

# BYLAWS

SOIL AND WATER CONSERVATION SOCIETY

Revised 2017



**Soil and Water Conservation Society**  
**BYLAWS**  
**(Revised 2017)**

**ARTICLE I - Name**

Section 1. **Name.** The name of the Society (which is incorporated under the laws of the District of Columbia, USA, a nonprofit corporation) shall be SOIL AND WATER CONSERVATION SOCIETY, INCORPORATED, hereafter referred to as the Society.

**ARTICLE II - Purposes and Objectives**

Section 1. **Purpose.** The Society is organized for educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The mission of the Society is to foster the science and art of natural resource conservation by carrying out activities and programs in professional development, conservation science, education, and public affairs.

**ARTICLE III - Members**

Section 1. **Qualifications for Membership.** Members shall be individuals, businesses, groups, or organizations who, with respect to the conservation, protection, enhancement and wise use of soil, water and related natural resources are or have been engaged in; (a) practicing or teaching, (b) conducting research, providing technical assistance, supplying information or educational work, (c) administering activities, or (d) pursuing a personal interest.

Section 2. **Voting Rights.** Individual members and life members shall have the right to vote upon any proposition or in any election of regional directors, except in meetings of the House of Delegates, in which only Chapter delegates may vote.

Section 3. **Individual Members.** Individual membership categories, titles for each category, dues, voting rights, and other benefits will be established by the Board of Directors (hereafter referred to as "Board").

Section 4. **Business/Organization Members.** Categories, dues, and related benefits will be established by the Board. Business/Organization Members shall have no voting rights.

Section 5. **Life Members.** Life members shall be those individuals who have been members ten consecutive years who desire to pay a final amount prescribed by the Board to become lifetime members of the Society.

Section 6. **Fellows.** (a) Fellows shall be selected from members who have (i) performed exceptionally outstanding service in carrying out the objectives of the Society, (ii) achieved outstanding recognition as leaders in directive or individual work related to the objectives of

the Society, (iii) a well-known record and reputation among the membership, (iv) had a membership in the Society for a minimum of ten years, and (v) made a significant contribution to the Society through activities carried out in behalf of Society. (b) Nomination for the grade of fellow shall be made according to criteria and nominating procedures set forth by the Board. Election to the grade of fellow shall be by affirmative vote of at least three-fourths of the Board, except that a Board member who is a nominee shall not vote on his or her own election. A suitable certificate of recognition shall be presented to each newly elected fellow. Fellow status can be lost upon failure to pay dues.

Section 7. **Honorary Members.** Honorary members shall be those individuals elected for this honor by the membership.

Section 8. **Termination of Membership.** Membership may be terminated by voluntary resignation, by failure to pay dues or by two-thirds vote of the Board. Termination of membership for reasons other than voluntary resignation or nonpayment of dues shall be preceded by 30 days notification before action is taken against the members whose membership is in jeopardy so that such member shall have an opportunity to defend himself or herself against accusations made or pending against him or her.

Section 9. **Qualification of Applicants.** Except as otherwise provided in these bylaws, the Chief Executive Officer shall determine the qualification of all applicants for membership but may refer any doubtful question in respect thereto to the Board. In case of an adverse ruling by the Chief Executive Officer upon an application, the applicant may appeal to the Board, whose decision shall be final.

#### **ARTICLE IV - Society Meetings**

Section 1. **Society Meetings.** The annual meeting of the Society shall be held in a place and at time to be determined by the Board. Notice of the annual meetings shall be provided to the membership at least three months in advance in a manner determined by the Board.

#### **ARTICLE V - Board of Directors**

Section 1. **Board of Directors.** The Society shall have a governing body known as the Board of Directors, consisting of one director elected from each of the regions as described in Section 2; four At-large directors appointed by the Board itself; and the Chief Executive Officer, serving ex-officio as a non-voting member. Each director shall be an individual or life member of the Society at the time of election or appointment and for the duration of the term of office.

