

**SOCIETY FOR PREVENTION RESEARCH
BYLAWS**

(Original Bylaws 1999, revised 7/25/2003, 5/27/2009, 4/4/2011, 3/17/2016)

Article I. Name

Section 1. This organization shall be known as the Society for Prevention Research.

Article II. Objectives

Section 1. The Society for Prevention Research is an international scientific organization focused upon the advancement of science based prevention programs and policies through empirical research. The membership of the organization consists of scientists, practitioners, advocates, administrators, and policy makers who are concerned with the use of science to address problems, issues, and challenges pertaining to the prevention of social and public health problems.

Section 2. Notwithstanding any of the purposes or objectives stated elsewhere, the Society is organized exclusively for educational purposes and will not engage in any activities which are not contemplated by the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 3. The Society is not organized for profit and no part of its net earnings shall be used for the benefits of its members, officers, directors, or other private persons, except that the organization will be authorized to pay reasonable compensation for services rendered.

Section 4. In the event of the dissolution of the Society, any net assets shall be distributed to one or more organizations which have established appropriate exemption status under Section 501 (c) (3) of the Internal Revenue Code, contributions to which organization(s) are deductible, or to a State or Local government solely for public purposes.

Article III. Membership

Section 1. Membership in the Society shall be open to any person interested in the objectives of the Society. The forms and conditions of membership are set forth in the Bylaws.

Article IV. Officers

Section 1. The officers of the Society shall be a President, President Elect, Past President, Treasurer and Secretary.

Section 2. Every other year the voting membership of the Society will elect a President Elect who will serve a one year term as President Elect and then succeed to the office of President. Upon completion of a term as President, the President will become the Past President and will remain a member of the Board of Directors for one year, while the President Elect will become President of the Society.

Section 3. The President shall preside at all meetings of the Society and shall serve as the Chairperson of the Board of Directors. The President is in charge of and supervises the conduct of the Annual Meeting, represents and speaks for the Society, may sign contracts and other documents on behalf of the Society, except as such duties are assigned to the Treasurer, and shall perform other duties authorized by the Board of Directors. The President shall appoint chairs of all standing committees, except the ECPN and the Diversity Network Committee subject to the advice and consent of the Board, from among members of the Society. The President is an ex-officio member of all standing committees. In the event of death, resignation, or inability to perform his or her duties the powers of the President shall devolve to the President Elect.

In the case of death, resignation, or inability of any officer to perform the duties of that office, the Board of Directors shall determine whether a special election is necessary or whether the Board itself will appoint an interim officer who will fill the office until the next general election.

Terms of office for the President is two years and the President Elect and the Past President will be one year.

The President Elect shall become President and the President shall become the Past President at the close of the second Annual Meeting, or in the event that such meeting is cancelled the change will take place on July 1 of that year.

Section 4. The President Elect shall work closely with the President and shall be acquainted with the affairs of the Society, performing the duties of the President when absent. In the event that the President is unable to complete the term of office, the President Elect shall fill the uncompleted term and subsequently fill the term of office that s/he was elected to fill. The President Elect may receive special assignments from the President. The President-Elect is an ex-officio member of the Finance and Management Committee. Otherwise, his or her duties are the same as those of other members of the Board of Directors. In the event of the death, resignation, or inability of the President Elect to perform the duties of the office, including succession to the office of President, a new election will be held as soon as possible.

Section 5. The Treasurer shall be appointed on an annual basis by the Board of Directors. The Treasurer is a voting member of the Board. The Treasurer shall (a) receive, have custody of, and disburse the funds of the Society subject to authorization of the Board of Directors, (b) maintain a record of all receipts and disbursements, prepare financial statements, keep individual records of members' dues payments, send out dues notices, and carry on the routine business and fiscal affairs of the Society, (c) arrange for an independent audit of the accounts annually, (d) sign contracts and other authorized documents on behalf of the Society, (e) carry out or supervise solicitation of advertising and other procurement of revenues for the Society, (f) prepare an annual budget based on budget plans from the President and the committee chairs.

