

# **BYLAWS OF THE AMERICAN SOCIETY OF NEPHROLOGY**

(A Corporation formed under the District of Columbia Nonprofit Corporation Act)

*Adopted: September 25, 2006*

## **ARTICLE I Purpose**

The American Society of Nephrology (the "Society") is organized and operated exclusively for scientific and educational purposes, including enhancing the field of nephrology by (i) advancing the scientific knowledge and clinical practice of that discipline through stimulation of basic and clinical investigation, (ii) providing access to new knowledge through the publication of journals and the holding of scientific meetings, (iii) advocating for the development of national health policies to improve the quality of care for renal patients, (iv) cooperating with other national and international societies and organizations involved in the field of nephrology, and (v) using other means as directed by the Council of the Society (the "Council"). The Society shall at all times be operated consistent with an organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II Office of the Society**

The principal office of the Society shall be located within the District of Columbia, at such place as the Council shall from time to time designate. The Society may maintain additional offices at such other places as the Council may designate. The Society shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Council.

## **ARTICLE III Members**

### **Section 3.01 Membership Categories.**

- The Society shall consist of active, affiliate, associate, corresponding, emeritus, and senior emeritus members. The Council may from time to time by vote of a majority of the Council create other special categories of members and may provide for special recognition of members. Except as otherwise provided in this Section 3.01, all members shall be required to pay annual dues to the Society and shall have the right to receive membership benefits, including but not limited to the rights to publications of the Society at no additional cost or a discounted rate and to attend all scientific and educational meetings and programs sponsored by the Society for a discounted registration fee. A member shall be deemed to be in "good standing" if he or she has paid all dues for the current and all prior years in which he or she was a member.
- **Active Members.** Any person holding the degree of M.D. or Ph.D., or its equivalent who has demonstrated a major and continuing interest in nephrology and who is a resident of a country of North or Central America shall be eligible to become an active member. Active members in good standing shall have the right to vote at all business meetings of the Society and to hold office in the Society.
- **Affiliate Members.** Any person who is employed as a professional in nephrology or a related field and who has a special interest in nephrology, and is not eligible for active or corresponding membership, is eligible to become an affiliate member. Affiliate members shall have the same rights as an active member, but shall not have the right to vote or hold office in the Society.
- **Associate Members.** Any person who is a fellow or post-doctoral student in nephrology or an allied field at an accredited university or teaching hospital and resides in the United States, Canada, or

Central America is eligible to become an associate member. Associate members shall have the same rights as an active member, but shall not have the right to vote or hold office in the Society.

- **Corresponding Members.** Any person eligible to be an active member except for the residency requirement is eligible to become a corresponding member. Corresponding members shall have the same rights as an active member, but shall not have the right to vote or hold office in the Society.
- **Emeritus Members.** Any person eligible to be an active member may become an emeritus member after retiring from clinical, teaching, or research activities in nephrology or an allied field. Persons desiring to become emeritus members shall submit a petition to the Council for its approval. The Council may delegate responsibility for reviewing and approving or disapproving such petitions to an officer or employee of the Society. Emeritus members shall not have the right to vote or hold office in the Society, shall not be required to pay dues, may subscribe to publications of the Society at the same rate as applies to active members, and shall be required to pay the same registration fees at annual meetings.
- **Senior Emeritus Members.** Any person approved as an emeritus member who has been an active member of the Society in good standing for twenty (20) years shall be a senior emeritus member. Senior emeritus members shall not have the right to vote or hold office in the Society, shall not be required to pay dues, shall receive all publications of the Society at no charge, and shall have the right to attend the Society's Annual Meeting without payment of any registration fee.

### **Section 3.02 Application for Membership.**

Any person desiring to become a member of the Society shall submit an application to the Secretary of the Society specifying the type of membership desired. Any person desiring to become an active or corresponding member of the Society shall submit with the application evidence that he or she meets one of the following criteria:

- Publication of at least one peer-reviewed article in the field of nephrology.
- Successful completion of a research or clinical training program in nephrology, specialized training in nephrology during a medical residency program, or other post-graduate education in the field of nephrology or an allied field.
- Experience as a specialist and medical consultant in the treatment of kidney disease and related conditions.

### **Section 3.03 Approval of Membership.**

The Secretary, or an employee designated by the Secretary, shall review all applications for membership for the purpose of determining whether the applicant meets the eligibility requirements for the category of membership specified in the application. The Secretary, or his or her designee, shall approve all applications of applicants who meet the eligibility requirements.