Section 2. **Regions.** (a) The present regions established for election of Regional Directors are:

**Northwest**  
Alaska

**North**  
**Central**

**Northeast**  
Atl. Provinces

**Southwest**  
Arizona

**Southeast**  
Alabama

<u>Alberta</u>	<u>Illinois</u>	<u>Connecticut</u>	<u>California</u>	<u>Arkansas</u>
<u>British Columbia</u>	<u>Indiana</u>	<u>Delaware</u>	<u>Colorado</u>	<u>Florida</u>
<u>Idaho</u>	<u>Iowa</u>	<u>Dist. of Columbia</u>	<u>Hawaii</u>	<u>Georgia</u>
<u>Manitoba</u>	<u>Michigan</u>	<u>Maine</u>	<u>Kansas</u>	<u>Kentucky</u>
<u>Montana</u>	<u>Minnesota</u>	<u>Maryland</u>	<u>Nevada</u>	<u>Louisiana</u>
<u>Nebraska</u>	<u>Missouri</u>	<u>Massachusetts</u>	<u>New Mexico</u>	<u>Mississippi</u>
<u>North Dakota</u>	<u>Ohio</u>	<u>New Hampshire</u>	<u>Oklahoma</u>	<u>North Carolina</u>
<u>NW Territories</u>	<u>Ontario</u>	<u>New Jersey</u>	<u>Texas</u>	<u>South Carolina</u>
<u>Oregon</u>	<u>Wisconsin</u>	<u>New York</u>	<u>Utah</u>	<u>Tennessee</u>
<u>Saskatchewan</u>		<u>Quebec</u>	<u>Mexico</u>	<u>Virginia</u>
<u>South Dakota</u>		<u>Pennsylvania</u>	<u>US Pacific Territories</u>	<u>West Virginia</u>
<u>Washington</u>		<u>Rhode Island</u>		<u>US Caribbean Territories</u>
<u>Wyoming</u>		<u>Vermont</u>		

(b) The Board may alter regional boundaries from time to time, when requested to do so by the House of Delegates or by an individual chapter or council of chapters that wishes to be placed in a different region. In acting on a request for change in regional boundaries, the Board shall consider factors including (i) national boundaries, (ii) eco-region boundaries, (iii) compactness of the region, and (iv) relative size of the membership among regions. Chapters affected by a proposed change in regional boundaries shall be afforded an opportunity to be heard before final action is taken by the Board.

Section 3. **Directors.** (a) Regional and At-large Directors shall serve 3-year terms. The terms for elected Directors shall begin immediately following the Society's annual meeting after the election. The Regional Director elections shall be so arranged that the Northwest and Northeast regions shall elect the Directors in the same year; the North Central region the following year; and the Southwest and Southeast regions the next year. One At-large Director shall be appointed each year; except that two At-Large Directors shall be appointed every third year. In case of a regional vacancy, a Director shall be elected by the members of that region at the next regular election to fill the balance of the unexpired term. A vacancy in any At-large Directorship shall be filled by Board appointment for the balance of the unexpired term. No Director shall serve more than two consecutive terms. Partial terms served pursuant to the filling of a vacancy do not count for purposes of term limits.

(b) Any questions regarding the election or term of any Director not covered by these bylaws shall be determined by the Board.

(c) Regional Directors shall represent the interests of all members of the Society, with specific responsibilities to the members and chapters within their respective regions as required by the Board.

(d) At-large Directors should assure that the Board represents public policy, natural resource knowledge, and maintains contact with federal, state, and provincial agencies, other societies, environmental, agricultural, conservation and other groups.

**Section 4. Nomination and Election Procedure.** (a) The Chair shall appoint a Nominations Committee for each election consisting of a chairperson and two members from each of the regions for which an election will be held. The Chair's candidates for the Nominations Committee shall be approved by the Board.

(b) The Nominations Committee shall nominate and submit to the Chief Executive Officer a list of candidates whom the committee deems meet the qualifications for Board membership and who have consented to have their names appear on the ballot, including at least one candidate for each position to be filled.

