

BYLAWS
Society for Cryobiology, Incorporated

Amended May 15, 1995

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ARTICLE I—NAME AND OBJECTIVES

1.01. Name

The name of the corporation is The Society for Cryobiology, Incorporated (“The Society”), an international scientific society chartered in the State of Maryland as a not-for-profit, nonstock corporation.

1.02. Objectives and Powers

The Society’s objectives and powers, as set forth in its Articles of Incorporation, are as follows:

- (a) the objectives of the Society shall be to promote scientific research in low temperature biology, to improve scientific understanding in this field, and to disseminate and apply this knowledge for the benefit of mankind;
- (b) the Society shall have the power to hold and conduct meetings, conventions, and programs and to publish or have published a journal, as well as other forms of publications, and to use any and all forms of communication in effecting its objectives;
- (c) to perform all functions as are normally performed by professional scientific societies;
- (d) to do all and everything necessary, suitable, or proper for the accomplishment or furtherance of any part of the purposes herein above set forth;
- (e) to carry out all or any part of the aforesaid purposes and to exercise all or any of its powers as appropriate on an international basis.

ARTICLE II—MEMBERSHIP

2.01. Eligibility for Membership

The Society shall require, both from applicants for membership and from members of the Society, the highest ethical and scientific standards in the performance of their professional activities. Membership in the Society is open to:

- (a) individuals engaging in or concerned with scientific research in low temperature biology who concur with and support the

objectives and policies of the Society (“individual members”);

- (b) organizations supportive of scientific research in low temperature biology that concur with and support the objectives and policies of the Society (“institutional members”);
- (c) Eligibility for membership is subject to the provisions of Section 2.04.

2.02. Application

All applicants for membership shall be sponsored by an individual member in good standing or the representative designated by an institutional member in good standing of the Society. Applications shall be submitted to the Secretary and accompanied by payment of the first year’s annual dues. The Secretary shall refer applications to the Membership Committee which shall make recommendations to the Board of Governors for acceptance or rejection. If an application is rejected, the payment of the first year’s dues shall be refunded.

2.03. Rights of Members

Individual members in good standing and the representative of each institutional member in good standing shall have the right to vote at meetings of the Society, to sponsor applicants for membership, to elect Governors, and to hold office. Individual and institutional members shall also have the right to receive publications and to enjoy all other benefits of membership. Members, other than members of the Board of Governors, shall not have the right to speak on behalf of the Society, except as provided in Section 4.14(e).

2.04. Denial of Membership and Discipline of Members

Upon a two-thirds vote of the Governors in office, the Board of Governors may refuse membership to applicants, or suspend or expel members (including both individual and institutional members), whose conduct is deemed detrimental to the Society, including applicants or members engaged in or who promote any practice or application which the Board of Governors deems incompatible with the ethical and scientific standards of the Society or as misrepresenting the science of cryobiology, including any practice or application of freezing deceased persons in the

anticipation of their reanimation. Every member whose suspension or expulsion is under consideration shall be given written notice thereof at least fourteen (14) days before the vote on such suspension or expulsion, which notice shall state the grounds for the proposed action of the Board of Governors, and such member may petition the Board of Governors in writing before the vote.

2.05. Dues

The Board of Governors shall establish the dues for each category of membership subject to approval by a majority of members in good standing present at a meeting pursuant to Section 3.06. On or before November 1 of each year, the Secretary or the Treasurer shall send statements to the members for dues for the following year. Dues shall be payable by January 1. A member whose dues have not been paid on or before March 1 shall cease to be a member in good standing until dues have been paid. The Board of Governors may waive the payment of dues by individual members.

ARTICLE III—MEETINGS

3.01. Annual Meetings

There shall be an Annual Meeting of the Society unless the Board of Governors determines that it cannot be held and so notifies the members in good standing. The date and place of the Annual Meeting shall be determined by the Board of Governors after considering the recommendations of the Program Committee.

3.02. Special Meetings

The Board of Governors may call a special meeting of the Society.

3.03. Notice

The Secretary shall provide notice of the place and date of the Annual Meeting of the Society to all members in good standing at least 6 months before the meeting. Special meetings may be held on at least 30 days' written notice.

3.04. Quorum

At any meeting of the Society, the presence in person of either 10 percent of the members in good standing or 100 members shall be

necessary to constitute a quorum for the transaction of business.

3.05. Action by the Society

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, action by a majority of the members in good standing present at the meeting of the Society at which a quorum is present shall constitute an action of the Society.

