Society for Muscle Biology, Inc.

Bylaws

Approved by the founding Board of Directors July 20, 2026
Approval by membership scheduled for Spring 2027

ARTICLE I. NAME AND PURPOSE

The name of this Corporation shall be the Society for Muscle Biology, Inc. and shall be referred to in this document as the “Society”. The Society is organized as a Maryland nonstock corporation, and has been determined to be tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

Society for Muscle Biology is created and shall be operated exclusively for charitable, scientific or educational purposes, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), to represent and promote skeletal muscle scientific research worldwide and facilitate the exchange of scientific information and resources within the international skeletal muscle biology research community, and at all times shall operate consistent with the requirements of 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”).

ARTICLE II. OBJECTIVES

The objectives of the Society include the following:

1. To advocate for skeletal muscle research and represent the interests of the global skeletal muscle research community.
2. To promote international cohesion and cooperation in skeletal muscle research.
3. To ensure successful implementation of the Society for Muscle Biology (SMB) conference annually, or on a schedule otherwise determined by the Board. The Board approves the venue, where ‘venue’ can refer to the physical location, the host city, the specific facility or hotel, and/or the virtual platform for a hybrid meeting.
4. To administer the meeting fund of the skeletal muscle research community.
5. To assist in coordinating and/or supporting national/regional meetings and activities.
6. To coordinate with national/regional or specialized societies of skeletal muscle research.
7. To act as a liaison between the international skeletal muscle research community and other scientific societies.
8. To promote the study of skeletal muscle for scientific research so as to increase understanding of fundamental biological processes as well as to contribute to the enhancement of human health.

9. To promote the international exchange of skeletal muscle research protocols and resources to maximize global research efforts.
10. To promote skeletal muscle research investigators for awards and prizes recognizing their scientific achievements.
11. To administer Society for Muscle Biology awards.
12. To promote educational initiatives, programs, or forums.

ARTICLE III. MEMBERSHIP AND DUES

3.1 Members. The Society has four levels of membership: “Full Members,” “Junior Members,” “Emeritus Members” and "Affiliate Members". The membership of the Society shall be composed of those individuals who meet the qualifications of 3.2, agree to support the purposes of the Society, and meet other criteria that the Board may designate from time to time (the “Members”). All membership categories shall include the eligibility to serve on committees and task forces as outlined in the committee policy and procedures that may be amended by the Board of Directors from time to time. Only Full Members are eligible to be elected as Officers or Directors.

a. Full Member
   PhD or equivalent advanced degree holders who actively lead a research program in muscle biology research at a university, research institution, or industry. Membership is open to all individuals with an interest in skeletal muscle biology research pending approval by the membership committee. Full members pay full membership dues, are eligible to vote, can be elected to office, and receive discounted fees to attend the Society for Muscle Biology conferences.

b. Junior Member
   Individuals currently enrolled in an undergraduate or graduate program at a recognized college or university, or an MD resident who is actively pursuing research interests in skeletal muscle biology; early-career professionals working in the field of skeletal muscle biology who are within five years of completing their terminal degree (BS, MS, PhD, MD, or equivalent) and do not hold a faculty position, academic staff role, or group leader appointment at a university, research institution, or in industry. Membership is open to all with an interest in skeletal muscle biology. Junior members receive reduced membership dues, are eligible to vote, and receive discounted fees to attend the Society for Muscle Biology conferences but cannot be elected to office.

c. Emeritus Member
   Membership is open to all former Society for Muscle Biology Full Members who have retired from professional duties. Emeritus members receive reduced membership dues, are eligible to vote, and receive discounted fees to attend the Society for Muscle Biology conferences but cannot be elected to office.

d. Affiliate Member
   Membership is open to all individuals who may not hold an advanced degree but are engaged in academic or industry research, business, teaching, science writing, publishing, communication, public policy, etc. with a focus or interest in skeletal muscle biology research. Affiliate members pay affiliate membership dues and receive discounted fees to attend the Society for Muscle Biology conferences are eligible to vote but may not be elected to office.

3.2 Eligibility
Any individual who has an interest in skeletal muscle research is eligible to be a Member. An eligible individual may become a Member by completing the membership application, paying dues, and abiding by the Code of Conduct, consistent with these Bylaws. The Board shall have the power to designate additional requirements for membership from time to time.

