



Bylaws of the World Association for Disaster and Emergency Medicine

ARTICLE I - NAME

1.1 The name of this Corporation shall be THE WORLD ASSOCIATION FOR DISASTER & EMERGENCY MEDICINE, INC.

ARTICLE II - OFFICES

2.1 The principal office for the transaction of the business of the Corporation (“principal business office”) will be determined by the Board of Directors and maintained accordingly as best suited to serve the Corporation.

2.2 The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III - OBJECTIVES AND PURPOSES

3.1 The Corporation is a nonprofit public benefit Corporation and is organized under the nonprofit Corporation Law of California (“California Nonprofit Corporation Law”) for public benefit purposes.

3.2 The specific purposes of the Corporation shall include, without limitation, the global improvement of prehospital and emergency health care, public health, and disaster health preparedness:

- a. To disseminate scientific evidence and best practices in prehospital and emergency health care, public health, and disaster health and preparedness;
- b. To provide academic and evidence-based input into the development/review of relevant policies and educational programs.

ARTICLE IV - NON-PARTISAN ACTIVITIES

4.1 This Corporation has been formed under the California Nonprofit Corporation Law for the public purposes described in Article III, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

4.2 The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any

powers that are not in furtherance of the purposes described in Article III.

ARTICLE V - DEDICATION OF ASSETS

5.1 The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall ever inure to the benefit of its Directors or Officers, or to the benefit of any private person or individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

5.2 Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to an organization dedicated to charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Sec. 501(c)(3).

ARTICLE VI - MEMBERSHIP AND DUES

6.1 Any person eighteen years of age or older who has shown a consistent and continuing interest in the purposes of this Corporation shall be eligible to become a member of the Corporation as noted in Section 5056 of the California Nonprofit Corporation Law.

6.2 This Corporation shall have three classes of membership:

6.2.1 Regular membership: Regular members have the right to vote for the election of Directors and changes to the bylaws, attend the Biennial Business Meeting of the members, be elected to office, serve on Directorates, receive periodic mailings, and enjoy all rights and privileges of the Corporation.

6.2.2 Honorary membership: Any person who has contributed in an outstanding manner to the Corporation or to disaster and emergency medicine in general, shall be eligible for lifetime honorary membership upon nomination and approval of the Board of Directors. Honorary members enjoy all rights, privileges, and benefits of membership, except that they may not vote or hold office, and are not required to pay membership dues.

6.2.3 Lifetime membership: Any member, who has contributed in an outstanding manner to the Corporation, shall be eligible for Lifetime membership upon nomination and approval of the Board of Directors. Lifetime members enjoy all rights, privileges, and benefits of membership, including voting and holding office, except that they are not required to pay membership dues.

6.3 Other classes of membership may be established upon approval of the regular members and the Board of Directors.

6.4 To be in good standing, each regular member must pay annual dues within the time and on the conditions set by the Board of Directors. The Board of Directors shall determine annual dues.

6.5 The Board of Directors may authorize discounts in dues to members of groups who establish formal affiliation with this Corporation.

6.6 The Executive Officer shall send written notice to any member failing to pay the annual dues within six months from the date upon which payment was requested, and if no payment is received within thirty-five (35) days of the notice, the membership of that individual shall be terminated, without further notice. Upon payment, membership will be reinstated.

6.7 No member may transfer for value a membership or any rights arising from it. All rights of memberships cease upon the member's death, or any other events giving rise to termination of membership.

6.8 The membership of any regular member shall terminate upon occurrence of any of the following events:

- a. The death or resignation of the member;
- b. The failure of a member to renew his or her membership for the following year by paying annual dues within the time set forth in Section 6.6 of this article; or
- c. The determination by the Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

ARTICLE VII - MEETINGS OF MEMBERS

7.1 Meetings of the membership shall be held at a place designated by the Board of Directors. Meetings may also be held via electronic means, if conditions defined in Sections 7.2 through 7.11 can be assured by the Board of Directors.

7.2 The regular (in-person) meeting of members shall be held not less often than every two years, as determined by the Board of Directors, pursuant to notice as provided for in Section 7.5 of this Article.

