounds for removal are included in the notice of the meeting at which such removal is to be voted upon and the member is given an opportunity to respond. Written notice of the time and place of such meeting shall be provided to all executive board members no fewer than 30 days prior to the scheduled meeting. Any director may resign at any time by giving written notice to the president and the executive director of the Society and acceptance of such resignation by the Executive Board, and, unless otherwise specified in such notice, such resignation shall take effect immediately upon acceptance by the Executive Board.

Section 5.6 Executive Board Meetings. All actions taken at meetings of the Executive Board shall be adopted by a majority vote of the members present and entitled to vote at such meeting. The president shall preside at meetings of the Executive Board. In the absence of the president during the first year of the term, the outgoing president shall preside at the meeting. During the second year of the president's term, the president-elect shall preside in the president's absence.

Section 5.7 Meetings. The Society's Executive Board shall have no fewer than two regular meetings per year to be held at a time to be determined by the Executive Board. The Executive Board shall meet at the International Biometric Conference and, when possible, in conjunction with a scientific meeting of one of the Regions of the Society. The Executive Board may also conduct business by telephone or video conference or other electronic means that permits all parties to be heard and those participants by telephone, video or other electronic means shall be deemed present at the meeting for purposes of action taken and a quorum.

Section 5.8 Special Meetings. Special meetings of the Executive Board may be called at the request of the president or by written request of three or more board members.

Section 5.9 Notice. The Society's executive director shall be responsible for providing written notice to all executive board members of all regular and special meetings. Notice of an Executive Board meeting shall be given in writing and delivered personally or sent by mail or email to each board member at his or her address as shown by the records of the Society. Notice of any regular meeting of the Executive Board shall be given no fewer than 30 days before the scheduled date of such meeting. Notice of any special meeting of the Executive Board shall be given no fewer than 15 days before the date of such scheduled meeting.

Section 5.10 Minutes. A written record of the actions, resolutions and decisions taken at any meeting of the Executive Board shall be made by the executive director or by any other person appointed by the officer presiding at the meeting.

Section 5.11 Quorum. A quorum of the Executive Board is required for action to be taken at any meeting. A quorum shall consist of no fewer than two officers and half the directors serving at the time of the meeting. The act of a majority of the board members present at a meeting at which there is a quorum shall constitute an act of the Executive Board. In the absence of a quorum, a majority of the executive board members present at

said meeting may adjourn the meeting from time to time without further notice. Members of the Executive Board (or the Representative Council or any committee) may participate in a meeting by means of telephone or video conference by which all members participating in the meeting may hear and be heard by each other simultaneously. Officers and directors participating in a noticed meeting through videoconferencing or phone-conferencing shall be deemed present for purposes of establishing a quorum.

Section 5.12 Duties of Executive Board Members. In addition to their duties and responsibilities as executive board members as provided in the Policies and Procedures of the Society, executive board members may also be asked to serve as a non-voting liaison with one of the Society's committees or to carry out other duties as required.

Section 5.13 Compensation. Executive board members shall not receive any compensation for their services on the board. However, an executive board member may receive reimbursement for reasonable, necessary and documented out-of-pocket expenses directly related to his or her service on the board and attendance at Executive Board meetings. Society reimbursement of out-of-pocket expenses of Executive Board members shall be in accordance with the policy set forth in the IBS Policies and Procedures

ARTICLE VI Officers

Section 6.1 Designations, Election and Terms of Office. There shall generally be four officers of the Society at any one time, with one exception as described below. This group may consist of the president, president-elect, secretary and treasurer or the president, outgoing president, secretary and treasurer. A new president-elect shall be elected by the Society during every even-numbered year. That officer's term shall commence at the start of the following odd-numbered year. The president-elect serves a one-year term and shall automatically succeed to the office of president at the end of that year, serving as president for two years, after which he or she shall become the outgoing president, serving for one additional year as an officer in that role. A new secretary and a new treasurer shall be elected by the Society during every odd-numbered year. Both may serve two consecutive terms in office. In addition, the treasurer shall serve as outgoing treasurer for one additional year, overlapping with any newly elected treasurer. This will ensure continuity in terms of financial planning and oversight of the Society's biennial International Biometric Conference. An outgoing treasurer shall serve as a full member of the Executive Board and, in years in which the outgoing treasurer position is filled, there shall be five officers of the Society.