3.3 Dues Assessment

1. Dues for Members shall be determined annually by the Board. Additional dues may be assessed by the Board to cover additional costs related to specific activities that are undertaken by the Society throughout the year.
2. Members will receive discounted registration fees for Society sponsored meetings, as set by the Board and the meeting organizers.
3. Reduced membership fees are available in all categories for members located in countries where the membership cost is prohibitive, as determined by the Board of Directors.
4. Dues are payable upon receipt of the dues statement.
5. Dues are not pro-rated.

3.4 Rights of Members
Each Member is entitled to one vote. A Member's right to vote and to hold an officer or director position shall cease upon lapse of membership for failure to pay dues within one (1) year of the membership expiration date or by resignation, expulsion or suspension. Only Full Members can be elected to office as a Director.

ARTICLE IV. MEETINGS OF MEMBERS

4.1 Annual Meeting of Members.
The Society shall hold an Annual Meeting of Members at the Society for Muscle Biology annual conference and/or at another conference sponsored by the Society, a time and place to be fixed by the President. The agenda for the Annual Meeting of Members shall include but not be limited to a report on the activities of the Society and, when appropriate, the results of elections of the Directors pursuant to MD Corp. & Assoc. Code Section 5-5A-19.

4.2 Special Meetings. Special meetings of Members may be held at the call or the request of the President, the Board of Directors, or the request of at least ten percent of the Members by a petition which clearly states the purpose of the meeting. Notice of the time and place shall be given to each member at least 15 and no more than 90 days before the meeting, and shall state the purpose of the meeting in sufficient time for the convenient assembly of the Members.

4.3 Attendance and Voting
Attendance at the Annual Meetings of Members and any Special Meeting of Members is open to all Members.

If the number of Members present at a properly called meeting of the members is insufficient to approve a proposed action, another meeting of the members may be called for the same purpose if:

(1) The notice of the meeting stated that the procedure authorized by this section might be invoked; and

(2) By majority vote, the members present in person or by proxy call for the additional meeting.

(b) Fifteen days' notice of the time, place, and purpose of the additional meeting shall be given by advertisement in a newspaper published in the county where the Society's principal office is located. The notice shall contain the quorum and voting provisions of subsection 4.3(c).

(c) At the additional meeting, the Members present in person or by proxy constitute a quorum. A majority of the Members present in person or by proxy may approve or authorize the proposed action at the additional meeting and may take any other action that could have been taken at the original meeting if a sufficient number of Members had been present. Meetings may be held by means of conference equipment that allows all attendees to hear each other at the same time.

4.4 Voting

Each Member has one vote on any matter submitted to the Members. Voting will be conducted electronically, or from time to time by other means, as determined by the Board. All matters submitted to the Members are determined by a majority vote of those voting at a meeting at which a quorum is present, or as described below.

Action by Written Ballot.

a. Any action that may be taken at an Annual, regular or Special Meeting of Members may be taken without a meeting if the Society delivers a written ballot to every member entitled to vote on the matter. "Written ballot" includes a ballot transmitted or received by electronic means. A written ballot shall set forth each proposed action and provide opportunity to vote for or against each proposed action.
b. Approval by written ballot shall be valid only when the number of votes cast by ballot 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 to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

c. A solicitation for votes by written ballot shall include all of the following: (i) the number of responses needed to meet the quorum requirements; (ii) the percentage of approvals necessary to approve each matter other than election of directors; and (iii) the time by which a ballot must be received by the Society in order to be counted.

4.5 Quorum. Except as otherwise provided in these Bylaws, voting by ten percent of the total Membership constitutes a quorum for any matter submitted to the Membership for a vote.

4.6 Proxies
Members may not vote by proxy.

4.7 Conduct of Meetings
The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in an electronic minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

4.8 Notice of Meetings

a. Notice shall be provided to each Member regarding each Annual and each Special Meeting, stating the time and place of the meeting, and in the case of a Special Meeting, the purposes of the Special Meeting.
b. Notice of a member meeting shall be given not fewer than ten (10) days, and not more than sixty (60) days, before the date scheduled for the meeting referred to in the notice. Notice may be given by E-mail.

c. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of this Society, (i) a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, or (ii) presence at the meeting unless the person or persons, at the beginning of the meeting, objects to holding the meeting or discussing business at the meeting, then it shall be deemed equivalent to the giving of such notice.

d. <u>Notice Provided in an Electronic Transmission</u>. Notice may be provided in an electronic transmission and be electronically transmitted.