7.3 All notices of regular or special meetings of members shall be sent or otherwise given in accordance with Section 7.5 of this Section of this Article, not less than ten (10) nor more than ninety (90) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the regular meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members. The notice shall also state the general nature of the proposal if action is proposed to be taken at any meeting for approval of any of the following:

- a. Removing a Director without cause;
- b. Filling vacancies on the Board of Directors by the members;
- c. Amending the articles of the Corporation;
- d. Voluntarily dissolving the Corporation.

Member action on such items is invalid unless the notice or written waiver of notice states the general

nature of the proposal(s).

7.4 A special meeting of the members may be called at any time by the Board of Directors, or by five percent (5%) or more of the regular members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally, or electronically, or sent by registered mail or by telegraphic or other facsimile transmission to the Secretary of the Corporation and the Corporation office. Upon receiving the request the Secretary shall cause notice to be given within twenty (20) days to all members entitled to vote, in accordance with the provisions of Section 7.5 of this Article, that a meeting will be held, and the date of such meeting, which date shall be not less than (10) nor more than ninety (90) days following the receipt of the request. If the notice to the members is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

7.5 Notice of any meeting of members shall be given either personally or by first-class mail, facsimile, telegraphic or other electronic written communication, charges prepaid, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by facsimile, telegram or other means of written or electronic communication.

7.6 Fifteen percent (15%) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members.

7.7 Any members' meeting, either regular or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

7.8 Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 7.11 of this Article.

7.9 Voting at meetings may be by voice or ballot, provided that any election of Directors must be by written ballot (written ballots include secure electronically transmitted written ballots). If a quorum is present, the affirmative vote of the majority of the members present at the meeting, entitled to vote, and voting on any matter shall be the act of the members. Secure electronic voting may be designated to augment or to be the only method of voting as determined by the Board of Directors following the stipulations in this Article.

7.10 Any action that may be taken at a regular or special meeting of members may be taken by written or electronic ballot without a meeting or prior notice upon compliance with the provisions of this Section.

7.10.1 Solicitation of Written Ballots (written ballots include secure electronically transmitted written ballots). The Corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required by Section 7.3 of this Article VII for giving notice of special meetings. All solicitations of votes by written ballot shall:

- a. Indicate the number of responses needed to meet the quorum requirement;
- b. State the percentage of approvals necessary to pass the measure(s); and
- c. Specify the time by which the ballot must be received in order to be counted.

7.10.2 Each ballot so distributed shall:

- a. Set forth the proposed action;
- b. Provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth; and
- c. Provide a reasonable time within which to return the ballot to the Corporation.

7.10.3 Approval by written ballot (written ballots include secure electronically transmitted written ballots) pursuant to this Section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot without a meeting.

7.10.4 No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever first occurs.

7.10.5 All ballots, written or electronic, shall be filed with the administrator of the Corporation and maintained in the corporate records for at least three years.

7.10.6 Failure to comply with this Section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any member may petition the Superior Court of California to compel compliance with the provisions of the law.

7.11 For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the Board of Directors may fix, in advance, a "record date", which shall not be more than sixty (60), nor fewer than ten (10) days before the date of any such meeting. Only members of record on the dates affixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, except as otherwise provided in the articles of the Corporation, by agreement, or in the California Nonprofit Corporation Law.

ARTICLE VIII - BOARD OF DIRECTORS

8.1 The Board of Directors has the power to set the strategic direction for the Corporation and provide operative direction, supervision and oversight to the Corporation and to the employees of the Corporation.

8.1.1 Subject to the provisions of the Articles of Incorporation, California Nonprofit Corporation Law, and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all

corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or Directorates, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

8.1.2 Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

a. Select and remove the Secretary, the Chief Financial Officer, the Editor of the Prehospital and Disaster Medicine Journal, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation, if any.

b. Change the principal executive office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country; conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including regular meetings.

c. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

d. Authorize the establishment of standing Directorates or special Task Forces setting forth the expected duties or activities of each, and appointing, or approving the appointment of the members.

e. Authorize the establishment of regional Chapters within a recognized geographical area incorporating established or recognized regional boundaries, when requested by no less than 10 members from that region.

f. Authorize the establishment of Special Interest Groups (SIGs), a group of WADEM members who share a particular interest and expertise and who organize themselves to promote the goals of WADEM.

