

BYLAWS OF THE ARTHUR PURDY STOUT SOCIETY OF SURGICAL PATHOLOGISTS
(Approved, March, 1994
Revised, March, 2009
Revised November 2017)

ARTICLE I

Section 1. Name. The name of this corporation shall be the Arthur Purdy Stout Society of Surgical Pathologists.

Section 2. Offices.

- A Location: The principal office of the corporation shall be located in Michigan, with a location of the primary office as designated by its Board of Trustees.
- B Resident Agent of Corporation: The Resident Agent is the agent for the Corporation upon whom any process, notice or demand relative to the Acts of Incorporation can be served. In addition, the Resident Agent acts as the agent of any director or officer of the Corporation for the service of process. When served, the Resident Agent will promptly forward such correspondence to the appropriate individual. The Resident Agent will maintain records and documents relevant to the incorporation of the Society and submit them to the Archives of the Society for safe keeping.
- 1 The address of the office of the Resident Agent must be the same as that of the principal office of the Corporation.
 - 2 The Resident Agent must be a resident or a domestic corporation authorized to do business in the State of Michigan. The Resident Agent is appointed for an unlimited term by the President with approval of the Board of Trustees.
 - 3 The Resident Agent can resign at any time by written notification to the President of the Society and the State of Michigan. The incumbent Resident Agent will continue to serve until the successor is appointed. The President is to appoint a new Resident Agent within thirty (30) days of receipt of notice of resignation.
 4. The Resident Agent can be removed whether with or without cause by a two-thirds vote of the current members of the Board of Trustees or by simple majority vote of the General Membership at a special meeting called for that purpose whenever in their judgment the best interest of the corporation will be served thereby.
 5. The General Membership will be notified of the name and address of the new Resident Agent at the next Annual meeting.

Section 3. Purposes and Objects. The purposes for which the corporation is organized are as follows:

- A. To support the profession of surgical pathology and surgical pathologists by education and research;
- B. To publish material related to surgical pathology;
- C. To cooperate with local and national organizations engaged in the field of surgical pathology and other medical specialties;
- D. To foster the study of surgical pathology and to encourage the personal and professional development of surgical pathologists and students aspiring to become surgical pathologists;
- E. To encourage the highest standards in the practice and teaching of surgical pathology and to promote good fellowship among surgical pathologists through public discussion groups, forums, panels, lectures or other similar programs.

All of the activities of this corporation shall be charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended. No part of the money or other property received by the corporation from any source, including its operations, shall inure to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation shall not attempt to influence legislation or participate in any political campaign. The corporation shall not carry on any activities not permitted to be carried on by a corporation that may receive contributions which are deductible to their donors under 170 (c) (2) of the Internal Revenue Code of 1954, as amended.

Section 4. Execution of Purpose To carry out the purposes set forth in the Articles of Incorporation, the Corporation shall elect to:

- A. Conduct an annual Arthur Purdy Stout Lecture given by a national authority on Surgical Pathology selected by the Board of Trustees;
From time to time, the Board of Trustees may choose to honor a distinguished Surgical Pathologist by Awarding a President's Medal and dedicating one of the annual lectures to him or her.
- B. Organize, sponsor and/or conduct other educational/training programs as determined by the Board of Trustees;
- C. Encourage excellence in surgical pathology by establishing awards and prizes for research and training in surgical pathology as determined by the Board of Trustees;
- D. Organize, sponsor and/or conduct any activity or business to further the purposes of the Corporation as determined by the Board of Trustees.

Section 5. General Membership There shall be four classes of members: Active, Junior, Emeritus and Honorary.

Section 6. Qualifications for Membership

A. Active Member. The Arthur Purdy Stout Society of Surgical Pathologists is composed of pathologists dedicated to excellence in teaching, research and practice of surgical pathology. Surgical pathology is defined as the practice of medicine devoted to the diagnosis of disease based on observable cellular and tissue changes in specimens removed from living patients, including the application of molecular, genetic and other ancillary techniques.

- 1 Eligibility. Any pathologist from the United States, Canada or elsewhere is eligible for membership who 1) is certified by the American Board of Pathology, The Royal College of Physicians and Surgeons of Canada in Anatomic Pathology or an equivalent foreign specialty board acceptable to the Membership Committee; 2) is five years after Board certification; 3) is actively engaged in the practice of surgical pathology and/or an associated subspecialty of surgical pathology and 4) demonstrates an ongoing commitment to furthering excellence in academic surgical pathology.
- 2 Nomination. Any member of the Society may propose a candidate for membership by sending a completed nomination form, a current curriculum vitae and two representative publications to the Chairperson of the Membership Committee.