3.06. Action by the Society without Meeting

If the Board of Governors determines that action should be taken or authorized by the members other than at a meeting of the Society, notice of the proposed action shall be provided by the President or Secretary to all members in good standing. The action shall be deemed taken or authorized if written votes in favor of the action are received from a majority of the members so voting but not less than a quorum, as provided in Section 3.04, within 45 days or such other period as may be specified by the Board of Governors.

ARTICLE IV—GOVERNORS

4.01. Governing Body

The governing body of the Society is the Board of Governors.

4.02. Composition

(a) The Board of Governors shall consist of the President (who shall be the Chairman), the President-Elect, the Secretary, the Treasurer, the most recent predecessor of the President ("the Past President"), nine (9) members elected at large, the Editor-in-Chief of the Journal (*ex officio*), and the Editor of News Notes (*ex officio*). The Editor-in-Chief and Editor of (News Notes) are positions without voting privileges unless designated otherwise by the Board. The Editor-in-Chief and Editor of (News Notes) shall not be denied their right to vote if also a duly elected member of the Board of Governors. Governors shall be members in good standing.

(b) The composition of the Board of Governors may be changed by amendment to this Section provided that no such

amendment shall affect the tenure of office of any current Governor.

(c) Members of the Board of Governors, other than the President, the Past President, the Editor-in-Chief, and Editor (News Notes), shall be nominated and elected by the members in good standing provided in Article VI.

4.03. Term

Three (3) of the nine (9) Governors-at-large shall be elected annually. The term of each Governor shall be three (3) years beginning on January 1 of the year following the year of the ballot, this being defined as the year of election. If on January 2 of the year of election an elected Governor whose term has expired has not been reelected or his successor has not been elected, the Board of Governors may, upon recommendation of the President, appoint a member to fill the vacancy to serve until a Governor is elected by the members in good standing. Governors other than those having automatic succession to another office may be reelected without limit.

4.04. Vacancies

Upon the death, resignation, or removal of a Governor of the Society, the vacancy may be filled by a member appointed by the Board of Governors or elected by the members in good standing to succeed to the office. A Governor so appointed to fill a vacancy shall serve for the unexpired term of his predecessor or until the election of his successor.

4.05. Meetings

The Board of Governors shall hold an annual meeting which shall take place within 30 days before or after the Annual Meeting of the Society or, if no Annual Meeting is held, at such time as the Executive Committee shall designate. The Board may hold special meetings at the call of the President or any three of the Governors. The President, if present, shall preside at meetings of the Board.

4.06. Notice

Notice of the Annual Meeting of the Board of Governors shall be provided no later than 30 days before the meeting. Notice of special meetings shall be given no later than 5 days before such meetings.

4.07. Quorum

The presence in person of at least one-half of the members of the Board of Governors then in office shall be necessary to constitute a quorum for the transaction of business.

4.08. Action by the Board

Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, action by a majority of the Governors present at a duly called meeting at which a quorum is present shall constitute an action of the Board.

4.09. Action by the Board without Meeting

Any action required or permitted to be taken at a meeting of the Board of Governors may be taken without a meeting if a written consent setting forth the action is signed by three-quarters of the members of the Board and filed with the minutes of its proceedings.

4.10. Participation by Telecommunication

A member of the Board of Governors may participate in a meeting by means of telephone or similar communications conference facilities if all persons participating in the meeting can hear one another at the same time. Participating in a meeting by such means shall constitute presence in person at the meeting.

4.11. Compensation

Governors shall receive no compensation for their services as such or as members of a committee but may, at the discretion of the Executive Committee, be reimbursed for reasonable expenses incurred on behalf of the Society.

4.12. Removal

A Governor may be removed by vote of at least two-thirds of the other Governors in office.

4.13. Resignation

A Governor may resign at any time by letter addressed to the President or the Secretary. A resignation shall take effect immediately unless a later time is specified in the notice. Acceptance of a resignation shall not be required unless otherwise specified in the notice.