Section 6.2 Duties of the President. The president shall preside at all meetings of the Executive Board and at general meetings of Society members that may be held in conjunction with Regional conferences and shall serve as the official representative of the Society. The president shall be authorized to appoint members to committees, as may be identified by the Executive Board from time to time, subject to approval of the Executive Board. The president shall designate Executive Board directors to act as non-voting liaisons to committees.

Section 6.3 Duties of the President-Elect. The president-elect shall make appointments of committee chairs and members to serve terms starting at the point at which the president-elect becomes president. The president-elect shall perform additional duties as determined by the Executive Board. In the absence of the president, the president-elect shall preside over meetings of the Executive Board.

Section 6.4 Duties of the Outgoing President. The outgoing president serves as the organizing president of the International Biometrics Conference held during his or her final year on the Executive Board. The outgoing president shall review the Policies and Procedures of the Society and make recommendations to the Executive Board for revisions and shall perform such additional duties as may be determined by the Executive Board.

Section 6.5 Duties of the Treasurer. The treasurer shall be the financial officer of the Society and be responsible for all financially related activities of the Society. The treasurer shall oversee the development of an annual budget for the Society, with the assistance of the International Business Office, for approval by the Budget and Finance Committee and the Executive Board; ensure the establishment of proper accounting procedures for the management of Society funds; arrange the performance of a review or audit by a certified public accountant; and report regularly on the financial condition of the Society to meetings of the Society and of the Executive Board.

Section 6.6 Duties of the Outgoing Treasurer. The outgoing treasurer shall oversee all financial aspects of the International Biometric Conference held during his or her final year on the Executive Board. In Collaboration with the Society's executive director the outgoing treasurer shall prepare a financial summary and analysis of the IBC finances and make recommendations to the board for any future changes.

Section 6.7 Duties of the Secretary. The secretary shall be responsible for the official records of executive board, officer, and Society membership meetings and shall direct the executive director to record and distribute minutes, reports, and notices. The secretary shall be responsible for overseeing and tracking Society membership as well as engaging regional leaders. The secretary shall facilitate communication between the presidents of the Society with the International Business Office, the executive board, regional leaders, and Society membership as directed by the president.

Section 6.8 Removal or Resignation. Any officer of the Society may be removed with cause upon a two-thirds vote of the Executive Board taken at any regular or special board meeting where there is a quorum, provided that written notice of such meeting was sent to all officers and board Members no fewer than 30 days prior to the scheduled meeting and that such notice states that removal of the particular officer will be the subject of deliberation and vote. The officer will be provided with an opportunity to respond. Any officer may resign at any time by giving written notice of his or her intent to the president and executive director. Unless otherwise specified in such notice, such resignation shall

take immediate effect upon its delivery to the officer(s) to whom such notice was properly given.

Section 6.9 Vacancies. Any vacancy occurring in the office of president during the first year of a term shall be filled temporarily by the outgoing president until a new president can be elected to complete the remaining portion of the term. A new outgoing president shall be appointed from among the directors, approved by the Executive Board, to complete the uncompleted portion of the four-year term. Any vacancy occurring in the office of president during the second year of a term shall be filled by the president-elect, who shall continue to complete his or her full four-year term on the Executive Board. Any vacancy occurring in the office of president-elect shall be filled by the outgoing president until a new president-elect can be elected. Any vacancy occurring in the office of outgoing president shall be filled by a director, approved by the Executive Board, for the remaining portion of the term. Any vacancy in the office of secretary/treasurer shall be filled temporarily by a director, approved by the Executive Board, until a new secretary or treasurer can be elected. The new appointee shall serve a term of no more than two years. Any vacancy occurring in the office of outgoing treasurer will remain vacant and the relevant tasks undertaken by the treasurer.