The nomination is seconded by another Society member who also submits a completed nomination form to the Chairperson of the Membership Committee. The person who seconds the nomination ideally should be from an institution separate from that of the primary nominator. Both nominators should have first hand knowledge of the nominee's current activities in surgical pathology. Whenever possible, one nominator should be located at the same institutions as the nominee at the time of nomination.

3 Criteria for Selection. In selecting candidates for membership in the Society, the Membership Committee shall seek evidence of the candidate's commitment to the advancement of knowledge and expertise in surgical pathology. The following criteria will be used as evidence for such commitment but the candidate will not be necessarily required to fulfill all these criteria. The candidate is to:

- a) Be actively engaged in teaching and/or training programs of medical students and/or pathology trainees.
- b) Have an academic appointment at a medical school, a university affiliated hospital or at a university or college in a department associated with the medical profession or is to be actively practicing surgical pathology at nationally recognized centers of referral and research in surgical pathology.
- c) Have a record of original publications reflecting previous and ongoing academic activities related to pathology. This record will be shown in the curriculum vitae submitted by the nominee.
- d) Be actively engaged in regional and/or national workshops, seminars or similar training programs for physicians and/or non-physician medical professionals (i.e., technologists, technicians, nurses, etc.)
- e) Be actively participating on editorial boards, study groups, and/or regional or national professional society committees and boards
- f) Enjoy national recognition in the practice of surgical pathology and/or a subspecialty of anatomic pathology with a strong association to the discipline of surgical pathology.

The comments on the nominating forms should emphasize those credentials and qualities of the nominee which will contribute to the strength of the Society. The nominee is to be of respected professional, ethical, and moral standing.

4 Evaluation and Approval for Membership

- a) The members of the Membership Committee shall review the documents and evaluate the candidate relative to the criteria for membership. The Chairperson will submit the recommendations of the Committee members to the Board of Trustees prior to the Annual Meeting.
- b) After consideration and approval of the recommendations by two-thirds vote of the Board, the slate of new members will be presented to the general membership of the Society.

5 Duties of Active Member. An Active Member duly elected to the Society is considered to have met the eligibility and selection requirements. Active participation in the Society will be reflected by his/her attendance at annual business meetings, Societal seminars and events and payment of the full membership dues. Active Members have the rights and privileges to vote, propose items of business, serve on boards and committees and act as officers of the Society performing duties as described in the Bylaws of the Society.

B. Junior Member: Any pathologist in training or within 5 years of completion of general residency who has demonstrated commitment to Anatomic and/or Surgical Pathology through presentations of their work at National Meetings, such as USCAP, is eligible for Junior status. They may neither serve on committees nor vote. Dues will be set at a reduced rate from that of active members, and may or may not include fees for the Societal journal as determined by the Board of Trustees.

C Emeritus Member. Emeritus membership is an honorary status conferred by vote of the membership at the request of a previous Active Member who has retired from practice or cannot attend meetings because of

reasons of health or other special circumstances. Emeritus Members can act as special consultants or ex-officio members of boards and committees at the request of the President but cannot vote. Emeritus Members are not required to pay dues.

- D Honorary Member. Honorary membership can be bestowed on outstanding individuals upon proposal of the Board of Trustees and approval by vote of the membership. Honorary Members can act as special consultants at the discretion of the President. Honorary Members cannot vote. Honorary Members are not required to pay dues.

Section 7. Termination of Membership

- A Failure to pay the appropriate membership fees for two consecutive years will result in automatic termination of membership. Members will be reinstated upon petition of the Board of Trustees and payment of past and present fees.
- B Resignation. Any member may resign at any time by notifying the Secretary by letter.
- C Failure to behave in a manner that upholds the professional and ethical standards of the Society will result in termination of membership.

ARTICLE II BOARD OF TRUSTEES

Section 1. General Powers. The business and activities of the corporation shall be managed by its Board of Trustees at its regular meetings and shared with the membership of the Society through an annual newsletter and/or periodic electronic notifications.

Section 2. Composition and Numbers.

- A Voting members of the Board of Trustees shall consist of the President, President-Elect, Secretary, Treasurer, immediate Past President, four (4) Trustees at Large, and Chairpersons of Standing Committees.
- B Non-voting members of the Board may include Chairpersons of Ad-Hoc Committees and/or other ex-officio members nominated as deemed necessary by the President or by two-thirds majority vote of the Board of Trustees. These persons will attend Board of Trustee meetings at the invitation of the presiding officer.