4.14. Powers and Duties

In addition to its powers and duties under the law, the Articles of Incorporation, and other provisions of these Bylaws, the Board of Governors shall have the following powers and duties:

- (a) to determine and implement the policies of the Society in accordance with the Articles of Incorporation and these Bylaws;
- (b) to approve the budget for the Society for the next fiscal year;
- (c) to act on recommendations of the committees;
- (d) to designate official publications of the Society;
- (e) to designate official spokesmen for the Society;
- (f) to designate special categories of membership consistent with the general specifications set forth in Section 2.01;
- (g) to appoint an Editor-in-Chief of the Journal and Editor of News Notes for two year terms upon recommendation of the Publications Committee.
- (h) to appoint members of the Editorial Board of the Journal for two-year terms upon recommendation of the Editor-in-Chief.
- (i) to establish a Society Office with an Executive Secretary who shall have responsibility for assisting members of the Board of Governors in the performance of their duties and for carrying out administrative functions of the Society under the direction of the Executive Committee.
- (j) to perform such other duties and exercise such other powers as may be necessary to further the objectives of the Society.

ARTICLE V—OFFICERS

5.01. Officers and Qualifications

The Officers of the Society shall be the President, the President-Elect, the Secretary, the Treasurer, and the Past President. Officers shall be members in good standing of the Society.

5.02. Election

Each officer, other than the President and Past President, shall be nominated and shall be elected by the members of the Society or appointed by the Board of Governors in accordance with the procedures set forth in Article VI.

5.03. Term

Except as provided in section 4.03 and 4.04, the term of each officer shall be two years beginning January 1 of the even-numbered year, this being defined as the year of his election. If on January 2 of the year of election an officer whose term has expired has not been reelected, and his successor has not been elected, he shall continue to serve until his resignation or removal or until the election of his successor, whichever is earliest. The Secretary and the Treasurer shall be eligible for successive terms without limitation.

5.04. Membership on Board of Governors

Officers shall be members of the Board of Governors and shall constitute the Executive Committee as provided in Section 8.01.

5.05. Duties

(a) *President.* The President shall:

- (1) preside at meetings of the Society;
- (2) serve as chief executive officer of the Society;
- (3) serve as Chairman of the Board of Governors and of the Executive Committee;
- (4) appoint the chairmen of Standing Committees within 45 days of taking office;
- (5) serve as a member, *ex officio*, of all Standing Committees except;
- (6) execute contracts on behalf of the Society with the approval of the Executive Committee;
- (7) disburse or authorize disbursement of funds of the Society, except as provided in Section 9.02(b);
- (8) perform such other duties as the Board of Governors or the Executive Committee may assign.

(b) *President-Elect.* The President-Elect shall:

- (1) perform the duties of the President in the absence of the President;
- (2) succeed to the Presidency if that office becomes vacant because of the death, resignation, or removal of the President;
- (3) succeed to the office of President following his or her term as President-Elect; if the Vice President has already succeeded to the Presidency by virtue of death, resignation, or removal of the President, he or she shall nonetheless serve his subsequent term as President;
- (4) serve as member, *ex officio*, of the Publications Committee;
- (5) serve as Chairman, *ex officio*, of the Nominating Committee.

(c) *Secretary.* The Secretary shall:

- (1) process and refer to the Membership Committee all applications for membership and notify applicants of the final action taken by the Board of Governors;
- (2) serve as a member, *ex officio*, of the Membership Committee;
- (3) maintain a current list of members in good standing;
- (4) maintain a current list of members of the Standing Committees;
- (5) provide notice to members in good standing and Governors of all meetings as required by these Bylaws;
- (6) keep the minutes of all meetings of the Society, the Board of Governors, and the Executive Committee;
- (7) forward reports of meetings of the Executive Committee to all members of the Board of Governors;
- (8) receive all petitions to the Board of Governors;
- (9) keep on file a current copy of the Bylaws and the Articles of Incorporation;
- (10) keep the official seal of the Corporation.

(d) *Treasurer.* The Treasurer shall:

- (1) have responsibility for the disbursement of funds of the Society;

- (2) serve as a member, *ex officio*, of the Finance Committee;
- (3) maintain all financial records required by applicable law;
- (4) ensure that all Federal, state, and local tax and other records and forms that are required to be filed by the Society in the United States or elsewhere are filed in a timely fashion;
- (5) account for Society income;
- (6) prepare each year a provisional budget for the next fiscal year and submit it to the Board of Governors 30 days prior to the Annual Meeting of each year; this Society budget shall incorporate those budgets submitted by the Editor-in-Chief, the Executive Secretary, and the Chairman of the Local Committee;

- (7) receive year-end financial statements from the Editor-in-Chief, the Annual Meeting Local Chairman, and the Executive Secretary, if such shall exist, no later than January 30 for the previous year; the Treasurer shall consolidate all financial records; this consolidated financial report shall consist of an operating statement and a statement of financial condition and shall be presented to the Board of Governors not later than March 1 together with copies of all tax returns and other filings required by federal and local law;

(e) *Past President.* The Past President shall:

- (1) serve as a member, *ex officio*, of the Program Committee the Nominating Committee;
- (2) perform such other duties as the President or Executive Committee may assign.