### **Section 3.04 Revocation of Membership.**

The Council may revoke the membership of any member who fails to pay dues for two consecutive years, provided that such member was required by these Bylaws to pay dues during those years. The Council may also revoke the membership of any member who fails to demonstrate a commitment to scientific integrity and the ethical conduct of medical practice and research, provided that the Council shall give written notice to such member of the intended revocation and the reasons therefor, and, to the extent that the Council deems appropriate under the particular circumstances, shall accord such member an opportunity to contest such revocation.

## **ARTICLE IV Meetings of the Members**

### **Section 4.01 Annual and Special Business Meetings.**

An annual business meeting of the members shall be held for the purpose of announcing the officers and councillors newly elected by ballot prior to such meeting, and to conduct such other business as shall be specified in the notice of the meeting. The annual business meeting shall be open only to members of the Society and their guests. The Council may call special business meetings from time to time by giving the members at least ninety (90) days prior written notice which notice shall specify the purpose of the special meeting.

### **Section 4.02 Annual and Special Scientific and Educational Meetings.**

In conjunction with the annual business meeting, the Society shall also hold an annual scientific and educational meeting for the purpose of presenting and discussing advances in nephrology. The annual scientific and educational meeting shall be open to members of the Society and other non-member registrants. The President may call additional scientific and educational meetings from time to time for purposes of presenting scientific and/or educational programs.

### **Section 4.03 Place and Time of Meetings.**

The annual business and scientific and educational meetings of the members shall be held at such times and places as are specified by the Council.

### **Section 4.04 Notice of Annual Meetings.**

Due written or printed notice stating the place, day and hour of the annual business and scientific and educational meetings, shall be given to each member at least ninety (90) days before the date of the meetings, either personally, by mail, or electronically.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at its address as it appears on the records of the Society.

### **Section 4.05 Waivers of Notice.**

Whenever any notice is required to be given to any member under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any member at a meeting, without objection to the lack of notice of such meeting, shall also waive notice by such member.

### **Section 4.06 Quorum.**

Twenty (20) active members shall constitute a quorum at a meeting of members for the transaction of business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A member may not be present at a meeting by proxy.

If a meeting cannot be held because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

# **ARTICLE V The Council**

## **Section 5.01 Powers.**

The Council shall be the governing body of the Society. As such, the Council shall supervise the affairs of the Society, provide direction for the advancement of the Society, and ensure that its goals, mission and purpose are accomplished in a timely manner and with the highest quality. The Council shall set dues for the members (other than emeritus and senior emeritus members, who shall not be required to pay dues) on an annual basis. The Council shall have the power to retain an Executive Director to manage and direct all day to day activities of the Society in accordance with the policies adopted by the Council and such other professional and administrative staff and legal counsel as it deems necessary to carry out the purposes of this Society.

## **Section 5.02 Number of Councilors.**

The Council shall have eight (8) members, consisting of the officers of the Society (other than the Secretary-Treasurer Designate) and four (4) members (collectively, the "councilors") who are not also officers of the Society. The councilors shall be elected and serve as provided in Article VI.

## **Section 5.03 Quorum of the Council and Action by the Council.**

Five (5) members of the Council shall constitute a quorum for the transaction of business. A councilor may not be present at a meeting by proxy. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the act of a majority of the councilors present at a meeting at which a quorum is present shall be the act of the Council.

## **Section 5.04 Meetings of the Council.**

The Council shall meet at least one time during each calendar year, and at such other time as the Council may determine. Due notice shall be given to each councilor prior to the date of each meeting.

Special meetings of the Council may be called by or at the request of the President of the Society or of three or more members of the Council. The person(s) calling the special meeting shall fix the time and place thereof within the District of Columbia, or at such place outside of the District of Columbia to which a majority of the members of the Council agree.

The attendance of a member of the Council at any meeting shall constitute waiver of notice of such meeting, except for such attendance at a meeting by the Council member for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Council, need be specified in the notice or waiver of such meeting.

## **Section 5.05 Informal Action by Councilors; Meetings by Conference Telephone.**

Unless required by law or by the Articles of Incorporation or these Bylaws to be taken at a meeting, any action required or permitted to be taken by the Council may be taken without a meeting if a majority of all members of the Council consent in writing (including by electronic mail) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by such members of the Council adopting the same shall be filed with the minutes of proceedings of the Council.