8.2 The number of Directors shall be 15, if all Director positions are filled, plus the President, who is also a Director but who shall vote only in the case of a tie. The Directors shall include Regional Directors, Young Directors, Low-Middle Income Country (LMIC) Directors, At-Large Directors and the President. Directors need not be residents of the State of California, but must have been members of the Corporation for a minimum of two (2) years.

8.2.1 There will be six (6) regional representatives on the Board of Directors ("Regional Directors"), with one Director from each of the six (6) WHO-designated regions. Candidates for each of these positions must reside in the respective region they represent. The candidate with the highest total votes from WADEM members within that region will represent that region on the Board of Directors.

8.2.2 There will be three (3) young representatives on the Board of Directors ("Young Directors"). Candidates for this position must be less than forty (40) years old by the first day of their elected term. The young representative candidates receiving the top three total votes will fill the young representative positions on the Board of Directors.

8.2.3 There will be two (2) Low-Middle Income Country (LMIC) representatives on the Board of Directors

("LMIC Directors"). Candidates for this position must reside in a LMIC designated by WHO or another internationally accepted body, as determined by the Board of Directors prior to the upcoming election. The LMIC candidates receiving the top two total votes will represent the LMIC positions on the Board of Directors.

8.2.4 There will be four (4) at-large representatives on the Board of Directors ("At-Large Directors"). The candidates receiving the top four total votes will represent at-large positions on the Board of Directors.

8.2.5 If there are fewer than one (1) nomination from each region; two (2) nominations from LMICs; or three (3) nominations of young candidates for the Board of Directors, additional At-Large Directors may be elected to achieve the total number of Directors promulgated in Section 8.2. At-Large candidates receiving the next highest total votes will fill such vacant positions on the Board of Directors.

8.2.6 The President shall be a Director who may vote only in the case of a tie. The candidate for President receiving the most votes will fill the position of President. The President is also an officer, consistent with Article IX.

8.3 The term of office as a Director is two (2) years, beginning immediately following the biennial business meeting of the year of election (or the regular meeting following election by electronic ballot) and terminates at the end of the subsequent biennial business meeting. A Director may serve a maximum three (3) consecutive terms, after which they may not serve again for a period of at least four (4) years.

8.4 Directors shall be elected at each regular business meeting of the members and hold office until the end of the next regular business meeting. However, if any regular business meeting is not held, or the Directors are not elected at any regular meeting, they may be elected at any special members' meeting held for that purpose. Each Director, including a Director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. The election of the Directors shall be as follows:

8.4.1 The President or Secretary of the Corporation shall send a notice of open nominations for the Board to all voting members at least ninety (90) days prior to the date of election. Members may nominate themselves, or may nominate other members. Each nomination must receive the written endorsement of five (5) members in good standing. All nominations must be accompanied by a statement from the nominated member that they are willing to be considered and understand the duties and responsibilities of the Board of Director position as stated in these bylaws and any other stipulation as determined by the Board of Directors prior to the upcoming election.

8.4.2 The complete slate of nominated individuals, along with brief biographical material, must be provided to all members at least twenty (20) days prior to the date of election. In addition to general information, the biographical material must also include the following: for Regional Directors, the candidate's WHO-designated region; for Young Directors, the candidate's age on the first day of their term; and for LMIC Directors, the candidate's WHO designated Low-Middle Income Country.

8.4.3 If elections are held at a meeting, any member present at the meeting may place name(s) in nomination with biographic information providing they have obtained agreement from the nominated

individual(s) to be considered, and the individual nominated has been a member for at least two (2) years.

8.4.4 If elections are conducted by electronic ballot, ballots must be distributed to all members allowing for twenty-one (21) days for return of the completed ballot.

8.4.5 Assuming the number of nominees is greater than the number of open positions on the Board, the nominees receiving the highest number of valid votes shall be elected. If there is a tie vote for the last open position, a second ballot shall be required to determine the election.

8.5 A vacancy on the Board may be caused by the resignation or death of a Director, or by removal of a Director.

8.5.1 Any Director may resign, with the resignation effective upon giving written notice to the President or Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

8.5.2 Any Director may be removed with or without cause by action of the Board for absences from over fifty percent (50%) of scheduled Board meetings in one year or by the affirmative vote of 25% of the voting members.