Section 6. The Secretary shall be appointed on an annual basis by the Board of Directors from among its members. The duties of the Secretary shall be to: (a) record, maintain and distribute minutes of the Annual Business Session and various meetings of the Board of Directors; (b) maintain communication with various Society committees relative to schedules, reporting, activities of related committees, and

other matters, as the President may direct; (c) assemble and distribute to the Board of Directors and others, as appropriate, reports of committees; (d) maintain the Society Policy and Procedures Manual, distributing appropriate sections of the Policy and Procedures Manual to new committee chairs; (e) be responsible for maintaining important papers and records for the Society's archives; (f) maintain and deposit minutes, committee reports, and other reports to the Treasurer for the Society's archives, and (g) certify the eligibility of nominees for elective offices and the eligibility of members in any balloting and shall send out, receive, and maintain records of all ballots of elections, and other matters voted upon by the membership,

Article V. Board of Directors

Section 1. The governing body of the Society shall be the Board of Directors. The Board of Directors has the authority to interpret the Bylaws. It is also responsible for the formulation of policy for the Society and will have responsibility for the general and fiscal affairs of the Society; shall fill all vacancies not provided for in other ways, such appointees to hold office until the installation of new officers at the next Annual Meeting of the Society; shall establish plans and call for both regular and, if necessary, special meetings of the Society; and may create and dissolve ad hoc committees as are deemed necessary to carry out the functions and achieve the objectives of the Society.

Section 2. The Board of Directors shall consist of (a) the officers of the Society, (b) twelve to fourteen members of the Society who will be elected for three year terms and (c) the ECPN Chair and Diversity Network Committee Chair who are ex-officio voting members of the Board. The Board of Directors shall determine in the fall of each year the number of members to be elected in the spring of the following year. In addition to those Board members elected each year the Board by majority vote may elect for a three year term up to two additional board members who may be beneficial to meet the Society's goals.

Section 3. An elected member of the Board of Directors has no specific duties other than those assigned to the Board by the Bylaws, or special assignments made by the President or the Board of Directors. A principal function of the Board of Directors is to plan and direct the Annual Meeting.

Section 4. In the event of a Board of Directors member's death, resignation, or inability to perform his or her duties, the Board shall appoint a successor to complete the remaining term.

Section 5. Board members must be dues paying members of the Society.

Article VI. Board of Directors Meetings

Section 1. The Board of Directors shall meet at least once during the Annual Meeting, at a time and place to be announced in advance to the Members, and shall be available to receive verbal or written communications from the members at that time and place. At the annual Board of Directors meeting coincidental to the Annual Business Meeting, the Treasurer and the Committee Chairs shall present written reports of their activities during the past year and be available for questions and discussions.

Section 2. The Board of Directors shall meet on a regular and/or periodic schedule to be determined by the President and the Board of Directors each year. Members of the Board of Directors may hold or

participate in a meeting of Directors by means of conference telephone or similar communications equipment, and provided that all persons participating in the meeting can hear each other at the same time, this shall constitute presence in person at the meeting.

Section 3. Special meetings of the Board of Directors may be called by the President or a majority of its members.

Section 4. Forty-five percent of the members of the Board of Directors shall constitute a quorum. The meeting shall be conducted according to Robert's Rules of Order, Revised. Any action required or permitted to be taken by the Board may be voted upon without a meeting if all members of the Board receive mail or electronic mail and the votes are returned in the same manner. Mail or electronic mail votes shall be filed with the minutes of the Board.

Article VII. Annual Meetings

Section 1. The Society shall hold an Annual Meeting for the transaction of business, presentation of papers, symposia, posters, and other forums for the discussion of topics germane to the Society's objectives. The Board of Directors may authorize additional meetings and may cancel or postpone the Annual Meeting.

Section 2. The Board of Directors shall announce the projected times and sites of each Annual Meeting at least three years prior to it. These meetings shall be held at times and places convenient to as many members of the Society as possible and where all accommodations are open and accessible to all members of the Society. Notice of additional meetings or of changes in the time and place of meetings shall be sent to all members of the Society as far in advance as possible.

Section 3. A Business Meeting shall be held during the Annual Meeting for the discussion of the business of the Society, including the presentation of reports and communications to inform the membership on matters of interest to the Society, and to permit responses from the Society's officers to questions and suggestions from the membership. A summary of the actions of the Officers, Board of Directors, and Committee Chairs shall be presented to the membership and an opportunity will be provided for questions from the membership. The Business Session shall be scheduled at a time not in conflict with other sessions. The meeting shall be chaired by the President. It is desirable that the Board Members attend the meeting. A Treasurer's report shall be given. At the option of the President the Business Meeting and the Board Meeting may be conducted simultaneously or may be scheduled separately.

