

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**AMERICAN SOCIETY OF NEPHROLOGY, INC.**  
**(A nonprofit corporation organized under**  
**the laws of the District of Columbia)**

As Adopted as of  
**September 30, 2016**

**ARTICLE I**  
**NAME, PURPOSES, OFFICE**

**Section 1.01. Name.**

The name of the organization is **American Society of Nephrology, Inc.** (the “**Society**”).

**Section 1.02. Purposes.**

The Society is organized exclusively for scientific and educational purposes, including enhancing the field of nephrology by: (i) advancing the scientific knowledge and clinical practice of nephrology through stimulation of investigation; (ii) providing access to new knowledge through the production of journals and the holding of scientific meetings; (iii) advocating for the development of national health policies to improve the quality of care for kidney 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 (as defined below). The Society shall at all times be operated consistent with the laws, regulations, and norms of a nonprofit corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, 26 U.S.C. §§1 et seq., or any superseding law (the “**Tax Code**”).

**Section 1.03. Office.**

The principal office of the Society shall be located near or within the District of Columbia, at such place as the Council (defined in Section 5.01) 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 near or within the District of Columbia a registered office at such place as may be designated by the Council.

**ARTICLE II**  
**ELECTRONIC MAIL**

**Section 2.01. Action by Electronic Mail.**

Any requirement in these Bylaws of writing or that something be in a written format may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

## **ARTICLE III** **MEMBERS**

### **Section 3.01. Members.**

The Society shall consist of such classes of members as the Council may from time to time designate by a vote of a majority of the Council. Except as expressly provided in this Article III, no category of member shall have any voting or other right granted to “members” by law or regulation. Except as expressly provided in this Article V, all members shall be required to pay annual dues to the Society and shall receive such rights as the Council may prescribe. The Council shall set dues for the members on an annual basis. The Council shall prescribe, or cause to be prescribed, such procedures and requirement to become a “member” in the Society as the Council deems appropriate. The Council may delegate the authority to review and approve membership to such Advisory Committees (defined in Section 6.01) or employees of the Society as the Council deems appropriate.

### **Section 3.02. Categories and Rights of Members.**

Subject to the right of the Council to designate different categories of members of the Society, the members of the Society shall be as follows:

- (a) **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 for Councilors of the Society, amendments to these Bylaws, and to hold office as a Councilor-at-Large and Executive Councilor in the Society, but shall not be deemed to be a “member” of the Society as defined in § 29-401.02(24) of the District of Columbia Business Organizations Code (the “DC Code”).
- (b) **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 to be an Active Member or a Corresponding Member, is eligible to become an Affiliate Member. Affiliate Members shall have the same rights as Active Members, but shall not have the right to vote, be a Councilor in the Society, or have any other rights of a “member” of the Society as defined in § 29-401.02(24) of the DC Code.
- (c) **Associate Members.** Any person who is in training for a career in nephrology or an allied field 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, be a Councilor in the Society, or have any other rights of a “member” of the Society as defined in § 29-401.02(24) of the DC Code.
- (d) **Corresponding Members.** Any person eligible to be an Active Member, other than being a resident of a country in North or Central America, is eligible to be a Corresponding Member. Corresponding Members in good standing shall have the right to vote for Councilors of the Society and amendments to these Bylaws, but shall not have the right to be a Councilor in the Society or have any other rights of a “member” of the Society as defined in § 29 401.02(24) of the DC Code.
- (e) **Emeritus Members.** Any person eligible to be an Active, Affiliate, or Corresponding 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 approval. The Council may delegate responsibility for reviewing and approving or disapproving such petitions to any employee of the Society. Emeritus Members shall not have the right to vote, be a Councilor in the Society or have any other rights of a “member” of the Society as defined in § 29-401.02(24) of the DC Code. Emeritus Members shall not be required to pay dues, but may subscribe to publications of the Society at the same rate as Active Members, and shall be required to pay the same registration fees at annual meetings.

## **ARTICLE IV**

### **MEETINGS OF THE MEMBERS**

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

The annual Business Meeting (defined in Section 5.08) shall be held for the purpose of announcing the officers and Councilors 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 to members and their guests. The Council may call special meetings from time to time by giving the members at least 90 days prior written notice which notice shall specify the purpose of the special meeting.