(1) <u>Oral Notice</u>. Oral notice may be communicated in person, by telephone, wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record.

(2) Notice Provided in a Tangible Medium. Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or wire or wireless equipment that transmits a facsimile of the notice.

(3) Notice Provided in an Electronic Transmission. Notice may be provided in an electronic transmission and be electronically transmitted.

(i) Consent to Receive Notice by Electronic Transmission. Notice to members in an electronic transmission is effective only with respect to members who have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the address, location or system to which these notices may be electronically transmitted. Notice provided in an electronic transmission includes material required or permitted to accompany the notice by applicable statute or regulation.

(ii) Revocation of Consent to Receive Notice by Electronic Transmission. A member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Society in the form of a record. The consent of a member to receive notice by electronic transmission is revoked if the Society is unable to electronically transmit two consecutive notices given by the Society in accordance with the consent, and this inability becomes known to the Secretary of the Society or any other person responsible for giving the notice. The inadvertent failure by the Society to treat this inability as a revocation does not invalidate any meeting or other action.

(iii) Posting Notice on an Electronic Network. Notice to members who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE V. BOARD OF DIRECTORS

5.1 General Powers

The management, control and operation of the affairs of this Society are vested in the Board of Directors ("Board") of the Society. The Board of Directors shall exercise all corporate powers and manage the business and affairs of the Society, except as otherwise provided by law, the Society's Articles of Incorporation, or these Bylaws. The duties of the Board of Directors in managing the Society shall include, but not be limited to, the following:

(a) To establish the mission, purposes, goals, and program priorities to be implemented by the Society's President and staff, through a strategic planning process;

(b) To ensure that appropriate policies have been developed, adopted, and implemented by the Society to carry out its mission;

(c) To determine and set overall policy;

(d) To advocate the mission, values, accomplishments, and goals of the Society to the Members and to the public at large;

(e) To determine, monitor, and strengthen programs that are responsive to the needs of the Members and are central to the Society's mission;

(f) To establish fiscal policy, including budget authorization and oversight;

(g) To develop adequate resources to ensure financial stability for the Society's activities;

(h) To select, retain, support, evaluate the performance of, and discharge the President of the Society; and

(i) To recruit, elect, orient, and evaluate the Directors and Officers of the Board of Directors.

5.2 Number of and Criteria for Directors

The Board will consist of up to eleven (11) persons (a "Director" or, collectively, the "Directors"). The number may be increased or decreased by the Board from time to time, but shall not consists of fewer than three Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The voting members of the Board of Directors shall be composed of five Officers, as described in Article VI. Only Full Members in good standing are eligible to become Directors. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

5.3 Term

Each Director shall serve a term of three (3) years and shall serve until a successor is elected and assumes the position. The terms shall be staggered such that the terms of approximately one-third (1/3) of the Directors expire each year. To establish the staggered terms, the founding Directors will be assigned terms as follows: Group 1 is a 3-year term, Group 2 is a 2-year term, Group 3 is a 1 year term. Assignments shall be determined by lot or by agreement at the first Steering Committee meeting. Directors may be re-elected one time for a maximum of six (6) years of consecutive service. Thereafter, an individual must not serve on the Board for at least one year before re-election. For all Directors, filling a portion of an unexpired term of a declared vacancy shall not count as a term for the purpose of this limitation. Terms begin at the next regular Board meeting after the election.

5.4 Nominations and Election

Candidates for the election will be established by the Nominations Committee, chaired by the Past President. The Board shall give primary consideration to the candidates recommended by the Nominations Committee, chaired by the Immediate Past President Recommendations for Director nominees may be submitted to the Board by Members and incumbent Directors, or any other interested persons. The slate of Director-nominees shall be presented to the Members and the Members shall elect the Directors from this slate of nominees or such other persons as it may wish to consider. Each Member may cast no more than one vote per candidate, up to the number of open Board seats, and may not cast more than one vote for any single candidate.

5.5 Removal/Vacancy

A director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.