(c) The Nominations Committee shall accept recommendations from Society members and chapters for nominees, as specified in this Article and Section.

(d) Recommendations for nominees may be made and presented to the Nominations Committee (1) if adopted by a chapter at a regular meeting, at a special meeting called for such purpose, or by the Executive Committee of the chapter if authorized to do so at a regular chapter meeting; (2) if adopted by a state council of chapters at a regular meeting, at a special meeting called for such purpose, or by the Executive Committee of the state council of chapters if authorized to do so at a regular state council of chapters meeting; or (3) if signed by 20 or more voting members of the Society. All recommendations for nominations, in order to be considered, must reach the Nominations Committee by the date established by the Board.

(e) The number of candidates on the ballot presented to the membership within a region for voting for a Regional Director shall not exceed the number of states, provinces, territories, or combination thereof in the region for which the Director is to be elected. Not more than one candidate from a chapter may be on the ballot for this position. The nominating committee is to attempt to assemble a slate of candidates representing the membership in terms of gender, race, employment interests, geography, etc.

(f) The annual election shall be by ballot as hereinafter provided:

At least 30 days prior to the election date, the Chief Executive Officer shall provide notice thereof to each voting member of the Society who is in good standing, together with instructions for voting and either a paper or an electronic ballot containing a list of all candidates certified by the Nominations Committee.

**Section 5. Election Committee.** (a) An Elections Committee shall be composed of at least four Society members (excluding staff and Directors) who shall be confirmed by the Executive Committee and who shall agree, upon appointment by the Chair, to count ballots at the headquarters office on a date previously designated by the Board. The committee chair shall be confirmed by the Executive Committee and appointed by the Chair.

(b) The Chief Executive Officer shall receive and safeguard the ballots as stipulated by Board policy.

(c) Within five office working days after the date specified to receive ballots, the Chief Executive Officer shall deliver, unopened, to the chair of the Elections Committee, all official ballot envelopes received from qualified voters, with certification to that effect, at which time the Election committee shall meet and count the ballots.

(d) The Election Committee shall perform their duties and responsibilities and document the results of their count as stipulated by Board policy.

(e) The candidate receiving the greatest number of votes for each position shall be elected to that position. In case of a tie vote for a position in any election, the Board shall determine who shall be certified to that position by the drawing of straws.

(f) The Elections Committee shall certify the results of the election to the Chair and shall deliver the ballots and an attested copy of each certification to the Chief Executive Officer, who shall hold the same available for inspection by any member for six months thereafter, whereupon the ballots may be destroyed. (g) Announcement of the results of the election shall be made by the Chair at the annual meeting and through publication in the official organ of the society. (h) The Board may adopt policy to cover future procedural details of elections to govern items not specified herein.

Section 6. **Duties of the Board.** The Board shall

- (a) Control and manage the affairs and funds of the Society;
- (b) Fill, until the next annual election, any vacancy occurring in the membership of the Board;
- (c) Employ a Chief Executive Officer;
- (d) Recommend to the Society membership the adoption of amendments to or revisions of the bylaws;
- (e) Identify important soil, water, and related natural resource issues to be addressed by the Society; and
- (f) Perform such other duties as may be prescribed in the bylaws. A majority of the voting Directors shall be required for a quorum for the transaction of business and, except as may be otherwise specifically provided in the bylaws, a majority vote of a quorum of the board voting on any matter within the scope of the authority of the Board shall be required for its determination.

Section 7. **Meetings of the Board.** Meetings of the Board may be called by the Chair or by a majority of the voting Directors. At least 10 but no more than 50 days' notice of the date and place of each meeting and the general nature of the business to be acted upon shall be given to all Directors.

Section 8. **Removal.** An At-large Director may be removed at any time by the Board of Directors with or without cause. A Regional Director may be removed with or without cause, but only by the members of the Region which elected the Director. Upon either the receipt of a petition signed by five (5) of those members, or upon a motion adopted by the Board of Directors, the Chief Executive Officer shall cause a special ballot to be conducted in the Region at question on the removal of the Director. The ballot shall be conducted as nearly as possible in the same manner as an election of Regional director. The Director shall be removed if a majority of those voting favor removal.