Section 3. Trustees at Large: Qualifications, Election and Tenure

- A The Trustees at Large shall be elected from the Active Membership at Large.
- B There shall be four (4) Trustees at Large on the Board of Trustees.
- C Each candidate for Trustee at Large will be presented to the General Membership by the Nomination Committee.
- D The Trustees at Large shall be elected by the Board of Trustees to serve for a term of two (2) years: two such Trustees may be elected each year. Trustees at Large may serve for a maximum of two successive terms.
- E Vacancies. Any vacancies occurring among the Trustees at Large shall be filled by nomination by the Nominating Committee and confirmation by the Board of Trustees. The Trustee at Large elected to fill a vacancy shall continue for the unexpired term of his/her predecessor in office.
- F Removal. Any Trustee or Trustees at Large can be removed whether with or without cause at any time by simple vote of the Board of Trustees at a special meeting called for that purpose by a two-thirds vote.

Section 4. Immediate Past President:

- A The Immediate Past President shall act as a voting member of the Board of Trustees and Chairperson of the Nominations Committee for two years after his tenure as President.

- B Removal. The Immediate Past-President can be removed either with or without cause at any time by a simple majority vote of the Board of Trustees at a special meeting called for that purpose by a two-thirds vote.
- C Vacancy. In the event of a vacancy the President will appoint a Chairperson of the Nominations Committee with a two-thirds majority vote by the Board of Trustees. The officer so selected shall serve the unexpired term of the Immediate Past President.
- D All appointments shall be shared with the General Membership through an annual newsletter and/or periodic electronic notifications.

ARTICLE III OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers. The Executive Officers of the Board shall consist of the President and President-Elect. The other Officers of the Board of Trustees shall be the Secretary and the Treasurer. At the direction of the Board additional offices may be created.

Section 2. Removal of an Executive Officer. An executive officer, Secretary or Treasurer may be removed at any time by the vote of the Board of Trustees at a special meeting called for that purpose by a two-thirds vote.

Section 3. Vacancies in Executive Offices. When a vacancy occurs in any one of the Executive offices, it shall be filled by a nominee recommended by the Committee on Nominations and confirmed by the Board of Trustees. The officer so selected shall serve the unexpired term.

Section 4. General Duties. Each officer shall have such authority to perform duties with respect to the management of the affairs and business of the Board as may be designated by the Board members.

Section 5. President. The President shall preside at all meetings of the Board.

Section 6. President-Elect. The President-Elect in the absence or disability of the President shall perform his/her duties as Chairperson and shall perform such other duties as the Board may prescribe

Section 7. Secretary. The Secretary of the Corporation shall be Secretary to the Board. The Secretary shall keep the minutes of all meetings of the Board and shall record all votes and proceedings. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or the Chairperson.

Section 8. Treasurer. The Treasurer of the Corporation shall be Treasurer to the Board. The Treasurer shall disburse funds of the corporation as may be ordered by the Board, prepare, render and publish statements of the financial condition of the Corporation to the Board at their meetings and perform other duties as required by the Board of Trustees. The Treasurer shall confer with the Resident Agent of the Corporation on matters relative to the incorporation of the Society in the State of Michigan

Section 9. Delegation of Duties. Whenever an officer is absent or whenever for any reason the Board may deem it desirable, the Board may delegate the responsibilities of an officer to any other officer or officers or to any member.

Section 10. Discharge of Duties. All officers and members of the Board of Trustees shall discharge their duties: a) in good faith; b) with the care an ordinary prudent person in a like situation would exercise under similar circumstances and; c) in a manner he/she reasonably believes to be in the best interests of the corporation.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Election of Officers. The officers of the corporation shall be and include a President, Secretary, Treasurer and President-Elect. Each officer shall be proposed by the Nominations Committee and elected at the annual meeting of the Board of Trustees in an odd number year; provided that the President shall be the immediate past-President-Elect and no election shall be held theretofore. The order of elections shall be as follows: President-Elect, Secretary, and Treasurer. A person must be an Active Member to hold an officer position.

Section 2. Terms. Each officer of the corporation shall take office immediately upon his/her election. The President, and President-Elect each shall serve for a term of two (2) years. The Secretary and Treasurer each shall serve for a term of two (2) years. Each officer will serve until his/her successors shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. The Secretary and Treasurer can be reelected to the same position twice. No other elected officer can succeed himself/herself.