The Members may remove a Director at any time upon a two-thirds (2/3) vote of the Members. If Members approve removal of a Director, a replacement shall be named by the Members, based upon recommendations of the Board or nominations from the Members.

When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, a replacement Director shall be named by the Board until the next scheduled election or, if no replacement is named, the number of Directors shall be reduced by such vacancies until qualified replacements are appointed. At no time will the number of Directors be fewer than three (3).

5.6 Annual Meeting

The Society shall hold an Annual Meeting of Directors at the Society for Muscle Biology meeting or at another Society-relevant conference, a time and place to be fixed by the President. The agenda for the Annual Meeting of Directors shall include but not be limited to establishing the budget and priorities for the year.

5.7 Regular and Special Meetings

a. Regular meetings of the Board shall be held at such times and at such place as the President may designate. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than the resolution. The President may call for meetings that correspond with the Society for Muscle Biology annual meeting, or additional meetings via video conference or at other venues. All Directors should attend the Board meetings. Expenses to attend the Board meetings will be borne by the Directors themselves and will not normally be reimbursed by the Society. In exceptional cases, however, where geographical location would make such costs prohibitive to their attendance, Directors may receive partial reimbursement, as determined by the Board.

b. Special meetings of the Board may be called by the President, or by at least a majority of Directors of the Society at such time and place as the Directors calling the meeting may specify and in accordance with the notice requirements of this Article 5.

5.8 Non-voting Ex officio Directors

Non-voting ex officio Directors may be invited to attend Board meetings at the discretion of the Board.

5.9 Non-voting Invited Members

Non-voting members may be invited to attend Board meetings at the discretion of the Board. Such non-voting invited Members may include Junior, Emeritus, or Affiliate members.

5.10 Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting without further notice.

5.11 Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by law or by these Bylaws.

5.12 Action without a Meeting

Any action required by law to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting, if consents in writing, setting forth the action so taken, are signed by all of the Directors and the written consents are included in the minutes of the proceedings of the Board of Directors or filed with the corporate records. The consents shall have the same effect as a unanimous vote of the Board of Directors for all purposes.

5.13 Meetings by Electronic Means of Communication

Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Directors may simultaneously hear and speak to each other. Before the commencement of any business at a meeting at which any Director does not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

5.14 Compensation

Directors shall not be paid for their services as Directors or Officers, provided however, Directors and Officers may receive reimbursement of reasonable expenses related to serving as a Director or Officer or for services rendered to or on behalf of the Society in another capacity if approved in advance by the Board and subject to compliance with the Society's conflicts of interest policy.

5.15 Notice
Meetings must be preceded by at least seventy-two (72) hours notice to each Director by email. Notice of a meeting held by remote conference must include instructions on how to access the electronic transmission. Attendance at the meeting is deemed to waive notice unless the Director attends solely to object to the holding of the meeting or the business to be discussed.

5.16 Conflict of Interest
The Board shall abide by the Conflict of Interest Policy adopted by the Board.

5.20. Procedure. The proceedings and business of the Board of Directors shall be conducted in accordance with the Robert's Rules of Order, Newly Revised, unless the conduct of a matter is otherwise governed by the provisions of state law, the articles of incorporation, or these bylaws.

ARTICLE VI. OFFICERS

6.1 Officers
The Officers of the Society are a President, a President-Elect, a Past-President, a Secretary, and a Treasurer of the Society. These five Officers are also Directors. The Board may also appoint such other officers as, in its judgment, are necessary to conduct the affairs of the Society. No officer shall execute, acknowledge, or verify any instrument in more than one capacity which is required by law or by these Bylaws to be executed, acknowledged, or verified by two or more Officers.

6.2 Election
The Officers shall be elected to the Board of Directors, consistent with Article 5. All Members are eligible to vote for the Officers.

6.3 Term of Office
Officers shall be elected for three (3) year terms. The President-Elect shall immediately succeed to the office of President and the President shall immediately succeed to the office of Past-President, to serve one-year terms in each position. Following completion of the three consecutive one-year terms (three years in total), the Past-President may not serve as President again for another three years. The officers shall serve until their successors are elected and assume their positions. A Director may be re-elected Secretary or Treasurer once to serve a maximum of six (6) consecutive years of service. Terms begin at the next regular Board meeting after the election. To establish the staggered terms, the founding Officers will be assigned terms as follows: Group 1 is a 3 year term, Group 2 is a 2 year term, Group 3 is a 1 year term.