#### **Section 4.02. 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 the field of nephrology. The annual scientific and educational meeting shall be open to all 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. Notice, Location, and Time of Meetings.**

Written notice stating the location and date of the annual Business Meeting and the annual scientific and educational meetings shall be given to each member at least 90 days before the date of the meetings, either personally, by mail, or electronically. The annual Business Meeting and the annual scientific and educational meetings shall be held at such times and places as are specified by the Council. Such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, or sent electronically, and addressed to the member at his or her address as it appears on the records of the Society.

#### **Section 4.04. Waiver of Notice.**

Whenever 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, in person or by teleconference, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, or promptly upon the member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

#### **Section 4.05. Quorum.**

Twenty Active Members shall constitute a quorum at a meeting of members for the transaction of business. The Active and Corresponding 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** **COUNCILORS**

### **Section 5.01. Authority of Councilors.**

The Board of Directors of the Society is known as the “**Council.**” The Council is the policymaking body for the Society and may exercise all the powers and authority granted to the Society by law.

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

The Directors of the Society are known as “**Councilors.**” The Council shall consist of no more than nine, or fewer than three, Councilors. Within those limits, the number of Councilors may be increased or decreased from time to time by resolution of the Council, and the limits may be changed by amendment to these Bylaws so long as the minimum number of Councilors is never fewer than three; however, a change in the number of Councilors shall not remove a Councilor from his or her position as a Councilors prior to the expiration of his or her term of office. Except as set forth in Section 5.16, the number of Councilors as of the date these Bylaws are adopted is fixed at nine.

### **Section 5.03. Titles, Term, and Duties of Councilors.**

Subject to the transition provisions set forth in Section 5.16 below, the Councilors shall have the following titles, terms, and duties:

- (a) **Councilors-at-Large.** There shall be four Councilors-at-Large, each of whom will serve a term of four years. The terms of the Councilors-at-Large will be staggered so that only one Councilor-at-Large may be elected in any year. Councilors-at-Large, together with the Executive Councilors and the Treasurer, will oversee the Society’s policies and procedures, 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.
- (b) **Executive Councilors.** There shall be four Executive Councilors, each of whom will serve a term of four years. In the first year of his or her term, the Executive Councilor will hold the office of Secretary; in the second year of his or her term, the Executive Councilor will hold the office of President-Elect; in the third year of his or her term, the Executive Councilor will hold the office of President; and in the fourth year of his or her term, the Executive Councilor will hold the office of Past-President. The duties of the Executive Councilors are as follows:
  - (i) **Secretary.** The Secretary is responsible for (i) keeping an accurate record of the proceedings of all meetings of the Council; (ii) giving, or causing to be given, all notices in accordance with these Bylaws or as required by law, and (iii) performing all duties incident to the office of the Secretary, subject to the supervision of the Council, and such other duties as may from time to time be assigned by the Council.
  - (ii) **President-Elect.** In the absence of the President or in the event of the President’s 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.

- (iii) **President.** The President shall serve as the chair of the Council. 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 position and shall supervise and control all of the affairs of the Society in accordance with policies and directives approved by the Council.
  - (iv) **Past President.** In the absence of the President and the President-Elect, or in the event of the President's or the President-Elect's inability or refusal to act, the Past President 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 Past-President shall be the chair of 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.
- (c) **Treasurer.** There shall be one Treasurer, who will serve a term of four years. 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 Council'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 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.
- (d) **Term.** The terms of each of the Councilors shall commence on the January 1 of the year immediately following the year in which such Councilor was elected, and shall end on December 31 of the last year of such Councilor's term.

#### **Section 5.04. Qualifications.**

Only Active Members may be elected to the Council. Councilors-at-Large may be elected to a second term as an Executive Councilor or as the Treasurer, but not as a Councilor-at-Large. Executive Councilors may not be elected to a second term on the Council. A Treasurer may not be appointed to a second term as Treasurer, but shall be eligible to be elected as a Councilor-at-Large or an Executive Councilor. No Councilor may serve more than eight years on the Council. No Councilor may serve more than one role on the Council at any point in time.