ARTICLE VII Representative Council

Section 7.1 Composition. The Representative Council shall consist of members representing the different Regions of the Society. The Representative Council shall operate and serve as a conduit between the Regions of the Society and the Executive Board, may be consulted on such matters as the Executive Board in its sole discretion may determine from time to time and shall be responsible for bringing various issues to the attention of the Executive Board for consideration and action.

Section 7.2 Size and Scope. The number of representatives on the council is determined by and based on the number of members from each Region with dues paid by May 1 of the year preceding each election. Regions with 10-49 members shall have one representative; Regions with 50-99 members shall have two representatives; Regions with 100-499 members shall have three representatives and Regions with 500 or more members shall have four representatives.

Section 7.3 Election of Representatives. Each Region shall determine the most efficient and effective method for electing or appointing representatives from that Region to the Representative Council.

Section 7.4 Terms and Prohibitions. All representatives shall serve a four-year term, with approximately one-half of the members of the Representative Council elected/appointed every two years. Regions are responsible for ensuring that approximately half of their representatives are elected every two years. For Regions with one representative, staggered terms shall be determined by the Executive Board, so that

one-half of the total number of representatives from these Regions is elected every second year.

Section 7.5 Council Chair. The Representative Council shall elect a chair from among its members every two years. The immediate past president shall be responsible for conducting the election. The chair shall serve a two-year term and may serve for one additional two-year term. The Representative Council chair shall be responsible for communication between the Representative Council and the Executive Board.

Section 7.6 Meetings. The Representative Council shall meet in person at each International Biometric Conference. At the discretion of the Representative Council chair, executive board members of the Society may be invited to attend and/or participate in meetings of the Representative Council.

Section 7.7 Minutes. A written record of the meetings of the Representative Council shall be made by a member designated by the chair. The chair also shall be responsible for keeping a record of any recommendations made to the Executive Board and any consultations passed to the Regions of the Society through the Representative Council.

Section 7.8 Report. The Representative Council chair shall be required to present an annual report of the council activities.

ARTICLE VIII Nominating Committee

Section 8.1 Purpose and Organization. The Nominating Committee shall consist of six members drawn from the Representative Council and the immediate past president of the Society (who is no longer serving as a member of the Executive Board). The immediate past president shall serve as chair. The Nominating Committee shall be responsible for proposing a slate of candidates to serve as the officers and executive board members.

Section 8.2 Composition. The six members of the Nominating Committee shall be elected from and by the members of the Representative Council, with no more than one representative from any Region. Each member shall serve a two-year term and may be elected to serve no more than two consecutive terms. The Representative Council chair shall be responsible for conducting the election of Representative Council members to the Nominating Committee.

Section 8.3 Duties. The Nominating Committee shall seek nominations for the positions to be filled and propose a slate of candidates to be elected. The chair and current members of the Nominating Committee shall not be eligible for nomination for positions as officers or directors for two years after they have completed their term on the Nominating Committee.

ARTICLE IX Committees

Section 9.1 Identification of Committees. The standing committees of the Society shall include the Awards Fund Committee, Budget and Finance Committee, Committee on Communications, Conference Advisory Committee, Editorial Advisory Committee, and Education. Additional committees of the Society may be formed by the Executive Board as specified in the Policies and Procedures and as necessary to carry out the strategic plan of the Society.

Section 9.2 Composition. Each committee shall consist of 10 members including the chair. The Chairs of all committees shall be members of the Representative Council when appointed, except where a Representative Council member has served on a Committee for the preceding two or four years. They shall also be eligible to be appointed Chair of the Committee on which they served, even if their Council term ended in the July prior to their appointment as Chair. No more than three of the other members of each committee shall be current members of the Representative Council when appointed.

Section 9.3 Appointments, Qualifications and Terms. All members of committees shall be appointed by the president-elect and approved by the Executive Board. Chairs of committees shall be appointed for a two-year term commencing when the president-elect takes office as president, and each chair shall be eligible to serve a second consecutive two-year term. Other members of each committee shall serve four-year terms commencing at the start of the two-year term of the president who appoints them, and they shall be eligible to serve a second consecutive four-year term. Normally, five members of each committee, including the chair, shall be appointed by each president-elect.