5.06. Removal

An officer may be removed from office as provided in Section 4.12.

ARTICLE VI—NOMINATION AND ELECTION OF GOVERNORS

6.01. Election

Election of the Governors of the Society shall be conducted by written ballot in the year immediately preceding the year of election as specified in sections 4.03 and 5.03, and this shall be defined as the year of ballot. The nominee for each position receiving a plurality shall be elected. In the event of a tie vote for a position, the President-Elect shall cast the deciding vote. A Governor may be elected to fill a vacancy at a meeting of the members in good standing or pursuant to Section 3.06.

6.02. Nominations

On or before May 1 of the year of ballot the Nominating Committee shall prepare, from a list of members in good standing provided by the Secretary, a list of nominees to fill positions that will become vacant upon the following January 1. The nominating Committee shall make at least two nominations for each position of Officer and at least 12 nominations for the eight positions of Board of Governors and shall attempt to provide international representation. The Nominating Committee shall determine the willingness of each nominee to serve and shall provide the Secretary with a brief summary of the professional activities of each nominee that relate to the Society. The Secretary shall send the slate of nominees and the summaries to all members of the Society in good standing on or before June 1 of the year of ballot.

6.03. Nominations by Petition

Members in good standing may submit nominations by petition to the Secretary. A nominating petition must be signed by at least ten members in good standing. The petition shall include a written statement by the nominee that he is willing to serve if elected and a brief summary of the professional activities of the nominee that relate to the Society. This information shall be sent to the members in good standing with the list of nominees and ballot pursuant to section 6.04. Petitions must be received by the Secretary on or before August 1 of the year of ballot.

6.04. Voting

The Secretary shall mail the complete list of nominees and ballots to all members in good standing on or before September 1 of the year of the ballot. Ballots shall be signed and returned to the Secretary and received by him on or before November 1. Only members in good standing shall be entitled to vote. The President may appoint two or more members of the Society who are not members of the Board of Governors or the Nominating Committee or nominees for office to serve as inspectors of election to determine questions as to the validity of ballots and to count the votes. If such inspectors are not appointed, the Secretary or the Treasurer shall serve as such.

ARTICLE VII—PUBLICATIONS

7.01. Official Publication

The official publication of the Society shall be a journal titled: *Cryobiology: International Journal of Low Temperature Biology and Medicine*, (“the Journal”), as provided in Section 1.02(b).

7.02. Editor-in-Chief

The Editor-in-Chief of the Journal shall be appointed by a majority vote of the Board of Governors upon recommendation of the Publications Committee, as provided in Section 4.14(g).

(a) *Powers and Duties.* The Editor-in-Chief shall:

- (1) serve as a member, *ex officio*, of the Publications Committee;
- (2) serve as a member, *ex officio*, of the Board of Governors as provided in Section 4.02(a);
- (3) be responsible for the official publication of the Society;
- (4) serve as the Society’s representative of the official publication;
- (5) be empowered to establish an Editorial Office, to collect page charges for publication of the Journal, and to maintain financial accounts;
- (6) be authorized to enter into agreements or contracts for publications of the Journal when the terms of such

agreements or contracts have been approved in accordance with 7.05.

- (7) make recommendations to the Board of Governors concerning the magnitude of the Journal Reserve Fund.
- (8) provide the Treasurer with an annual financial statement no later than January 30 of the succeeding year.
- (9) Submit a provisional annual budget to the Board of Governors through the Treasurer no less than forty-five (45) days prior to the Annual Meeting. Approval by the Board of the budget, or any subsequent revision of the budget, shall authorize the Editor-in-Chief to manage and disburse funds in the Journal Account in accordance with 9.02.

(b) *Term.* The term of the Editor-in-Chief shall be two years and the Editor-in-Chief may be appointed for successive terms without limit.

7.03. Editorial Board

The Editorial Board shall be appointed by the Board of Governors upon recommendation of the Editor-in-Chief as provided in Section 4.14(h). Special categories of Editor may be established by the Board of Governors upon recommendation of the Editor-in-Chief.

(a) *Composition.* The Editorial Board shall have substantial international and broad scientific representation.

(b) *Term.* The term of each member of the Editorial Board shall be three years. Editorial Board members may be appointed for successive terms without limit.