#### **Section 5.05. Election of Councilors.**

Subject to the transition provisions set forth in Section 5.16 below, Councilors shall be elected by a vote of the Active Members and the Corresponding Members by electronic ballot prepared by the Nominating Committee and sent by electronic mail or such other means as the Council may determine. Such notice shall be sent not less than 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 not less than 30 days before the annual Business Meeting; any ballot received within 30 days of the annual

Business Meeting will not 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 on or before the annual Business Meeting. In the case of a tie vote, the President shall cast the deciding vote.

- (a) Executive Council. Each year, the Nominating Committee will nominate two or more candidates for the Executive Council for the position of Secretary.
- (b) Councilors-at-Large. Each year, the Nominating Committee will nominate two or more candidates for a single seat as a Councilor-at-Large.
- (c) Treasurer. Every fourth year, the then-sitting Council will nominate a single Active Member to the position of Treasurer of the Society.

### **Section 5.06. Resignation and Removal of Councilors.**

Resignations of Councilors are effective upon receipt by any member of the Executive Council (other than the Councilor who is resigning) of written notification or a later date if provided in the written notification. One or more Councilors may be removed, with or without cause, by a vote of the Members as would suffice for the Councilor's election or a vote of at least seven members of the Council (excluding the Councilor to be removed).

### **Section 5.07. Vacancies.**

Vacancies on the Council existing by reason of resignation, death, incapacity, or removal of the Councilor before the expiration of their term shall be filled by the Council. If the Councilors remaining in office constitute less than a quorum of the Council, they may fill the vacancy by the affirmative vote of the majority of the Councilors remaining in office. A Councilor elected to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected or qualified. A vacancy that may occur at a specific later date, by reason of resignation, effective at a later date or otherwise, may be filled before the vacancy occurs but the new Councilor shall not take office until the vacancy occurs.

### **Section 5.08. Meetings.**

- (a) The Council shall hold one or more regular meeting annually, one of which shall be designated as the "**Business Meeting**." The Business Meeting shall be held during the annual member conference. Notice of any regular meetings, other than the Business Meeting, shall be provided at least 10 days in advance, except that the Council may set a schedule for meetings at each Business Meeting, and notice of that schedule shall be sufficient notice of all regularly scheduled meetings for that period.
- (b) Special meetings may be called by the President or by any three Councilors. The notice of a special meeting must precede the meeting by at least 10 days. Notice of any Council meeting shall be communicated in person or by delivery. Notice shall be effective at the earliest of (i) when received; (ii) when left at the recipient's residence or usual place of business; (iii) five days after deposit in the US mail or with a commercial delivery service; (iv) on the date shown on a return receipt; or (v) if sent electronically to an address provided by the Councilor for the purpose.

### **Section 5.09. Waivers of Notice.**

Whenever notice is required to be given to any Councilor under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Councilor entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Councilor's presence at a meeting, in person or by teleconference, waives any required notice to the Councilor of the meeting unless the Councilor, at the beginning of the meeting, or promptly upon the Councilor's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

### **Section 5.10. Quorum and Voting.**

Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of Councilors then in office. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present. A Councilor may not be present at a meeting by proxy.

### **Section 5.11. Emergency Powers.**

In the event of an emergency, the Council may:

- a. Modify lines of succession to accommodate the incapacity of any Councilor, employee, or agent; and
- b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize any officer to do so.

An emergency exists for purposes of this Section if a quorum of the Council cannot readily be assembled because of a catastrophic event.

### **Section 5.12. Action without a Meeting.**

Any action required or permitted to be taken at a meeting of the Council or of any committee may be taken without a meeting if all of the Councilors or the members of a committee consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this Section is effective when the Councilor signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

### **Section 5.13. Participation in Meeting by Conference Telephone.**

Any or all Councilors may participate in a meeting by communications technology, so long as all Councilors participating in the meeting can hear one another simultaneously, and such participation shall constitute presence in person at the meeting.

### **Section 5.14. Inspection.**

Every Councilor shall have the right at any reasonable time to inspect and copy all books, records, and documents of this Society to the extent reasonably related to the performance of the Councilor's duties as a director.

### **Section 5.15. Compensation of Councilors.**

The Society may reimburse Councilors for documented reasonable expenses incurred, and time and effort spent in the performance of their duties to the Society.