Section 9.4 Meetings and Minutes. All committees shall meet in person at each International Biometric Conference. Business can also be conducted by telephone or video conference or by any other electronic means that permits all parties to be heard and those participants by telephone, video or by other electronic means to be deemed present at the meeting for purposes of action taken and a quorum. Committee chairs shall be responsible for keeping a written record of the actions, resolutions, decisions and recommendations made. Any action taken by the committee shall be valid if approved by an affirmative vote of a majority of those participating.

Section 9.5 Reports. Each committee chair shall be responsible for providing to the Executive Board a written annual report on the committee activities.

Section 9.6 Resignation and Removal. Members of any committee may resign at any time by giving written notice to the president or executive director of the Society. Members of any committee may be removed by majority vote of the Executive Board of the Society at any time with cause upon a determination that such removal is in the best interests of the Society. The committee member will be provided with an opportunity to respond before that decision is made.

Section 9.7 Compensation. Members of a standing committee shall not receive any compensation for their service on the committee.

Section 9.8 Committee Purposes.

A. The Awards Fund Committee shall promote biometrical activities through the allocation of funds in those areas of the world approved by the Executive Board as developing countries (see Section 11.5).

B. The Budget and Finance Committee shall be responsible for making recommendations to the Executive Board for action on investment policies and budgeting matters.

C. The Committee on Communications, in close cooperation with the International Business Office and the Regions, shall identify and prioritize communications issues and opportunities.

D. The Conference Advisory Committee shall be responsible for making recommendations on policies relating to the timing, location and organization of the International Biometric Conferences and shall maintain and regularly review the Manual for the Organization of International Biometric Conferences.

E. The Editorial Advisory Committee shall be responsible for providing advice and recommendations on issues relating to the publications of the Society.

F. The Education Committee shall implement the educational vision of the Society, as identified by the Executive Board. The principal vision is to ensure proper educational measures are taken to foster the biometric profession in general and the Society in particular.

ARTICLE X

International Business Office

Section 10.1 Designation. The Society shall establish an International Business Office at such location(s) within one (or more) of the Regions of the Society, as the Executive Board shall direct or as the business of the Society may require from time to time. This office shall act as the official address of the Society.

Section 10.2 Executive Director. There shall be an executive director of the Society, approved by the Executive Board, who shall serve as the chief staff executive of the Society, subject to the direction of the Executive Board. The executive director shall have charge of the day-to-day affairs of the Society and its property and supervision of its agents, including staff assigned to undertake the administration of the business of the Society through the International Business Office. The executive director shall be charged with seeing that all resolutions and orders of the Executive Board are carried out expeditiously. The executive director shall be a non-voting member of the Executive

Board and of any standing committees as assigned by the president. The executive director shall provide a regular report on activities of the International Business Office to each meeting of the Executive Board.

ARTICLE XI Regional Organization

Section 11.1 Establishment, Dissolution, Governance and Reporting. A Region may be established in a geographically defined area in accordance with the procedures set forth in the Policies and Procedures of the Society. A Region must have 10 or more Society members, and its establishment shall be approved by the Executive Board. If membership in a Region falls below eight members, the Region may be dissolved as specified in the Policies and Procedures. With the approval of the Executive Board, a Region may combine or consolidate with other Regions.

Section 11.2 Regional Officers. A Region shall elect officers as required by the Region's structure. The officers of a Region shall be a president and a secretary and/or treasurer and such officers as may be required by the Region's structure. The president and one additional officer from each Region shall be designated as the official points of contact for the Region and its communication with the Society and other regions. One officer from each Region shall be identified to maintain the membership list, collect annual dues and forward the membership list and dues to the International Business Office by May 1 of each year. Any changes to the Regional officers must be reported in a timely fashion to the International Business Office and the Executive Board to ensure that communication is maintained between each Region and the Society.