Section 4. Twenty five voting members, not including the officers and members of the Board of Directors, shall constitute a quorum at the annual Business Session, and the meetings will be conducted according to Robert's Rules of Order, Revised. A Parliamentarian, appointed by the President, shall be present at each Business Session. The Parliamentarian's rulings shall prevail during the Business Session, but may be appealed to the Board of Directors. The Parliamentarian need not be a member of the Society.

Section 5. A majority of those attending the Business Session may pass "courtesy" or "appreciation" resolutions. If at least seventy five voting members, including the Board of Directors' members and

officers are present, a majority can refer an item to the Board of Directors for study, endorse a proposed resolution for an amendment to the Constitution or Bylaws, or present a "Members Resolution" to be acted upon by the membership by mail or electronic ballot as governed by the conditions specified in Article XVI of the Bylaws. The Board of Directors is obligated to submit to the voting membership proposals referred to it, together with its recommendations or alternative proposals, if any.

Article VIII. Standing Committees

Section 1. There shall be Standing Committees to carry out and sustain the long term strategic objectives of the Society. Currently these committees are Publications, Program, Nominations, Membership, Recognition and Honors, Prevention Science Advocacy, Early Career Preventionist Network, Training, Finance and Management, Diversity Network, Fund Development, and International.

The Board can create additional Standing Committees.

Section 2. The President shall appoint Chairs of all Standing Committees, except the ECPN and the Diversity Network Committee, with the advice and consent of the Board, from among members of the Society. The Chairs of Standing Committees will appoint members of the committees in collaboration with the President, except as otherwise specified herein.

The President of SPR is an ex-officio member of all Standing Committees and is expected to facilitate the smooth functioning of committees. He or she shall monitor the activities of the committee and take steps, where possible, to ensure that the committees are following through with their plans and assignments.

Section 3. The Publications Committee

The Publications Committee has responsibility for all print and electronic communications of the Society having to do with prevention science. It shall also develop and oversee websites and other mechanisms for interacting with the membership and the public at large.

The Publications Committee shall oversee operations of the journal(s) associated with the Society for the Board of Directors and, on occasions when a vacancy occurs in the editorship of the journal or journals associated with the Society, recommend a new editor to the Board of Directors. The Publications Committee is also responsible for overseeing the budget of the journal or journals associated with the Society, and with the editor or editors, report annually to the Board of Directors on the status and operations of the journal or journals, including an accounting of the income and expenditures for the current year.

The duties of the Publications Committee shall be to act as liaison to the Board, make recommendations to the Board of Directors, faithfully monitor and execute such policies as have been agreed to between the Society and the journal or journals associated with the Society, and at least annually, and more often if needed, report to the Board of Directors on these relationships and activities.

The Board of Directors, with the advice of the Publications Committee, may authorize regular or occasional publications, designating which shall go to the members as part of their privilege of membership, but may not commit the Society to publication costs beyond existing or projected revenues.

The Board of Directors, with the advice of the Publications Committee, may authorize and approve the appointment of an editor or editors of official Society publications.

The length of editors' terms shall be five years unless otherwise determined by the Board at the time of appointment. An editor's term may be renewed or extended by a vote of the Board. An editor will have the responsibility to appoint members of the editorial board. Each editorial board member will serve for a one-year term, renewable at the discretion of the editor.

Section 4. The Program Committee

The purposes of the Program Committee shall be (a) to organize the Annual Meeting and, in consultation with the President, appoint those who will be responsible for various segments of the program, (b) consider and, when possible, honor requests from members for opportunities to participate in the Annual Meeting, and (c) be responsible for preparing a tentative program for distribution to the membership three months prior to the Annual Meeting and a final program for distribution at the Annual Meeting.

The Chair of the Program Committee shall serve for one year, but may be appointed to additional terms.

Section 5. The Nominations Committee

The purpose of the Nominations Committee shall be to (a) nominate persons to fill elected positions in the organization, (b) nominate people for at large seats on the Board, and (c) assist the President in identifying people who would chair committees.

The Chair of the Nominations Committee shall be a member of the board of directors, appointed by the President with the approval of the Board for a three year term concurrent with their term on the board of directors.

No less than five months before the next Annual Meeting of the Society, the Nominations Committee shall (a) select two nominees for each office to be filled, (b) verify the eligibility of the nominees with the Secretary, (c) prepare a uniform and concise information sheet for each nominee, (d) prepare a ballot which shall provide for a write in vote for each office, and (e) transmit the ballot form and the information sheets to the Secretary or another party designated by the Secretary to send voting materials to the membership of the Society.