Assignments shall be determined by lot or by agreement at the first Steering Committee meeting.

6.4 President
The President will preside at all meetings of the Board and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Society subject only to such Bylaws as may be adopted and such orders as may be issued by the Board. The President will advise and make recommendations to the Board relating to the operation and long-range planning of the Society. The President will make committee chair appointments with Board approval, including the meeting organizers of the Society for Muscle Biology annual conference, and any other Society-sponsored conferences. The President will act as a spokesperson for the Society. The President may sign with the Secretary or other proper officer of the Society authorized by the Board, any deeds, bonds, contracts or other instruments which the Board has authorized to be executed and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. Following election, the President shall serve a one-year term as President-Elect, followed by a one-year term as President, followed by a one-year term as Past-President.

6.5 President-Elect
The President-Elect will have such duties as determined from time to time by the Board. The President-Elect will discharge the duties of the President in the event of their absence or inability to act, in order of rank. The President-Elect will assist the President in the performance of their duties as the President directs, including coordinating Board meetings and annual elections. The President-Elect will assist the President in implementing the decisions of the Board or membership and will chair the awards committee. At the end of the term, the President-Elect shall serve a one-year term as President, followed by a one-year term as Past-President.

6.6 Past-President
The Past-President will have such duties as determined from time to time by the Board. The Past-President will provide advice to the President and chair the Nominating Committee for the election of new Directors. The Past-President serves a one-year term following their term as President.

6.7 Secretary
The Secretary will sign documents of the Society from time to time as required; perform such duties as may be assigned by the President; will keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; and be custodian of the Society records. The Secretary shall provide a copy of the minutes to each Board member following a Board meeting and to the general membership after the Annual Meeting of Members. The Secretary shall keep a record of past and current Officers, Board members, committee members, and the general membership. The Secretary shall perform any and all other duties incident to the office of Secretary and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

6.8 Treasurer
The Treasurer will be responsible for the custody of the funds and securities of the Society which will come into the Treasurer's hands and will advise the Board respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President. The Treasurer shall provide to the Secretary a list of Members who have paid annual dues at least 14 days in advance of the Annual Meeting of Members. The Treasurer will (a) keep, or cause to be kept, adequate and correct accounts of all the properties and transactions of the Society; (b) deposit, or cause to be deposited, all monies and other valuables in the name of and to the credit of the Society, with depositories designated by the Board of Directors; (c) cause all the funds of the Society to be disbursed as ordered by the Board of Directors, (d) on request, render an accounting of all financial transactions of the Society and a statement of the financial condition of the Society, and (e) perform any and all other duties incident to the office of Treasurer and other duties as may be prescribed by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

6.9 Vacancies

a. If the President's office becomes vacant, the Past-President shall assume the office of President for its unexpired term, and the Past-President's office shall remain vacant, unless the Board chooses to appoint a replacement. If there is no Past President, the President-Elect shall assume the office of President, unless the Board determines otherwise.
b. If the President-Elect's office becomes vacant, that position shall remain vacant until the next election, unless the Board chooses to appoint a replacement. At the next election, Members shall vote for both President-Elect and President.
c. If either the Secretary or Treasurer offices become vacant, the two offices shall be combined and the remaining officer shall assume the office of Secretary/Treasurer, unless the Board chooses to appoint a replacement.

d. Resignation and Removal. Any Officer may resign at any time by giving written notice of their resignation to the Secretary of the Society. Any resignation shall take effect upon receipt of the notice or upon any later time specified in the notice. The Board of Directors may remove any officer whenever in its judgment the best interests of the Society will be served thereby. The removal of any officer shall be by an affirmative vote of the majority of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed, but election or appointment of an officer shall not of itself create contract rights. Vacancies among the officers shall be filled by the Board of Directors.

ARTICLE VII. EXECUTIVE DIRECTOR

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

ARTICLE VIII. COMMITTEES OF THE BOARD OF DIRECTORS

8.1 Committees

The Board may appoint such committees as it desires. If a Steering Committee is formed, it shall consist of the five (5) Officers. The Steering Committee shall have and may exercise, when the Board is not in session and without specific designation, all of the powers of the Board in the management of the affairs of Society, except action with respect to election of officers or the filling of vacancies on the Board. The Board of Directors shall periodically assess the activities and need for each committee, and the Board may disband any committees that it deems no longer necessary for the Society's goals.