Section 9. **Executive Committee.** An Executive Committee consisting of the Chair, Vice Chair, Treasurer, and Secretary shall conduct routine and emergency business as directed by the Board. A majority of the Executive Committee shall be required for the transaction of any business. In actions by the Executive Committee each member named in this section shall have an equal vote.

Section 10. **Committees and Task Forces.** Except as otherwise provided in these Bylaws, standing or temporary committees and issue/problem-oriented task forces may be established by the Board for any purpose within the scope of the objective of the Society. Special temporary committees may be established by the Chair for like purposes not

otherwise provided for. The Chair shall appoint the members of all committees and task forces, except as otherwise directed by these Bylaws or by the Board. All committees and task forces shall report on their activities as directed by the creating authority.

Section 11. **Finance committee.** A Finance Committee, including but not limited to the Treasurer and Chief Executive Officer, shall be appointed by the Chair to advise the Board and the officers regarding the annual budget, the handling of the Society's funds and investments, and any other business matters of the Society.

## **ARTICLE VI - Officers**

Section 1. **Principal Officers.** The principal officers of the Society shall be the Chair, Vice Chair, Treasurer, and Secretary, each of whom shall be an individual member.

Section 2. **Term of Office.** The term of office of elected and appointed officers shall commence immediately following the Society's annual meeting after their election or appointment and continue until immediately following the next annual meeting, except as provided in Sections 4 and 5 of this article.

Section 3. **Assumption of Office and Election.** The Chair, Vice Chair, Secretary and Treasurer shall be elected by the Board from among Directors at the next regularly scheduled Board meeting following the Society's election of Directors. In case of a tie vote in any election, the Board shall determine who shall fill the position by the drawing of straws.

Section 4. **Chief Executive Officer.** The Chief Executive Officer shall be appointed by the Board, and shall serve at the pleasure of the Board.

Section 5. **Term of Office.** Each officer, except the Chief Executive Officer, shall serve a one-year term which will begin immediately following the Society's annual meeting and serve until his or her successor has been elected, appointed or assumed office and has qualified. Officers may succeed themselves, if so elected, appointed or having assumed office.

Section 6. **Duties of the Chair.** The Chair shall preside at meetings of the Society, the Board, and Executive Committee; shall appoint all committees, unless otherwise directed by the bylaws of the Board; and shall perform all other duties incident to his or her office.

Section 7. **Duties of the Vice Chair.** The Vice Chair assumes all duties and responsibility of the Chair in his or her absence.

Section 8. **Duties of the Treasurer.** The Treasurer shall ensure that accurate financial accounts of the Society are kept, and that the financial accounts are audited at the close of each fiscal year and at other times as directed by the Board.

Section 9. **Duties of the Secretary.** The Secretary shall ensure that accurate records are kept at the meetings of the Board of Directors and ensures that correspondence is carried out as directed by the Board.

Section 10. **Succession.** In the event of the absence or disability of the Chair, the Vice Chair shall serve in the capacity of the Chair. In the event of the absence or disability of the Vice Chair, the line of succession shall be to the Secretary followed by the Treasurer.

Section 11. **Duties of the Chief Executive Officer.** The Chief Executive Officer shall be the executive officer of the Society under the general direction and control of the Board. He or she shall have full employment authority within a Board approved staffing plan, authority to disperse funds within Board limitations, and enter into contracts and agreements within the parameters prescribed by the Board. He or she shall issue notices of all meetings of the Society and of the Board; countersign all deeds, leases and conveyances, and/or other official documents executed by and on behalf of the Society affix the seal of the Society thereto when appropriate; keep such other papers as shall be required or directed to be sealed; keep a record of the proceedings of the Board; keep safely and systematically all books, papers, records, and documents belonging to the Society or in any way pertaining to the business thereof; and perform all other duties incident to the office of Chief Executive Officer.