To be eligible for nomination for an elective office, a person must be a voting member whose dues have been paid for the current year and for at least one year immediately preceding his or her nomination.

The Nominations Committee shall have the power to appoint a three person Elections Subcommittee to oversee elections. The subcommittee will tabulate the ballots of the general election and submit a written report of the results for each office to the President and the Secretary, including the names of any write

in candidates who received at least ten percent of the ballots cast for that office. After tabulation, the ballots shall be returned to the Secretary to be kept at least one year after the election.

Section 6. The Membership Committee

It shall be the goal of the Membership Committee to recruit new members to the organization and to retain existing members.

The Membership Committee shall prepare and distribute membership lists annually, provide mailing lists for Society publication(s), and send out periodic communications to the membership.

The Chair of the Membership Committee shall serve a one year term, but may be appointed to additional terms.

Section 7. The Recognition and Honors Committee

The Recognition and Honors Committee shall identify people who are deserving of recognition for their contributions to prevention science. The Committee shall function at the discretion of the Board of Directors in acknowledging an individual or group for distinguished service to the Society or to the field of prevention. A two thirds vote of the Board of Directors shall be required for the authorization of new awards or bestowal of existing ones.

The Chair of the Recognition and Honors Committee will be appointed by the President and will serve a one year term. Nominations for awards will be solicited from the membership of the Society by mail or electronic mail.

Section 8. The Prevention Science Advocacy Committee

The purpose of this Committee shall be to further the identification and adoption of science based prevention practices and methods. This Committee will work in conjunction with the Board to advocate for the use of science based prevention methods. It will collaborate with the other Standing Committees relevant to training, publications, and other activities of the Society.

The Chair of this Committee will serve for up to three years and may have multiple terms. The Chair, in consultation with the President, will nominate members to the Committee and the Board will approve of all new members.

The Committee shall have at least six members.

The Committee is empowered to create subcommittees and committees that are advisory to specific projects. The chairs of subcommittees and advisory committees are to be nominated by the Chair of the Committee and approved by the Board.

Section 9. Early Career Preventionists Network Committee

The purpose of the Early Career Preventionists Network (ECPN) is to support the scientific development of the new members of the prevention science community, to serve as a preliminary entry point of new members in the SPR, and to provide a training ground for leadership in the SPR.

The ECPN Committee shall comprise two officers, a Chair and a Chair-Elect, elected by members of the Society for Prevention Research, and committee chairs appointed as specified in the ECPN Operating Rules.

The term of office of the Chair is two years. The term of office of the Chair-Elect is two years. The Chair-Elect shall succeed to the office of the Chair.

The two nominees for the open position of Chair-Elect shall be nominated by the ECPN as specified in the ECPN Operating Rules. The two nominees shall be included on the Society's election ballot.

Section 10. Training Committee

The purpose of the Training Committee shall be to seek, develop and implement training opportunities in prevention science for scientists and practitioners.

Section 11. Finance and Management Committee

The purpose of the Finance and Management Committee is to assist the Treasurer in financial and administrative activities, including personnel issues. The Treasurer will serve as the Chair of the Committee. The Chair, in consultation with the President, will nominate members to the Committee and the Board will approve of all new members. The President-Elect is an ex-officio member of the Finance and Management Committee.

Section 12. Diversity Network Committee

The purpose of the Diversity Network Committee is to advocate, support, and promote diversity initiatives within SPR specifically for underrepresented racial/ethnic groups as well as to encourage the conduct of prevention research with racially/ethnically diverse populations.

The Diversity Network Committee shall comprise two officers, a Chair and a Chair-Elect, elected by members of the Society for Prevention Research, and committee chairs appointed as specified in the Diversity Network Committee Operating Rules.

The term of office of the Chair is three years. The term of office of the Chair-Elect is one year. The Chair-Elect shall succeed to the office of the Chair.

The two nominees for the open position of Chair-Elect shall be nominated by the Diversity Network Committee as specified in the Diversity Network Committee Operating Rules. The two nominees shall be included on the Society's election ballot.

Section 13. Fund Development Committee

The Fund Development Committee shall provide guidance and support in raising funds to advance the work and achieve the long term strategic objectives of the Society.

The Chair of the Fund Development Committee shall serve a two year term, and may be appointed to additional terms. The Treasurer shall be an ex-officio member of the Fund Development Committee.

Section 14. International Committee

The purpose of the International Committee is to support and expand SPR's commitment for international prevention research and to promote global health and to encourage and promote collaboration among international researchers, students, practitioners, and policy makers.