Section 3. Removal. An officer or agent of the Corporation may be removed by a two-thirds vote of the current members of the Board of Trustees whenever in its judgment the best interest of the corporation will be served thereby. Or, an officer or agent of the Corporation can be removed with or without cause by a simple majority vote of the General Membership present at a special meeting called for that purpose. If an officer or agent of the Corporation is removed from office and is simultaneously an Officer of the Board of Trustees, then he/she will automatically be removed from that position on the Board of Trustees.

Section 4. Vacancies. A vacancy in any office of the Corporation because of death, resignation, removal, disqualification or otherwise, may be filled by a nominee recommended by the Nomination Committee for the unexpired portion of the term with confirmation of appointment by the Board of Trustees.

Section 5. President. The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Trustees, shall have general supervision, direction, and control of the affairs of the corporation. It shall be the duty of the President:

- A. To preside at all meetings of members;
- B. To see that the By-Laws of the corporation and that all orders and resolutions adopted by the Board of Trustees are enforced and/or implemented;
- C. To appoint all committees herein and hereafter provided for, unless otherwise ordered by the Board of Trustees;
- D. To call such meetings as are herein provided to be called by him/her;
- E. To make reports, as herein provided;
- F. To execute conveyances, agreements and contracts entered into by the corporation, unless some other person be designated or authorized by the Board of Trustees;
- G. To provide for necessary staff to fulfill the objectives of the corporation; and
- H. To perform such other and further duties as may be required of him/her by applicable laws, these Bylaws or by order or resolution of the Board of Trustees.

Section 6. President-Elect. The President-Elect shall, in the absence or disability of the President, perform all the duties of the President and in so acting shall have all the powers of the President. The President-Elect

also shall have such duties as may be delegated to him/her by the President or by the Board of Trustees. If the President and President-Elect are absent or unable to act, the Board of Trustees shall designate one of its members to act as such, and such acting President shall perform the duties and have all the powers of the President hereunder.

Section 7. Secretary. The Secretary shall perform those secretarial duties attendant upon the office and, in particular, it shall be the duty of the Secretary:

- A. To record and keep a correct record of all the meetings and proceedings of the Board of Trustees and meetings of the members in one or more books provided for that purpose;
- B. To maintain a membership book for the corporation showing the name and address of all members and their respective classification;
- C. To conduct the official correspondence of the corporation;
- D. To keep and affix the corporation's seal;
- E. To consign pertinent records, correspondence and documents to the Archives of the Society;
- F. To see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and
- G. To perform such other duties as may be required by the Board of Trustees.

Section 8. Treasurer. The Treasurer shall perform those duties attendant upon the office of Treasurer and, in particular, it shall be the duty of the Treasurer:

- A. To keep general charge of the financial records and accounts of the corporation;
- B. To keep and maintain adequate and correct books of account showing receipts and disbursements of the corporation and an account of its cash and other assets;
- C. To be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all monies of the corporation with such depositories as are designated by the Board of Trustees;
- D. To disburse the funds of the corporation as may be ordered by the Board of Trustees;
- E. To prepare, render and publish such statements of the financial condition of the corporation as shall be ordered by the Board of Trustees; and
- F. To perform such other duties as may be required by the Board of Trustees.

ARTICLE V COMMITTEES

Section 1. Standing Committees. There shall be four (4) Standing Committees of the Society: a Committee on Nominations, a Committee on Membership, a Committee on Programs and a Committee on Awards.

Section 2. Committee on Nominations. The Committee on Nominations shall consist of at least two and up to five members which shall include the last two past Presidents of the Corporation and up to three members representing the General Membership nominated and elected by the Board of Trustees for a term of two years. The three members cannot be serving on the Board of Trustees during their tenure on the

Nominations Committee. The Chairman of the Nominations Committee shall be the Immediate Past President of the Corporation.

- A. Nominations will be solicited from the Active Membership by e-mail 30 days before the Nominations Committee convenes. These nominations will be considered by the said Committee in the preparation of their slate of candidates.
- B. The said Committee shall select and recommend candidates for election as officers or Trustees at Large.
- C. The recommended slate of Candidates will be presented to the Board of Trustees for review and vote at the Annual Meeting of the Board.
- D. The committee members will be presented to the membership through the annual newsletter and/or via electronic communication.

Section 3. Committee on Membership. The Committee on Membership shall consist of at least two and up to five members appointed by the President to serve for four years. The President shall designate one of the members as the Chairman. All applications for membership shall be referred to this committee.