7.04. Other Publications

The Board of Governors may approve other forms of publication as provided in Section 1.02(b) and designate their management as provided in Section 8.02(a4(ii)).

7.05. Publishing Contracts and Agreements

(a) *Agreements or Contracts for Publishing the Journal.* Upon the recommendation of both the Editor-in-Chief and the Publications Committee, the Board may terminate existing contracts and/or approve the terms of new agreements or contracts

for publishing the Journal. In the absence of this recommendation, a motion to terminate an existing publishing contract or a motion to enter into a new publishing contract must be approved by a two-thirds (2/3) vote of the Board of Governors then in office, at which time not less than thirty (30) days notice of the proposed termination or proposed new agreement or contract shall then be given to the membership, and a majority of the membership, either at an annual meeting or in accordance with Section 3.06, shall be required to ratify the termination or the new agreement or contract. The requirement of ratification by the membership may be waived by the unanimous vote of the Board of Governors then in office.

(b) *Agreement or Contract for the Publishing of Other Society Publications.* The procedures shall be as in 7.05 (a) except that in place of “Upon the recommendation of both the Editor-in-Chief and the Publications Committee,” substitute “Upon the recommendation of the Publications Committee.”

ARTICLE VIII—COMMITTEES

8.01. Executive Committee

The Executive Committee of the Board of Governors shall consist of the President (who shall be the Chairman), the President-Elect, the Secretary, and the Treasurer. The Executive Committee shall conduct the affairs of the Society in accordance with the policies determined by the Board of Governors. The Committee shall meet as required. The Secretary shall provide at least three days’ written or telephonic notice of each meeting of the Committee and shall keep minutes of its proceedings. The presence of at least three members shall be necessary to constitute a quorum. The action of a majority of the members present at a duly called meeting at which a quorum is present shall constitute action of the Committee. Provisions of Sections 4.09 and 4.10 shall apply to the Committee.

8.02. Standing Committees

(a) The Standing Committees of the Society shall be the Membership, Finance, Program, Publications, and Nominating Committees. The duties of the Standing Committees shall be as follows:

(1) *Membership Committee.* The Membership Committee shall:

- (i) receive from the Secretary and review applications for membership in the Society and recommend acceptance or rejection to the Board of Governors;
- (ii) encourage and solicit membership in the Society.

(2) *Finance Committee.* The Finance Committee shall:

- (i) assist the Treasurer in the preparation of the annual budget of the Society which shall be submitted to the Board of Governors on or before November 1 of each year;
- (ii) assist the Treasurer in carrying out his duties;
- (iii) recommend to the Board such audits of the Society's books, accounts, and financial statements as it may determine to be necessary or advisable;
- (iv) recommend to the Treasurer investment instruments for Society funds;
- (v) explore sources of additional funds for the Society.

(3) *Program Committee.* The Program Committee shall:

- (i) have responsibility for special programs such as Annual Meeting, workshops, seminars, joint meetings, and continuing education courses; the Chairman shall recommend a local chairman for the Annual Meeting to the Board of Governors for approval, shall specify the mechanisms used to approve papers for presentation at the Annual Meetings of the Society, and shall, together with the Chairman of the Local Committee, recommend all

symposia topics to the Board of Governors for approval;

- (ii) have responsibility for recommendations of sites and dates for Annual Meetings at least two years in advance and for submitting these recommendations to the Board of Governors for approval;

- (iii) have responsibility for supervising the organization of the Annual Meeting, the timely mailing of announcements, the call for abstracts, preparation of the program, and the establishment of such checking accounts as it may deem necessary to the Annual Meeting; the Committee may delegate these powers to the Chairman of the Local Committee established to run a particular Annual Meeting, but shall continue to oversee, advise, and assist such a committee;

- (iv) shall have responsibility for reviewing the budget proposed by the Local Chairman of the Annual Meeting;

- (v) have responsibility for transferring, or causing to have transferred, excess funds resulting from an Annual Meeting to the Treasurer for incorporation in the general funds of the Society.

(4) *Publications Committee.* The Publications Committee shall:

- (i) assist the Editor-in-Chief in the performance of his duties;
- (ii) have responsibility for all publications approved by the Board of Governors other than the Journal;
- (iii) have responsibility for studying problems related to the Journal and other Society publications and recommending policies for approval by the Board of Governors;
- (iv) make recommendations to the Board of Governors concerning the election of the Editor-in-Chief of the Journal;

- (v) make recommendations after consultation with the Editor-in-Chief to the Board of Governors concerning the magnitude of the Journal Reserve Fund.