Section 12. **Report of Officers.** The Chair, Chief Executive Officer and Treasurer shall report to the Society at the annual meeting regarding their respective activities and the affairs of the Society with which they were concerned during the preceding year. The report shall cover the fiscal year ending March 31 and such future time as may be practicable.

Section 13. **Removal.** Any officer can be removed by the Board of Directors at any time with or without cause.

## **ARTICLE VII - Dues and Finances**

Section 1. **Dues.** The annual dues of each category of membership shall be determined by the Board based on the needs of the Society.

Section 2. **Dues Payable Dates.** Dues shall be payable annually in advance of the member's declared anniversary date. Any member in arrears shall be delinquent and shall forfeit all privileges of membership until his or her dues are paid.

Section 3. **Restrictions.** (a) No part of the net earnings of the Society shall inure to the benefit of, or be distributable to any individual, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. (b) Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the



corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) No compensation shall be paid to any elected officer or Board member.

(d) Board members, committee members and other representative of the Society may, if expressly authorized by the Board, be reimbursed for actual expenses incurred in attending meetings or transacting Society business.

(e) No loans shall be made by the Society to its directors or officers.

(f) This Society shall not engage in any prohibited transactions, as defined in the Internal Revenue Code of the United States, or any amendment thereto.

(g) This Society shall not: lend any part of its income or corpus, without the receipt of adequate security and a reasonable interest, to; pay any compensation, in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered, to; make any part of its services available on a preferential basis, to; make any substantial purchase of securities or any other property, for less than an adequate consideration in money or money's worth, to; or engage in any other transaction which results in a substantial diversion of its income or corpus, to; any person who has made a substantial contribution to this Society.

Section 4. **Fiscal Year.** The fiscal year of the Society shall be from April 1 through March 31 of the following year.

Section 5. **Budget.** Prior to the beginning of each fiscal year, the Chief Executive Officer, working with the Finance committee, shall prepare and submit to the Board an itemized budget for the coming year. Upon approval of the budget by the Board, the Chief Executive Officer may make expenditures within the provisions and limitations of the budget as approved or amended by the Board without future authorization. Otherwise, no expenditures shall be made without express authorization from the Board. The Board may amend the budget at any time.

Section 6. **Audit.** The Board shall appoint a certified public accountant to audit the books and records of the Society and provide a written report.

Section 7. **Gifts.** The Society may receive gifts, bequests, donations, grants, or funds for any purpose within the scope of its objectives.

## **ARTICLE VIII - Chapters, Student Chapters and State Council of Chapters**

Section 1. **Chapters.** A chapter of the Society may be authorized by the Board upon written petition of 10 or more members. The officers of each chapter shall include a Chair, a Chair-elect, a secretary and such other officers as the chapter may deem necessary. Each officer of a chapter shall be a dues-paid member of the Society.

Section 2. **Student Chapter.** A student chapter of the Society may be authorized by the Board upon written petition of 10 or more student members. Four or more student members may organize a student branch to be affiliated with a regular chapter.

Section 3. **Council of Chapters.** A council of chapters may be authorized by the Board in any state province, or territory in which more than one chapter exists. A council may be authorized upon receipt of written resolutions from a majority of the chapters in any state, province or territory. The officers of each such council of chapters shall include a Chair, a Chair-elect, a secretary, and such officers as the council may deem necessary. Any such council of chapters may serve as a coordinating and promotion body for the chapters it represents, but shall not limit the rights of the chapters or their access to the Society's Board.

Section 4. **Bylaws and Debts of Affiliates.** Any chapter, student chapter or council of chapters may, subject to the approval of the Board, adopt such bylaws as it may find expedient, provided that no part thereof shall conflict with the articles of incorporation or the bylaws of the Society. Since the Board and the Society bear the burden and liability for maintenance and integrity of the Society, the support of educational programs, and for promotion of the Society, the Board explicitly reserves the right to establish all membership classifications. No chapter bylaws may provide for chapter membership privileges of voting and holding office in the chapter by any person who is not a member of the Society. The Society shall not be responsible for the debts or obligations of any chapter, student chapter or council of chapters.