8.5.3 Vacancies on the Board may be filled by the Board, who may appoint a successor to take office until the next election. Each Director so appointed shall hold office until the expiration of the term of the replaced Director.

8.5.4 A vacancy that occurs less than one hundred and twenty (120) days prior to a planned election, or does not bring the number of Directors the required minimum may be left vacant until the next regular election.

8.5.5 Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is: (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

8.6 Meetings of the Board of Directors shall be held no less often than every ninety (90) days and may be conducted in person or by telephone conference or electronic form of communication.

8.6.1 Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated by resolution of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person (no proxy or designee permitted) at such meeting.

8.6.2 At least one meeting of the Board shall be held at the conclusion of the biennial regular meeting of the members, for purposes of organizing the incoming Board and the transaction of other business.

8.6.3 Notice of meetings of the Board shall be given by mail, telephone or electronic communication at least ten (10) days prior to the scheduled meeting. The Board may also set a regular time for meetings,

with reminder notice provided at least five (5) days prior to the scheduled meeting. The notice or reminder should include a proposed agenda identifying items on which action is expected to be taken.

8.6.4 Special meetings of the Board of Directors, for any purpose, may be called at any time by the President or Secretary of the Corporation, or any two (2) Directors. Notice of the time and place of special meetings shall be given to each Director via written notice, telephone communication or electronic communication to the Director's address or number as shown on the records of the Corporation. Notices by telephone or electronic communication shall be given at least 48 hours before the time of the meeting.

8.7 The majority of the Directors in office, but no fewer than eight (8) Directors, shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

8.8 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors, individually or collectively, consent in writing, or electronic communication, to that action. Such action by written or electronic consent or consents shall be filed with the minutes of the proceedings of the Board.

8.9 Directors of the Board may not receive compensation for service on the Board, but may be reimbursed for expenses, if such funds are included in the approved budget of the Corporation.

8.10 The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE IX – OFFICERS OF THE CORPORATION

9.1 The officers of the Board shall consist of a President, Secretary, Chief Financial Officer and the Editor of the Prehospital and Disaster Medicine Journal. The President of the Corporation is elected by the members, consistent with Article 8.2. The Secretary and Chief Financial Officer are elected by the incoming Board of Directors at their first meeting held in conjunction with the regular meeting of members. The Editor is appointed by the incoming Board. Any Director may make nominations for the Secretary, Chief Financial Officer and Editor. Nominees for Secretary and Chief Financial Officer must be a Director who has reviewed the respective Officer's duties and responsibilities and indicates a willingness to perform them for the designated term. The nominee for Editor must not be a Director and must have reviewed the Editor's duties and responsibilities and indicates a willingness to perform them for the designated term.

9.2 The President shall:

- a. Serve as the Chief Executive Officer of the Corporation and generally supervise, direct, and control the business and the officers of the Corporation;
- b. Preside at all Board meetings, and assure that the strategic and operational directions consistent with these bylaws are clearly developed and communicated to all Directors and all members. The President shall preside at all meetings of the members;
- c. Maintain regular communication with the elected officers and Directors of the Corporation, and facilitate communication within the Corporation;
- d. Report to the Board, and report on activities at each meeting of the Board or when urgent matters require Board attention;
- e. Within the approved budget of the Corporation, authorize expenditure of funds or employment of staff, either directly, or through other Board Officers;
- f. Act as the lead representative of the Corporation, collaborating with similar professional associations, academic research centers, non-government and government organizations; and
- g. Fulfill such other powers as the Board of Directors or the bylaws may prescribe.

9.3 The Secretary's duties are the following:

- a. Books of Minutes: The Secretary shall keep, or cause to be kept secure files containing the minutes of all meetings and actions of Directors, Directorates, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.
- b. Membership Records: The Secretary shall keep, or cause to be kept, a record of the Corporation's members, showing the names of all members, addresses, and the class of membership held by each.
- c. Notices, and Other Duties: The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the bylaws to be given.
- d. During any absence of the President, the Secretary shall assume the responsibilities of the President.