Section 4. Committee on Programs. The Committee on Programs shall consist of at least two and up to five members appointed by the President to serve for four years. The President shall designate one of the members as the Chairman. The Committee on Programs shall arrange and plan the programs of the Society and, when appropriate, arrange for the publication of the program proceedings.

Section 5. Committee on Awards. The Committee on Awards shall consist of at least two and up to five members appointed by the President to serve for four years. The President shall designate one of the members as the Chairman. The Committee on Awards shall present criteria, requirements and review processes for determining winners of prizes and awards as designated by the Society via the Society website. The Committee on Awards will solicit the General Membership for nominees for the awards or prizes and will judge the candidates on the merits of the submitted competition materials. The Chairperson of the Committee will present the committee recommendations to the Board of Trustees for final approval by a two-thirds vote.

Section 6. Other Committees. Other Committees, standing or special, may be created by the Board of Trustees or the membership at large at an annual meeting, whenever deemed necessary and upon appropriate resolution. Except in those instances where the membership at its annual meeting shall appoint individuals to a committee, all committees, standing or special, shall be appointed by the President and shall be members of the corporation. The President shall be an ex officio member of all committees. The committee members will serve for two years unless designated by the President with two-thirds approval of the Board of Trustees.

Section 7. Reports. Every committee of the corporation shall make a written report to the annual meeting of the members unless same is excused by resolution of the Board of Trustees.

Section 8. Vacancies. The Board of Trustees shall have the power and duty to fill vacancies in any standing or special committee.

ARTICLE VI MEETING OF THE MEMBERS

Section 1. Annual Meeting. At the 2016 Annual Business Meeting, the general membership voted to eliminate the annual business meeting. An annual newsletter for the members for the purpose of sharing reports from all officers and committees, for the notification of election of Trustees, and for the transaction of such other business as may be important to the membership shall be provided at least annually in conjunction with the annual meetings of the United States- Canadian Academy of Pathology or shortly thereafter as determined by the Board to be in the best interests of the members of the corporation and posted on the Society's website. The Annual Society educational offering remains in place at the annual meeting of the United States and Canadian Academy of Pathology

Section 2. Other Regular and Special Meetings. Other regular and special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by a two-thirds majority of the current members of the Board of Trustees, and shall be called by the President at the petition of not less than 10% of the members of the corporation.

Section 3. Notice of Meeting. Written notice stating the place, day, and hour of the meeting, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally, by mail, fax or electronic mail by or at the direction of the President, or the Secretary, or the persons calling the meeting to each member of record entitled to vote at such meeting. If mailed or sent by electronic transmission, such notice shall be deemed to have been delivered when deposited in the United States mail or documented on the electronic transcription record. The Society shall not be obligated to notify members of meetings if they have not provided a valid address for electronic transmission.

Section 4. Quorum. The members holding 20% of the votes that may be cast at any meeting shall constitute a quorum at any meeting of the members. In the absence of a quorum, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Voting. The voting power of Active members shall be equal, and each member shall have one vote; only Active members shall have any voting rights.

Section 6. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Procedure. The current edition of Robert's Rules of Order shall govern the conduct of the meetings of the members of the corporation as well as the Board of Trustees, as long as they are applicable and not inconsistent with these By-Laws or any special rules of order the corporation may adopt.

Section 8. Order of Business. At meetings of the corporation, the following shall be the order of business:

- Call to Order
- Roll Call
- Announcement of date and method of transmitting Notice of Meeting
- Reading of minutes of preceding meeting and action thereon
- Reading of communications
- Reports or officers
- Reports of committee heads and committee members
- Reports of liaison representatives with other societies
- Unfinished business
- New business
- Election of officers (if applicable)
- Election of Trustees
- Adjournment

ARTICLE VII MEETING OF THE BOARD OF TRUSTEES

Section 1. Annual Meeting. An annual meeting of the Board of Trustees for the purpose of hearing reports from all officers and for the transaction of such other business as may come before the Board shall be held

immediately prior to the annual educational meeting of the members at the place thereof or at such other time and place designated by the Board.

Section 2. Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Trustees may be established by the Board to be held at such time and place as the Board shall fix and determine, but in no event shall such meetings occur more often than once each month.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or a simple majority of the members of the Board of Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix any place or venue therefore, as the place or venue for holding any special meeting of the Board of Trustees called by them.

Section 4. Notice of Meeting. Notice of any special meeting shall be given at least five (5) days prior thereto by written notice delivered personally or mailed to each Trustee, or by electron transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, fully addressed, with postage thereon prepaid or documented on the electronic transmission record.