Section 5. **Meeting of Affiliates.** Each chapter, student chapter and council of chapters must hold at least one meeting each year to retain its authorization and chapter.

Section 6. **Termination of Existence of Affiliates.** The Board may rescind the authorization and terminate the existence of any chapter, student chapter or council of chapters. Any chapter or student chapter that fails for two successive years to maintain a minimum of ten members in good standing in the Society may, at the discretion of the Board, be required to forfeit its title and rights under these bylaws. Any council of chapters that fails for two successive years to maintain participation of 50 percent of the chapters within the geographic boundary of such council of chapters may, at the discretion of the Board, be required to forfeit its title and rights under these bylaws.

Section 7. **Geographical Area.** Every application for a chapter or council of chapters charter shall include a description of the geographical area proposed to be served. In case of a conflict over territory between the applicants for a new charter and an existing chapter or council of chapters, the Chief Executive Officer shall notify the parties concerned and allow them an opportunity to determine the boundaries in dispute by mutual agreement, subject to the approval of the Board. Failing such determination, the Board shall determine the boundaries.

Section 8. **Chapter Affiliation.** A Society member residing within one of the regions described in Article V, Section 2 must affiliate with a chapter or council of chapters. This may be outside the geographical area in which he or she lives if the member so chooses.

Section 9. **Meeting Attendance.** Any individual Society member may attend the meetings of any chapter or council of chapters, but may vote only in the one(s) to which he or she is affiliated.

Section 10. **Change of Membership.** An individual member may change his or her membership from one chapter or council of chapters to another by notifying the Chief Executive Officer and the Chair of the affected chapter or council of chapters.

### **ARTICLE IX - House of Delegates**

Section 1. **Advisory Body.** The Society shall have an advisory body known as the House of Delegates. The House shall consist of one official delegate from each chapter with 10 or more members. If an official delegate is absent, his or her designee may serve.

Section 2. **Purpose.** The purpose of the House of Delegates is to advise the Board on natural resource issues and to advise the Board on matters affecting chapters.

Section 3. **Selection and Qualification.** (a) A chapter may select its delegate and alternate delegate by (1) action of its governing body or (2) by vote of its member during its annual election of officers or its annual business meeting. (b) A chapter must submit the name of its official delegate and one alternate to the Chief Executive Officer at least 60 days prior to the annual meeting. (c) The Board may prescribe additional qualifications of official delegates.

Section 4. **Term.** (a) The term of service of a delegate and his or her alternate shall commence a minimum of 60 days prior to, and extend through the annual meeting. (b) There shall be no limit on the number of terms a delegate may serve, provided he or she is duly selected and certified for each term as provided by this article.

Section 5. **Other Offices.** A delegate may hold other chapter offices. However, a Board member of the Society shall not be eligible for selection as a chapter delegate or alternate.

Section 6. **Officers.** The Vice Chair of the Society shall be the chairperson, and the Chief Executive Officer or his or her designee, shall be the secretary of the House of Delegates.

Section 7. **Meeting.** The House of Delegates shall meet in conjunction with the Society's annual meeting. The House of Delegates advice may be sought at other times at the call of the chairperson or the secretary and such advice may be rendered through the mail or electronically.

Section 8. **Decisions.** A roll call vote shall be taken at the discretion of the chairperson. A majority of the votes cast by delegates in attendance at the annual meeting of the House of Delegates shall decide any issue to recommend to the Board.

Section 9. **Expenses.** The Society shall not be required to pay the travel and meeting expenses of delegates.

#### **ARTICLE X - Scholarships, Awards**

The Society may from time to time, at the direction of the Board, offer scholarships, medals, or other awards in recognition of outstanding work or ability in the field of natural resources. Such scholarships, medals and awards shall be offered on a nondiscriminatory basis, and Board members shall not participate in the granting of such items to the family members, as defined in Internal Revenue Code Sec 267(e)(4).