Any or all councilors may participate in a meeting of the Council or a committee of the Council by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

## **Section 5.07 Compensation of Members of the Council.**

The Society shall not pay any compensation to members of the Council for services rendered to the Society, except that such members may be reimbursed for expenses incurred in the performance of their duties to the Society, in reasonable amounts as approved by a majority of the Council.

## **Article VI Officers, Councilors, Agents and Employees**

### **Section 6.01 Officers.**

The officers of the Society shall consist of a President, President-Elect, Past-President, Secretary, Treasurer, and may also include a Secretary-Treasurer Designate. The offices of Secretary and Treasurer shall be held by the same person.

### **Section 6.02 Term of Office and Removal.**

The President, President-Elect, and Past-President shall be elected annually by vote of the active members, and shall hold office for one (1) year or until their successors are duly elected and qualified. No person may serve more than one term as President-Elect, President, or Past-President. The Secretary and the Treasurer shall be elected every fourth year by vote of the active members, and shall hold such offices for three (3) years or until their successor is duly elected and qualified. A person may serve for two terms as Secretary and Treasurer. The Secretary-Treasurer Designate shall serve as a non-voting member of the Council. Any officer may be removed by the Council whenever in its judgment the best interest of the Society will be served thereby.

### **Section 6.03 Councilors.**

Each councilor shall hold office for four (4) years beginning immediately after the adjournment of the annual business meeting at which he or she was elected. Councilors shall not be eligible for re-election unless they have served in that office for two (2) years or less. No member may serve on the Council for more than seven (7) years. If any councilor resigns, is removed, or is otherwise unable to serve for the remainder of his or her term, the President, with the concurrence of a majority of the members of the Council, may appoint a member to serve until the next annual business meeting. The terms of the councilors shall be staggered so that only one new councilor is elected at each annual business meeting. After serving four (4) years as a councilor, each councilor shall become the next candidate for the office of President-Elect.

### **Section 6.04 Powers and Duties of Officers.**

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

- President. The President shall serve as the chief executive officer of the Society. The President shall preside at all meetings of the Council and, subject to the supervision of the Council, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Society in accordance with policies and directives approved by the Council. The President shall be responsible, in

collaboration with committees appointed to assist the President with the same, for developing the scientific and educational components of the annual scientific meeting and any other scientific meetings scheduled by the President or the Council. After serving one term as President, the President shall become the next candidate for Past-President.

- **President-Elect.** In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions on the President. The President-Elect shall perform such other duties and have such other powers as the Council may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Council. After serving one term as President-Elect, the President-Elect shall become the next candidate for President.

- **Past-President.** The Past-President shall be a member of and shall chair the Nominating Committee. The Past-President shall perform such other duties and have such other powers as the Council may from time to time provide, subject to the powers and the supervision of the Council.

- **Secretary.** The Secretary shall (i) be responsible for the keeping of an accurate record of the proceedings of all meetings of the Council, (ii) give, or cause to be given, all notices in accordance with these Bylaws or as required by law, and (iii) perform all duties incident to the office of the Secretary, subject to the supervision of the Council, and such other duties as shall from time to time be assigned by the Council.

- **Treasurer.** The Treasurer shall (i) have the custody of, and be responsible for, all funds and securities of the Society, (ii) keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Society, (iii) deposit all monies and other valuable property of the Society in the name and to the credit of the Society in such banks for depositories as the Council may designate, (iv) whenever required by the Council, render a statement of accounts, (v) at all reasonable times exhibit the books and accounts to any officer or member of the Council, (vi) subject to the President's approval, appoint a certified public accountant to audit the accounts of the Society annually and provide a written report thereof to the Council, and (vii) perform all duties incident to the office of the Treasurer, subject to the supervision of the Council, and such other duties as shall from time to time be assigned by the Council. The Secretary-Treasurer shall, if required by the Council, give such bond or security for the faithful performance of his or her duties as the Council may require, for which he or she shall be reimbursed.

- **Secretary-Treasurer Designate.** The Secretary-Treasurer Designate shall observe all meetings of the Council and perform such duties and have such other powers as the Secretary-Treasurer may from time to time provide, subject to the powers and the supervision of the Council. After serving as Secretary-Treasurer Designate, the Secretary-Treasurer Designate shall become the next candidate for Secretary and Treasurer.

## **Section 6.05 Agents and Employees.**

The Council may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Council. The Council may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. The Council may delegate to the President and/or the Executive Director its authority to appoint agents and employees, subject to such limitations as the Council may impose.