(5) *Nominating Committee.* The Nominating Committee shall consist of the President-Elect (chairman), President, and Past President and shall make nominations to fill offices and positions on the Board of Governors in accordance with Section 6.02. No member of the Nominating Committee shall be nominated by the Nominating Committee.

(b) The Board of Governors, the Executive Committee, or the President may assign other duties to the Standing Committees.

8.03. Composition of the Standing Committees

The President shall appoint, for a term expiring on December 31 of the year following his election in accordance with section 5.03, the Chairman of each Standing Committee from among the members of the Board of Governors. The Chairman of each Standing Committee may appoint additional members thereof who shall be members in good standing of the Society. The President may remove a Chairman of a Standing Committee.

8.04. Other Committees

The President may establish other committees, appoint or provide for the appointment of their members and chairmen, and assign or provide for assignment of duties to them.

ARTICLE IX—ADMINISTRATION

9.01. Fiscal Year

The fiscal year of the Society shall be from January 1 to December 31, inclusive.

9.02. Journal Account and Reserve Fund

(a) The Board shall annually approve a sum, appropriate to the budget approved in accordance with 7.02 (a)(9), to be held in a separate Journal Account and managed by the Editor-in-Chief.

(b) The Journal Account shall also contain the Journal Reserve Fund, the amount of which shall be determined annually by the Board of Governors after receiving the recommendation of the Editor-in-Chief. The magnitude of the Journal Reserve Fund shall be sufficient to protect the Journal against unforeseen contingencies including situations in which income from the operations of the Journal and the office of the Editor-in-Chief are insufficient to match expenses.

(c) The Editor-in-Chief may disburse funds within his approved budget without reference to any other officer. The Editor-in-Chief may exceed his budget by up to 30% without reference to any other officer providing that he immediately notifies the Treasurer. Expenditure in excess of 130% of budget shall require the approval of a majority of the Board, and expenditure in excess of 200% of budget shall require a two-thirds (2/3) vote of the Board then in office.

9.03. General Funds

The Board of Governors shall ensure the reasonable and prudent use of Society funds including the maintenance of such reserves, other than those provided for in Section 9.02, as necessary to ensure fiscal stability and for such other purposes as the Board of Governors may direct. All general funds of the Society in excess of those needed for immediate operating expenses shall be invested by the Treasurer upon recommendation of the Finance Committee and with the approval of the Executive Committee.

ARTICLE X—INDEMNIFICATION

10.01. Indemnification

Every present or former Governor, officer, employee, and agent of the Society shall be indemnified by the Society against all expenses and liabilities, including attorney's fees, in connection with any proceeding to which the person was, is, or is threatened to be made a party by reason of his position with the Society. The Society shall indemnify the person to the full extent required or permitted under the Corporations and Associations Code of the State of Maryland.

**ARTICLE XI—AMENDMENTS TO THE
BYLAWS**

11.01. Amendments to the Bylaws

The Board of Governors may initiate amendments to the Bylaws except Section 1.02. The Board of Governors shall consider all proposals for amendment to the Bylaws. Members of the Society in good standing may petition the Board of Governors to consider amendments to the Bylaws. Such petitions must carry the signature of at least ten members in good standing. Such petitions must be reviewed by the Board of Governors. The Board of Governors shall report its recommendations on amendments to the Bylaws to the membership by the next Annual Meeting.

11.02. Ratification

Amendments to the Bylaws must be approved by two-thirds vote of the Board of Governors and a majority of members in good standing pursuant to Section 3.06 shall be required for ratification.

11.03. Automatic Amendment

If the objectives and powers of the Society as set forth in its Articles of Incorporation are amended, Section 1.02 shall be automatically amended to conform.

11.04. Notice of Amendments

Written notice of any amendment of these Bylaws or the Articles of Incorporation shall be provided by the Secretary to each member of the Society in good standing.

ARTICLE XII—DISSOLUTION

12.01. Dissolution

A proposal for dissolution of the Society shall be initiated by the Board of Governors and shall be approved by a majority of the entire Board and shall be voted on by postal ballot of the membership in good standing. No dissolution of the Society shall take place if 5% or more of the members in good standing dissent.

12.02. Distribution of Assets

Upon lawful dissolution of the Society and after payment of all just debts and obligations of the Society, the Board of Governors shall distribute all remaining assets to one or more organizations qualifying under the provisions of the Articles of Incorporation.