### **Section 5.16. Transition Provisions.**

In order to provide for an orderly transition from the Council elected under the Society's predecessor Bylaws adopted as of September 25, 2006 (the "**2006 Bylaws**") and holding a seat on the Council on the date these Bylaws were adopted (the "**Existing Councilors**") to the Council as elected under these Bylaws, this Section 5.16 sets forth the process to be followed during the transition period, which will end upon the expiration of the 2016 Councilor's term (defined below).

- (a) **Number.** Through the calendar year 2020, the Council shall consist of eight Councilors.
- (b) **Existing Councilors.** Each Existing Councilor shall continue to serve his or her entire term, and nothing in these Bylaws shall be deemed to remove an Existing Councilor prior to the expiration of the term to which he or she was elected. The Councilor-at-Large elected in 2016 for a seven-year term (the "**2016 Councilor**"), will have commenced his or her term as of the Society's 2016 Business Meeting, and will end his or her term on December 31, 2023. The 2016 Councilor will be a Councilor-at-Large through December 31, 2020. Thereafter, the 2016 Councilor will hold the office of President-Elect, President, and Past President for the calendar years 2021, 2022, and 2023, respectively. All other Existing Councilors will continue to serve their terms as contemplated by the 2006 Bylaws, except that their terms shall end on December 31 of such Councilor's seventh year on the Council.
- (c) **Treasurer.** The Existing Councilor holding the position of "Secretary-Treasurer" under the 2006 Bylaws will continue to hold that title through December 31, 2019. In 2019, the Council will appoint the first "Treasurer" to be appointed under these Bylaws for a four-year term commencing on January 1, 2020, provided, that for the calendar year 2020, such appointee shall have the title "Secretary-Treasurer." Thereafter, the Treasurer will be appointed and serve such terms as set forth in Section 5.05(c). For purposes of clarity, the person appointed as Treasurer as set forth in this Section 5.16(c) shall be eligible for election to a second four-year term as a Councilor-at-Large or as an Executive Councilor.
- (d) **Secretary.** The Existing Councilor holding the position of "Secretary-Treasurer" under the 2006 Bylaws will continue to hold that title through December 31, 2019. For the calendar year 2020, the person appointed as "Treasurer" pursuant to Section 5.16(c) above shall also serve as and have the title "Secretary" with the same duties and obligations of the "Secretary" and "Treasurer" as set forth in these Bylaws. For the calendar year 2021, and thereafter, the Secretary shall be the Executive Councilor elected in pursuant to Section 5.05 of these Bylaws. For purposes of clarity, the person elected as the Executive Officer in 2020, as serving as Secretary in the Calendar year 2021 shall not be eligible for election to any additional terms as a Councilor-at-Large or as an Executive Councilor.
- (e) **Councilors-at-Large.** The first Councilor-at-Large to be elected under these Bylaws will be elected in the 2017 election cycle, and will commence his or her four-year term on January 1, 2018.

- (f) **Executive Councilors.** The first Executive Councilor to be elected under these Bylaws will be elected in the 2020 election cycle, and will commence his or her four-year term on January 1, 2021.

## **ARTICLE VI** **COMMITTEES**

### **Section 6.01. Composition.**

The Council may designate committees and appoint committee members. Those committees which exercise the authority of the Council (“**Council Committees**”) shall consist only of Councilors and include at least two (2) individuals. The creation and appointment of Councilors to Council Committees shall be approved by the affirmative vote of a majority of the Councilors in office when the action is taken. Those committees (“**Advisory Committees**”) that do not have or exercise the authority of the Council shall consist of at least two (2) individuals, who need not all be Councilors.

### **Section 6.02. Procedures and Authority.**

For any type of committee, the Council may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property affairs, and/or activities of the Society. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meeting action without meetings, notice and waiver of notice, and quorum and voting requirement of the Council apply to committees and their members as well.

### **Section 6.03. Nominating Committee.**

The Council shall appoint a Nominating Committee, which shall be an Advisory Committee under Section 6.01. The Nominating Committee shall consist of six Active or Corresponding Members, one of whom shall be the Past President who shall be the chair of the Nominating Committee. Other than the Past President, no other Councilor shall be a member of the Nominating Committee. Commencing in the year immediately following the adoption of these Bylaws, the Nominating Committee shall (i) nominate at least two candidates for the open Councilor-at-Large position, and at least two candidates for the open Executive Council position; and (ii) place the names of such candidates on a ballot for election by the Active Members and the Corresponding Members.