#### **ARTICLE XI - Amendments**

These bylaws shall be amended when a proposal submitted by the Board is approved by a two-thirds vote of the members voting on the proposal at a regular annual election or at a special election called by the Board. A copy of the proposed amendment, with a ballot stating clearly its general object and referring to the copy for particulars, shall be made available by the Chief Executive Officer to each member of the Society, in good standing, at least 30 days before the date set for the election. An amendment shall, unless otherwise provided therein, be effective immediately upon its adoption. The ballots for any proposed amendment shall be transmitted, handled and counted as provided for the election of Directors, and the results shall be announced by the Chair as soon as possible.

#### **ARTICLE XII - Miscellaneous Provisions**

Section 1. **Corporate Seal.** The Board may provide for a corporate seal that shall be circular in form and shall bear the name of the Society and the words "Corporate Seal." The Chief Executive Officer shall be custodian of the seal. The Board may authorize a duplicate seal to be kept and used by another officer.

Section 2. **Voting of Stocks Owned by the Society.** In the absence of a resolution of the Board to the contrary, the Chair of the Society, the Chief Executive Officer, acting within the scope of his or her authority, as provided in Article VI, Sections 6 and 8 of these bylaws, is authorized and empowered, on behalf of the Society, to attend, vote, and grant discretionary proxies to be used at any meeting of shareholders or stockholders of any corporation in which this Society holds or owns shares of stock and in that connection, on behalf of the Society, to execute a waiver of notice of any such meeting. The Board shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which the Society may own or hold shares of stock.

Section 3. **Nonliability.** A director, officer, employee, member, or other volunteer of the Society is not liable for the Society's debts or obligations and a director, officer, employee, member, or other volunteers not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Society, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit. If this limitation of liability is too broad, then the above provisions shall be enforced to the fullest extent as provided by law. If District of Columbia law is hereafter changed to permit future elimination or limitation of the liability of directors, officers, employees, members, or other volunteers for monetary damages to the Society, then the liability of such director, officer, employee, member, or other volunteer of this Society shall be eliminated or limited to the full extent then permitted, The directors, officers, employees, members or other volunteers of the Society have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

Section 4. **Indemnification.** This Society shall indemnify directors, officers, employees, members, or other volunteers of this Society, and each director, officer, employee, member, or other volunteer of this Society who is serving or who has served at the request of this Society, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements, and reasonable expenses, actually incurred by such director, officer, employee, member, or other volunteer relating to such person's conduct as a director, officer, employee, member, or other volunteer of this Society or as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that that mandatory indemnification required by this sentence shall not apply (a) to breach of such director's, officer's, employee's, member's, or other volunteer's duty or loyalty to the Society; (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (c) for a transaction from which such director, officer, employee, member, or other volunteer derived an improper personal benefit or against judgment, penalties, fines, and settlements arising from any proceeding by or in the right of the Society, or against expenses in any such case where such director, officer, employee, member, or other volunteer shall be adjudged liable to the Society.

Section 5. **Corporate Powers and Purposes.** The Society shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provision of the District of Columbia Nonprofit Corporation Act, title 29 DC Code, Section 501, et. seq. (ed.1981), as amended. The Society is organized and shall be operated exclusively and irrevocably for educational, charitable, and scientific purposes.

Section 6. **Informal Action by Members or Directors.** Any action required or permitted by law or the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board,

may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors.

### **ARTICLE XIII - Dissolution**

Upon the dissolution of the Society, the Board shall, after paying or making provisions for the payment of all the liabilities of the Society, dispose of all of the assets of the Society to a nonprofit organization(s) or institution(s) with objectives similar to the Society as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal officer of the Corporation is then located, exclusively for such purposes or to such origination of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event will any Director, employee, or member benefit from such assets except for authorized expenses incurred by such Director, employee, or member in conducting Society business.