Any Trustee may waive in writing notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A simple majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a simple majority of the Trustees is present at said meeting, a simple majority of the Trustees present may adjourn the meeting from time to time, and without further notice.

Section 6. Venue of Meeting: Electronic communications. Participation in a meeting can be by means of conference telephone or similar electronic communications equipment. All persons participating in the meeting must be able to hear each other, be advised of the use of such equipment, and be provided with the names of individuals using the equipment.

Section 7. Order of Business. At meetings of the Board of Trustees, the order of business shall be that delineated above, unless, by resolution, a different or varied order of business is adopted.

The usual parliamentary rules as laid down in Robert's Rules of Order or such like rules of order as may be adopted by the Trustees, shall govern, when not in conflict of the statutes of the State of Michigan, the corporation's Articles of Incorporation, or by these By-Laws.

ARTICLE VIII MAIL VOTE

Section 1. Mail Vote. If necessary for any question except for changes of Bylaws, the Board of Trustees may solicit votes by mail (paper or electronic) rather than at a duly called meeting. The resolution of the question thus presented shall be determined by a simple majority of the votes received by mail or electronic transmission from the active members. The cut off date for tallying the vote shall be three (3) weeks after the postmark date of the ballot. Votes under these conditions shall be as binding as actions taken at called meetings.

Section 2. Election by Mail. On resolutions adopted by the Board of Trustees, the election of any officers may be held, in whole or in part, by mail ballot.

Section 3. Tally of Mail Votes. Tally of Mail Votes will be done by the Secretary of the Society. Results of the voting will be reported within forty five days of the end of balloting or at the next Annual General Business Meeting if it is within 45 days of the end of balloting.

ARTICLE IX FEES AND DUES

Section 1. Fees and Dues. The first Board of Trustees of the corporation shall be responsible for fixing such fees and dues of members of the corporation as it deems necessary and in the best interest of the corporation. Thereafter, the Board of Trustees at its first meeting following the annual educational meeting of the members shall fix and determine such fees and dues. The members, however, at a special meeting called for that purpose, may, by proper assembly, vote to increase or decrease such dues.

Section 2. Payment and Dues. The Board of Trustees shall fix and determine an annual fiscal period for dues and such dues shall be payable in advance for such annual fiscal period by all active and junior members. Emeritus and honorary members are exempt of dues.

ARTICLE X FISCAL YEAR

Section 1. The fiscal year of the corporation shall begin on the first day of January and end of the last day of December in each year.

ARTICLE XI SEAL

Section 1. The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Michigan."

ARTICLE XII INDEMNIFICATION

Section 1. Conditions of Indemnification. Every member of the Board of Trustees and Officer of the Corporation shall be indemnified by the Society against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceedings to which he/she may be a party or in which he/she may become involved because he/she was a member of the Board of Trustees or Officer at the time the expenses were incurred.

- A. Exception is made for the cases in which the member of the Board of Trustees or Officer is adjudged to be guilty of willful or wanton misconduct or gross negligence in the performance of his/her duties. However, in this case, if reimbursement is claimed by that member of the Board of Trustees or Officer in settlement, the Board of Trustees and Officers of the Corporation (with the exception of the person making the claim) can approve settlement if it is to the best interests of the Corporation. The Board of Trustees will notify the General Membership of payment of the settlement of which it has approved at least 10 working days prior to payment.
- B. The right to indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board of Trustees or Officer is entitled.

Section 2. Insurance. The Board of Trustees is authorized to carry officers' and Board members' liability insurance covering acts of the trustees and officers in such amounts as it shall deem appropriate.

ARTICLE XIII AMENDMENTS

Section 1. Change of Bylaws. Except as otherwise required by law or by the articles of Incorporation these Bylaws may be repealed or amended by oral or written vote at any business meeting of the corporation or, by judgment of the Board of Trustees, by mail vote (by paper or electronic).

- A. In the case of voting at any business meeting Bylaws changes can be made by a two-thirds majority of voting members present as long as a quorum is present.
- B. In the case of mail voting, Bylaws changes can be made by a two-thirds majority of the total number of votes from active members received by mail or electronic transmission within three (3) weeks of the ballot postmark date.

Section 2. Notification of Change. Notice setting forth the proposed By-Laws changes and the reasons therefore and setting forth any known objections thereto shall be sent to each member at least thirty (30) days prior to the meeting or the sending of the mail ballots.