## **ARTICLE VII** **AGENTS AND EMPLOYEES**

### **Section 7.01. Appointment of Agents and Employees.**

The Council may appoint agents and employees who shall have such authority and perform such duties, and on such terms and conditions, 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 Executive Director/Executive Vice President/Chief Executive Officer its authority to appoint agents and employees, subject to such limitations as the Council may impose.

### **Section 7.02. Powers and Duties of Officers.**

An officer shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interest of the Society.

**Section 7.03. Executive Director / Executive Vice President / Chief Executive Officer.**

The Council shall hire a chief executive officer of the Society, who shall have the title Executive Director, Executive Vice President, Chief Executive Officer, or such other title as the Council may designate. Unless a contract, these Bylaws, or a law provide otherwise, the Council may remove such chief executive officer at any time with or without cause at a meeting called for that purpose. The chief executive officer shall have general and active management of the programs and affairs of the Society and shall see that all orders and resolutions of the Council are carried into effect. The chief executive officer shall perform such other duties and have such other authority and powers as the Council may from time to time prescribe.

**ARTICLE VIII  
INDEMNIFICATION**

**Section 8.01. Indemnification.**

Any person who was or is a Councilor or the chief executive officer of the Society, or who, while a director or chief executive officer of the Society, is or was serving at the Society's request as a director, officer, partner, trustee, employee, or agent of another entity, shall to the fullest extent permitted by law be indemnified by the Society against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to Chapter 4, Subchapter VI, Part E of the DC Code.

**Section 8.02. Contractual Rights of Other Persons.**

Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than directors and officers of the Society, or any subsidiary hereof, may be entitled by contract or otherwise.

**Section 8.03. Insurance.**

The Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status, as such, whether or not the Society would have the power to indemnify the agent against any liability under the provisions of this Article VIII; provided, however, that the Society shall not have the power to purchase and maintain such insurance to indemnify any agent of the Society where such indemnification would be prohibited by law. The Society shall at all times maintain insurance coverage in form and amount sufficient to meet the triggering requirements of DC Code § 29-406.90, as it may be amended or revised.

**ARTICLE IX  
MISCELLANEOUS**

**Section 9.01. Fiscal Year.**

The fiscal year of the Society shall be January 1 to December 31, but may be changed by resolution of the Council.

### **Section 9.02. Checks, Drafts, 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 instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

### **Section 9.03. Annual Financial Statements.**

Complete financial statements shall be presented to and reviewed by the Council after the close of each fiscal year.

### **Section 9.04. Recordkeeping.**

The Secretary or his or her designee shall keep or cause to be kept adequate minutes of annual meetings and all meetings of committees with Council delegated powers that shall, at a minimum, contain (i) in general, the name of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Council's or committee's decision as to whether a conflict of interest in fact existed; and (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The Society shall maintain and keep as permanent records the following documents: (i) minutes of all meetings of the Council; a record of all actions taken by the Councilors without a meeting; (ii) a record of all actions taken by committees of the Council on behalf of the Society; and (iii) appropriate accounting records.

### **Section 9.05. Public Disclosure.**

The Society shall keep available for public inspection at its principal place of business and any branch office copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies of any form 990. In addition, as required by the Tax Code and regulations, the Society shall either (i) make such materials widely available to the public, such as by posting on the Internet, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law and shall not apply, for example, if the Society is the target of a campaign of harassment.

## **ARTICLE X** **AMENDMENT OF BYLAWS**

### **Section 10.01. Amendments.**

Amendments to these Bylaws may be proposed (i) in writing by not less than ten percent (10%) of Active and Corresponding Members, or (ii) by a vote of not less than seven Councilors. Proposed amendments shall be submitted to the Active and Corresponding Members by written ballot. Only Active and Corresponding Members shall be entitled to vote. Active and Corresponding 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 and Corresponding Members who timely

return their ballots to the Council. The Council shall report the results of the vote at the next annual Business Meeting.