9.4 The Chief Financial Officer will maintain the finances of the Corporation with assistance from the Executive Officer. The Chief Financial Officer shall attend to the following:

- a. Books of Account: The Chief Financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any member at all reasonable times.
- b. Deposit and Disbursement of Money and Valuables: The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall regularly render to the President and Directors an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.
- c. Bond: If required by the Board of Directors, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of

the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

9.5 The Editor of the Prehospital and Disaster Medicine Journal will be a non-voting Officer, appointed by the Board of Directors for a term as agreed upon by all parties. The Journal Editor shall attend to the following:

- a. *Prehospital and Disaster Medicine*: The Journal Editor shall be responsible for the content of the journal.
- b. Journal Business: The Journal Editor shall manage all arrangements/negotiations/contracts with the publisher, including establishing and maintaining relationships with the publisher.
- c. Journal Office: The Journal Editor is responsible for selecting, supervising, and evaluating the performance of the staff of the Editorial Office.
- d. Editorial Board: With the approval of the Board of Directors, the Journal Editor shall select members and assign the duties of the Editorial Board, serve as Chair of the Editorial Board, and abide by the directions and policies as set by the Editorial Board.
- e. The Journal Editor shall provide an annual report to the Board of Directors.
- f. Any stipend for services rendered by the Journal Editor shall be determined by the Board of Directors.

ARTICLE X – EXECUTIVE OFFICER

The Corporation is authorized to employ an Executive Officer, who shall serve under supervision of the Board at compensation prescribed by the Board. The Executive Officer shall have authority, subject to such rules as may be prescribed by the Board and consistent with the Corporation's personnel policies, to appoint and terminate such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties, and compensation, and to delegate authority to them. In general, the Executive Officer shall have authority to execute and sign documents on behalf of the Corporation as an agent of the Corporation as set forth in Board policies. The Executive Officer shall receive notice of and attend all meetings of the Board except during those parts of meetings when the subject is the Executive Officer or any issue related to the Executive Officer's employment. The Executive Officer may participate in all discussions but shall have no vote.

ARTICLE XI - DIRECTORATES

11.1 The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more Directorates to serve at the pleasure of the Board. A Directorate is defined as a committee chaired by a Director, charged with a specific portfolio as defined by the Board of Directors, each consisting of two or more Directors. In addition, the Board may appoint additional members of the organization with relevant interests to a Directorate, including representatives from relevant Chapters and SIGs, as well as any member with a special interest in the specific Directorate. Each Director of the Board and the Officers of Secretary and Chief Financial Officer are required to participate in at least one (1) Directorate.

11.2 Any Directorate shall have only the authority given to it through Board policy. Regardless of Board resolution, no Directorate may:

- a. Take any final action on matters that also requires approval of the members under the Nonprofit Corporation Law of California;
- b. Fill vacancies on the Board or in any Directorate that has the authority of the Board;
- c. Fix compensation of the Directors for serving on Board or on any Directorate;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or able to be repealed;
- f. Appoint any other Directorates of the Board of Directors or the members of those Directorates;
- g. Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- h. Approve any transaction (i) to which the Corporation is a party and one or more Directors have a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation or any person in which one or more of its Directors have a material financial interest.

11.3 Any Board Directorate exercising the authority of the Board shall not include members who are not Directors. However, the Board may create other Directorates that do not exercise the authority of the Board, and these other Directorates may include non-Directors. The Board may delegate to any Directorate powers as authorized by Article 8.1.1, but may not delegate the powers described in paragraphs (a) to (h) of Article 11.2.

11.4 Meetings and action of Directorates shall be governed by, and held and taken in accordance with the provisions of Article 8.6 of these bylaws, concerning meetings of Directors, with such change in the context of those bylaws as are necessary to substitute the Directorate and its members for the Board of Directors and its members, except that the time for regular meetings of Directorates may be determined either by resolution of the Board of Directors or by resolution of the Directorate. Special meetings of Directorates may also be called by resolution of the Board of Directors. Notice of special meetings of Directorates shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Directorate. Minutes shall be kept of each meeting of any Directorate and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any Directorate not inconsistent with the provisions of these bylaws.

11.5 Standing Directorates with Chairs to be appointed by the President may include but shall not be limited to the following:

- a. Communications;
- b. Communities of Practice: Partnerships, Affiliations, Chapters and SIGs.
- c. Congresses
- d. Education
- e. Finance
- f. Membership
- g. Publications

h. Science and Evaluation

ARTICLE XII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

12.1 Definitions: For the purpose of this Article,

a. "agent" means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise or was a director, officer employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.

b. "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative;

c. "expenses" include without limitation, all attorneys' fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing A right to indemnification under this Article X.