The International Committee shall comprise a Chair and a Liaison to the Board of Directors, appointed by the President, and no fewer than 10 members to be appointed by the Committee Chair to incorporate a balance of US and non US members.

The term of office of the Chair is three years. The term of the Liaison is one year.

Section 15. Other Committees

Recognizing the presence of varying special interests, and endeavoring to serve as broad a spectrum of its membership as possible, the Society acknowledges the value of ad hoc committees designed to address special needs. Therefore, the Board is empowered to create ad hoc committees as it sees fit.

These committees shall exist for as long as they are judged by the Board of Directors to be active in serving the interests of the membership.

Article IX. Special Projects

Section 1. Given the Society's mission of enhancing the effectiveness of prevention research and practice, it is essential to have a system for pursuing Special Projects. A Special Project is one that is created to achieve a specific set of objectives relevant to prevention research and practice and that is funded through one or more grants or contracts.

Section 2. Each committee may play a leadership role for developing Special Projects and their requisite funding, although any member of the Society may propose a Special Project to a Committee or the Board.

Section 3. All proposals to outside funding sources will be reviewed by the Board of Directors and must be approved by it. The Board shall have complete discretion regarding the decision to proceed or not proceed with an application for funds for a Special Project.

Section 4. An application for funding of a Special Project shall name one or more directors of the project. The project directors will have responsibility for carrying out the project successfully. It is the intention of the Society to ensure that directors have both the authority and the support needed to complete the project successfully. To this end, the Society shall provide all of the necessary administrative support that is necessary, such as space, accounting, personnel policies and procedures,

legal consultation, and organizational development consultation that is deemed needed, so long as the cost for these items are borne by the outside funding source.

Section 5. The Society recognizes the need of Project Directors to have discretionary authority to carry out the objectives of the project, as well as the need for the Board to balance that authority against its oversight responsibility. The Board and the Special Project directors will devise methods appropriate to the discretionary authority and oversight of each Special Project. Once funded the Special Project will provide annual progress reports to the Board. The Board, at its discretion, shall provide feedback and support to the project director(s). The Board shall not terminate a project except for reasons of clear malfeasance on the part of the project directors.

Section 6. In the event of the inability of the Project Director(s) to continue the project, the Board shall appoint replacements after consultation with directors, associated with the project, who are remaining and in consultation with the funding agencies.

Article X. Special Funds or Endowments

Section 1. The Board of Directors may solicit, receive, invest, and expend funds and the income from these funds for special purposes designed to further the interests of the Society, including the Annual Meeting.

Article XI. Administrative Office of the Society

Section 1. The Board of Directors may establish an administrative office for the Society and allocate to it responsibility for day to day operations of the Society, and provide funds for the office to complete the tasks involved in the operations of the Society. The Board of Directors may appoint an executive director or administrative director or other professional staff, define the Directors' duties, approve compensation or contract fees and terminate the Directors' employment. The Director will be specifically accountable to the President of the Society.

Article XII. Membership and Dues

Section 1. Membership in the Society shall be from January 1 to December 31. For other purposes, including the terms of elected officers, the terms "annual" or "year" shall refer to the time between the close of the Annual meeting and close of the next following Annual Meeting, or whenever the next President of the Society takes office. Should an Annual Meeting be cancelled or postponed, the Board of Directors shall set a time when the next Society year begins.

Section 2. Membership classes shall be Regular, Emeritus, or Student. (a) Regular members are persons who are involved in prevention in any capacity. (b) Emeritus membership, which has all the rights and privileges of the Regular Membership, is restricted to those who have retired from regular full-time employment, have been Regular Members of the Society for five or more years, and who make a written request to the Secretary for Emeritus status. Membership dues shall be waived with the option of receiving the Journal at member's rates. (c) Student membership is restricted to individuals who are enrolled or in residence toward a degree and have not yet completed the requirements for a terminal degree in their chosen field of study.

Section 3. All members are entitled to attend meetings of the Society, to receive its publication(s), and to receive other communications authorized by the Society. Regular, Emeritus, and Student members have voting rights and, except for those holding Student Membership, are eligible for elective office in the Society.

Section 4. Membership dues shall be established by the Board of Directors for the various classes of membership. The dues schedule in effect at the time these Bylaws are adopted shall remain in effect until changed by the Board of Directors of the Society. Any changes made in the dues schedule shall take effect at the beginning of the next membership year. Failure to pay dues will result in suspension of membership privileges if dues are not paid by the end of the membership year.