8.2 Representatives

Any other committee shall include at least one Director and as many non-Director Members as the Board desires. A committee shall have only the authority delegated to it by the Board. Such committees shall aim to be representative of the international membership of the Society. Except where stated otherwise, terms of service on a standing committee shall be three years. A member may be appointed for no more than two consecutive three-year terms, and shall be ineligible for reappointment until the lapse of at least one full three-year term. A member of the Board of Directors may serve simultaneously on one or more committees. Emeritus members may serve on *ad hoc* committees.

8.3 Chairs

The Chair of any committee shall be appointed by the Board of Directors and shall submit an annual report, in person and/or in writing to the Board of Directors at the meeting held during the Annual Meeting. The Chair shall be responsible for the proper running of the committee and may request assistance from the Executive Director (if available). Only Full Members may serve as the Chairs of committees.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Contracts

The Board may authorize any Officer or Officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

9.2 Checks, Drafts, Etc

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, will be signed by such Officer or Officers, agent or agents of the Society and in such manner as is from time to time to be determined by resolution of the Board. In the absence of such determination by the Board, such instruments will be signed by the Treasurer and countersigned by the President of the Society.

9.3 Deposits

All funds of the Society will be deposited from time to time to the credit of the Society in such banks, trust companies or other depositaries as the Board may elect.

9.4 Gifts

The Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Society.

9.5 Books and Accounts

The Society will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board and its committees. In addition, the Society will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE X. INDEMNIFICATION

The Society shall, to the fullest extent authorized by Maryland Corporations and Associations Code § 2-418, indemnify each Director and Officer of the Society against reasonable expenses, and may advance such expenses, against liability incurred by a Director or Officer in a proceeding in which they were a party because they were a Director or Officer of the Society. These indemnification rights shall not be deemed to exclude any other rights to which the Director or Officer may otherwise be entitled. The Society shall, to the fullest extent authorized by law, indemnify any employee who is not a Director or Officer of the Society, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because she/he was an employee of the Society. The Society may, to the fullest extent authorized by law, indemnify, reimburse, or advance expenses of Directors, Officers, or employees.

ARTICLE XI. FISCAL YEAR AND TERM YEAR

The fiscal year of the Society is the calendar year. The terms of the Officers and Directors shall be the next regular Board meeting after election, unless otherwise determined by the Board.

ARTICLE XII. OFFICES

The Society shall have and continuously maintain in the state of Maryland, a registered office or registered agent whose office is identical with such registered office, and may have other offices within or without the State of Maryland as the Board may from time to time determine.

ARTICLE XIII. AMENDMENTS

13.1 By the Board

The power to alter, amend, or repeal the Bylaws of the Society, or to adopt new bylaws, is vested in the Board of Directors. The affirmative vote of a majority of the Directors of the entire Board shall be sufficient to effectuate such action, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting.

13.2 By Members

Upon recommendation by the Board, these Bylaws may be amended or repealed and new Bylaws may be adopted upon the vote of a majority of the Members, provided that, if the vote is to take place at a meeting rather than by written ballot, notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

13.3 Record of Amendments.

Whenever an amendment or new Bylaw is adopted, a copy shall be appended to or noted at the appropriate place in the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be appended to or noted at the appropriate place in the original Bylaws. Alternatively, the Society may restate the bylaws in their entirety as amended.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of the Society may adopt.

ARTICLE XV. DISSOLUTION

15.1 By Directors

The Board may recommend dissolution, merger or any other form of corporate restructuring upon the vote of two-thirds (2/3) of the Directors then in office, provided that a statement of the proposed dissolution or restructuring is included in the notice of such meeting.

15.2 By Members

Upon recommendation by the Board, the Society shall be dissolved or subject to merger or any other form of corporate restructuring upon the vote of a majority of the Members, provided that, if the vote is to take place at a meeting rather than by written ballot, notice of the meeting is given stating the proposed dissolution or restructuring to be considered.

15.3 Upon dissolution
The assets shall be distributed consistent with the Society's Articles of Incorporation