12.2 Successful Defense by an Agent: To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article X, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

12.3 Action Brought by Persons other than the Corporation: Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self- dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

12.4 Actions Brought by or on Behalf of the Corporation:

a. Claims Settled Out of Court: If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

b. Claims and Suits Awarded Against Agent: This corporation 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 brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- i. The determination of good faith conduct required by Section 10.5, below, must be made in the manner provided for in that Section; and
- ii. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

12.5 Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in Sections 12.3 and 12.4 above is conditioned on the following:

a. Required Standard of Conduct: The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

b. Manner of Determination of Good Faith Conduct: The determination that the agent did act in a manner complying with paragraph a. above shall be made by:

- i. The board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- ii. The members by an affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or
- iii. The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

12.6 Limitations: No indemnification or advance shall be made under this Article XII, except as provided in sections 10.2 or 10.5.b(3), in any circumstance when it appears:

- a. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That the indemnification would be inconsistent with any condition expressly imposed by a court in

approving a settlement.

12.7 Advance of Expenses: Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article XII.

12.8 Contractual Rights of Non-directors and Non-officers: Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

12.9 Insurance: The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XIII - RECORDS AND REPORTS

13.1 The Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Minutes in written form of the members, proceedings of its board and Directorates of the Board;
- c. A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal business office.

13.2 Members' Inspection Rights: Any member of the Corporation may:

- a. inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or
- b. obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten days after the demand is received or the date specified in it as the date by which the list is to be compiled.

c. Any member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the members and the Board and Directorates of the Board, at any reasonable time, for a purpose reasonably related to such person's interest as a member.

d. Any inspection and copying under this Section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

13.3 Maintenance and Inspection of Articles and Bylaws: The Corporation shall keep at its principal business office, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. On the written request of any member, the Secretary shall furnish to that member a copy of the articles and bylaws as amended to date.

13.4 Inspection by Directors: Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

13.5 Annual Report to Members: Not later than one hundred twenty (120) days after the close of the Corporation's fiscal year, unless not required or waived pursuant to Section 6321 of the California Corporations Code, the Board shall cause an annual report to be sent to the members. Such report shall contain the following information in reasonable detail:

- a. The assets and liabilities, including the funds, trust of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- e. Any information required by section 6 of this Article XIII.

The report required by this Section shall be accompanied by any report thereon of independent accounts, or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

13.6 Annual Statement of Certain Transactions and Indemnifications: No later than the time the Corporation gives its annual report, if any, to the members, and in any event no later than one hundred twenty days (120) after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each member a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- a. Any transactions in which the Corporation, its parent or its subsidiary was a party, and in which either of the following had a direct or indirect financial interest: i. Any Director or Officer of the Corporation, its parent or subsidiary (a mere common directorship shall not be considered such an interest); or ii. Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary; if such transaction involved over \$40,000, or was one of a number of transactions with the same person involving in the aggregate, over \$40,000.

- b. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any

Officer or Director of the Corporation pursuant to Article XII of these bylaws, unless such indemnification has already been approved by the members pursuant to Section 5.b.(ii) of Article XII.

ARTICLE XIV – MISCELLANEOUS

14.1 Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

14.2 Fiscal Year and Term Year:

The fiscal year of the Corporation will be determined by the Board of Directors, currently 1 April to 31 March and will not require a revision of the by-laws to change accordingly. The terms of the Directors and officers begin immediately following their election at the biennial regular meeting of members, unless otherwise determined by the Board.

ARTICLE XV - AMENDMENTS

15.1 New bylaws may be adopted or these bylaws may be amended or repealed by approval of three-fourths (3/4) of the voting members or their proxies present at a regular meeting of the members where a quorum is present, or by written consent of those persons. However, where any provision of these bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a Director beyond that for which such Director was elected.

ARTICLE XVI – DISSOLUTION

16.1 This Corporation shall be dissolved or subject to corporate restructuring upon the affirmative vote of three-fourths (3/4) of the voting members or their proxies present at a regular meeting of the members where a quorum is present, or by written consent of those persons. The assets shall be distributed consistent with the Corporation's Articles of Incorporation.

Adopted this 31st day of December 2018.