The Council may require officers, agents or employees to give security for the faithful performance of their duties.

## **Section 6.06 Voting for Officers and Councilors.**

Voting for officers and councilors shall be by written ballot prepared by the Nominating Committee and sent to each active member by mail at least ninety (90) days before the annual business meeting. The ballot shall be accompanied by a biographical sketch of each candidate. Completed ballots must be received by the Nominating Committee at least thirty (30) days before the annual business meeting to be counted. The Nominating Committee shall declare the candidates who receive the largest number of votes for a position to be the winner, and shall announce the winners at the annual business meeting. In the case of a tie vote, the President shall cast the deciding vote.

## **Article VII Committees**

### **Section 7.01 Committees; Authority.**

The President shall appoint a Nominating Committee and a Finance Committee as hereinafter provided. The President may, after consultation with the Council, appoint such other committees and advisory groups as he or she deems necessary to conduct the affairs of the Society. Such other committees and advisory groups shall have such authority as is granted by the President, to the extent the President has such authority, or by the Council to the extent such authority rests with the Council. The members of all committees, including the Society's representatives to committees formed jointly with other organizations, shall be members of the Society except that past recipients of awards given by the Society may be appointed to serve on award selection committees.

### **Section 7.02 Nominating Committee.**

The Nominating Committee shall consist of six (6) active members, including the Past-President who shall be the chair of the Committee. The President shall, after consultation with the Council, appoint annually five (5) active members to the Nominating Committee. No member of the Nominating Committee shall be a member of the Council. The Nominating Committee shall (i) nominate three (3) candidates for the open councilor position, (ii) place the names of such candidates on the ballot for election together with the names of each candidate for President, President-Elect, Past-President, Secretary, Treasurer, and, if applicable, the Secretary-Treasurer Designate, and (iii) manage the voting process.

### **Section 7.03. Finance Committee.**

The Finance Committee shall consist of at least five (5) active members, including a councilor, the Secretary-Treasurer, and another officer who shall be the chair of the Committee for three consecutive years. The President shall, after consultation with the Council, appoint the members of the Committee. Members of the Finance Committee shall serve for one three (3) year term, and may be reappointed for a second three (3) year term, provided that the chair of the Finance Committee shall change as and when the person serving as the officer designated by the President to serve thereon changes. The Finance Committee shall review at least annually the financial status of the Society and shall provide advice and guidance to the Council concerning fiscal matters.

## **Article VIII Miscellaneous**

### **Section 8.01 Fiscal Year.**

The fiscal year of the Society shall be the calendar year or such other period as may be fixed by the Council.

### **Section 8.02 Checks, Notes and Contracts.**

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

### **Section 8.03 Books and Records to be Kept.**

The Society shall keep at its principal office in the District of Columbia , (i) correct and complete books and records of account, (ii) minutes of the proceedings of the members, the Council and any committee having any of the authority of the Council, and (iii) a record of the names and addresses of the members. All books and records of the Society may be inspected by any member, or its agent or attorney, for any proper purpose at any reasonable time.

### **Section 8.04 Amendment of Articles and Bylaws.**

Amendments to these Bylaws shall be proposed (i) in writing by not less than twenty-five (25) active members, (ii) by an ad hoc Bylaws Committee appointed by the President, or (iii) by vote of the Council. Proposed amendments shall be submitted to the active membership by written ballot. Members shall have sixty (60) days after receipt of the ballot to return their completed ballots to the Council. Amendments may be adopted only if approved by vote of two-thirds of the active members who timely return their ballots to the Council. The Council shall report the results of the vote at the next annual business meeting.

### **Section 8.05 Indemnification and Insurance.**

Unless otherwise prohibited by law, the Society shall indemnify all councilors, officers, former councilors, former officers, and may, by resolution of the Council, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been a councilor, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Society for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Society.

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

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such councilor, officer, or employee may be entitled under any statute, By-Law, agreement, vote of the Council, or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law.

The Council may authorize the purchase of insurance on behalf of any councilor, officer, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a councilor, officer, employee, or agent or out of acts taken in such capacity,

whether or not the Society would have the power to indemnify the person against that liability under law.

In no case, however, shall the Society indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Society is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or 4945(d), respectively, of the Code. Moreover, the Society shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(5) of the Code.

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

### **Section 8.06 Loans to Councilors and Officers.**

No loans shall be made by the Society to its councilors or officers.