Section 11.3 At-Large Members. The Executive Board shall review the geographical locations of all at-large members annually, and where sufficient numbers are present, the board may encourage or recommend the establishment of a new Region.

Section 11.4 Networks. To encourage the activities of the Society either in areas of the world where Regional activities are limited or where Regions find that organized, joint activities would benefit their members, a Network may be established, subject to approval by the Executive Board. Networks shall not be required to have any formal structure, but proposals to establish a Network shall include bylaws indicating the management processes for the Network, procedures for expanding or dissolving the Network and any financial procedures, and shall define the activities of the Network, as agreed upon by all Regions joining the Network.

Section 11.5 Developing Countries. Developing countries are those classified as low- or middle-income countries according to the World Bank classification. A country shall lose its status as developing country if it ceases to be in the low- or middle-income category for three consecutive years. Multi-country Regions may include both developing and developed countries. Members located in developing countries may be eligible for reduced dues rates and other support as determined by the Executive Board.

ARTICLE XII
Indemnification

Section 12.1 Indemnification in General. Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter “Proceeding”), by reason of the fact that he or she is or was a director or officer of the Society, shall be indemnified and held harmless by the Society to the fullest extent permitted by the laws of the jurisdiction of incorporation, though not in excess of the actual amount of the Society’s available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities and losses (including reasonable attorneys’ fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of gross negligence, willful misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or volunteer and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being in the best interests of the Society.

ARTICLE XIII
Effective Date

Section 13.1 These bylaws shall take effect on 12 July 2022. Any amendments thereto, shall take effect on the date upon which the Executive Board votes to accept the same.

ARTICLE XIV
General Provisions

Section 14.1 Fiscal Year. The Society’s fiscal year shall begin January 1 and end December 31.

Section 14.2 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed on the Society’s behalf by the treasurer, the president and/or such people as the Executive Board may authorize from time to time.

Section 14.3 Applicable Law. These bylaws shall be governed by and construed according to the laws of the jurisdiction of incorporation, which is the District of Columbia, U.S.A.

ARTICLE XV
Amendments

Section 15.1 Amendments. The Executive Board may recommend amendments to these bylaws, in whole or in part, to be voted on by a quorum of the Society membership in person or through mail, fax or electronic ballot. The Society shall post any proposed bylaw amendments on the Society’s website for review and comment by the Society’s membership not less than thirty (30) days prior to the date of the membership meeting, or mail, facsimile or electronic mail ballot vote in which the bylaw amendments will be acted upon.

ARTICLE XVI
Society Assets

Section 16.1 Legal Requirements. Under Section 29-301.47 of the District of Columbia Code (Nonprofit Corporation Act), a voluntary dissolution where the organization has voting members shall require that the Executive Board adopt a resolution recommending that the Society be dissolved and directing that the question of such dissolution be submitted to the membership for a vote, either at an annual or special meeting. There shall be written notice of the meeting and the purpose of the vote. A resolution to dissolve requires a two-thirds vote of the votes to be cast by members present or represented by proxy.

Section 16.2 Rights of Proprietorship: Membership in the Society is a privilege and not a right. No member shall have any ownership or property right in the funds, property or other assets of the Society.

Section 16.3 Distribution: In case of the dissolution of the Society, the Executive Board shall authorize the payment of all indebtedness of the Society, including accruals; authorize payment of reasonable separation pay to the Society’s employees, if any; and arrange for the transfer of the remaining net assets of the corporation to one or more organizations that themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c) of the U.S.A. Internal Revenue Code of 1986, as amended, or the corresponding sections or any prior or future federal tax code, or to the federal, state or local government, exclusively for public purpose; provided, however, that in no way shall such distribution inure to the financial or private benefit of any elected officer, director or contributor.

ARTICLE XVII
Electronic Transmissions

Section 17.1 Communication. Any communication from the Society to members or from members to the Society, including meeting notices and ballots, may be made by using electronic means if permitted by the Executive Board and if allowed by law.