Article XIII. Voting and Elections

Section 1. All voting for the election of officer(s) of the Society, to amend the Bylaws, or to determine Society policies and action, shall be by electronic ballot among the voting members of the Society.

Section 2. No less than three months before the Annual Meeting, each voting member shall be electronically sent an information statement on each nominee prepared by the Nominations Committee, a ballot, together with instructions for voting and returning ballots.

Section 3. To be valid, ballots must be received by the Secretary on or before the date specified on the ballot, which shall not be less than thirty days from the date of mailing. The member's dues must be paid by or at the time the ballot is received by the Secretary. Once eligibility is confirmed, the ballot will be electronically archived.

Section 4. Within one week after the final date for return of ballots, the valid ballots will be reviewed and tabulated by a three person Elections Subcommittee appointed by the President. Immediately following the tabulation, this Committee will submit a written report of the results to the President and the Secretary. The person receiving the highest number of votes for each office shall be elected. The Secretary shall notify candidates, the Board of Directors, and the membership of the results of the election by the most appropriate and prompt means. The Secretary shall retain the records of the balloting for at least one year after the election.

Section 5. In the event of a tie vote for any office, the Board of Directors shall determine the election in a ballot conducted immediately by the Secretary. A majority of those voting in the Board of Directors shall prevail.

Article XIV. Other Balloting

Section 1. The Board of Directors may authorize and direct electronic ballots other than elections, to determine Society policy or action on any issues that may arise, provided such balloting or its outcomes do not contravene provisions of the Bylaws. Balloting on matters covered by the Bylaws must be in accordance with the provisions specified for amendments.

Section 2. Special electronic ballots may be initiated by the Board of Directors or by other voting members as provided below. They may be sent and returned with an election ballot or separately at other times. The relevant portions of the Bylaws apply to this balloting as well as any other conditions that may be specified by the Board of Directors.

Section 3. The Board of Directors shall authorize a special electronic ballot if ten percent or more of the members eligible to vote sign a written statement proposing a course of action, a resolution, or a policy change and send it to the Secretary for presentation to the Board of Directors. The Secretary determines when this condition has been met and promptly thereafter distributes the statement to the Board of Directors.

Section 4. Within two month after such a statement has been determined to have been validly submitted by ten percent or more of the eligible membership, an electronic ballot shall be sent to each voting member, together with the statement of the proposers and any recommendation, explanation, or alternative proposal suggested by the Board of Directors. The Board of Directors shall consider the urgency of the issue and employ special mailing or a shorter time schedule when it deems this justifiable.

Section 5. A majority of the eligible votes received shall determine the issue.

Section 6. The Board of Directors may also authorize the Secretary to conduct a poll of the membership opinion on any issue by the Internet, with the specification that the results do not commit the Society to any position or action and is merely a poll of membership sentiment. The Board of Directors authorizes and specifies the conditions of such a poll and the Secretary counts the ballots and announces the results.

Article XV. Amendments

Section 1. These Bylaws may be amended or new Bylaws adopted by a two thirds vote of the eligible voters who cast votes in an electronic ballot.

Section 2. A proposed change in the Bylaws shall be sent to the members of the Society for a vote when (a) initiated by the Board of Directors, (b) submitted in a petition by fifty voting members, or (c) endorsed by a majority vote at the Business Session at the Annual Meeting.

Section 3. A proposed Amendment shall be voted on no less than two months and no more than six months after the Amendment is proposed.

Article XVI. Indemnification

Section 1. The Society shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Society) by reason of the fact that such person is or was a Director or officer of the Society, or a chair or member of any committee or task force of the Society, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably

believed to be in, or not opposed to, the best interest of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the Society, and, with respect to the criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2. The Society shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by or in the right of the Society to procure a judgment in its favor by reason of the fact that such person is or was a Director or officer of the Society, or a chair or member of any committee or task force of the Society, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Society. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Society, unless, and only to the extent that, a court in which action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses.

Section 3. The Society shall have power to purchase and maintain insurance covering the Society and any person who is or was a Director, officer, employee, agent, or chair or member of a committee, task force, or similar group of the Society, against liability asserted against such persons and incurred in any such capacity, or arising out of such person's status as such, whether or not the Society would have the power to indemnify such person against such liability under the provisions of this Article XVI. Any amounts payable as indemnification under this Article XVI shall be limited by the amount of money collectible under the Society's insurance coverage.