

BY-LAWS
OF
The Society for Photographic Education (SPE)

ARTICLE I - NAME AND PURPOSE

1.1. The name of this organization is The Society for Photographic Education, (a.k.a. SPE) (the "Corporation"), a charitable corporation with a specific mission to provide and foster an understanding of photography as a means of diverse creative expression, cultural insight, and experimental practice. Through its interdisciplinary programs, services, and publications, the society seeks to promote a broader understanding of the medium in all its forms through teaching and learning, scholarship, and criticism. It welcomes as members everyone involved in such teaching and all others who have similar goals and interests. The society aims to engage in a continuing reappraisal of the nature and meaning of imagemaking and the teaching of lens-based media.

1.2 Ownership of Corporate Property. The Corporation shall not be operated for profit and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized, as set forth in its certificate of incorporation, as the same may from time to time be amended. No member, director, officer, employee, or volunteer shall have any right to or any share or interest in any of the property or assets of the Corporation and no member, director, officer, employee, or volunteer shall be liable for

any of the debts, liabilities, or obligations of the Corporation, in the absence of fraud, bad faith, or breach of fiduciary duty.

ARTICLE II - MEMBERSHIP

2.1 Individual Members. Membership in the Corporation shall be open to any person with a desire and willingness to promote, foster, and support the purposes, aims, and objectives of the Corporation.

2.2 Organizational Members. In addition to individuals, the Corporation shall admit as members other organizations of the community, including, but not limited to, private business enterprises, nonprofit groups, neighborhood organizations, and agencies of the local, state, and federal governments. An organizational member may be represented by a person designated by it from time to time to exercise its membership rights as may be necessary or appropriate.

2.3 Other Memberships. Other membership categories may be established by the Board.

2.4 Membership Applications and Contributions. Any person or organization may become a member upon registration with the Corporation, acceptance of such membership application by the Corporation, and payment of an initial membership contribution.

Thereafter, a person or organization may continue as a member of the Corporation in good standing by payment of an annual membership contribution. The initial and annual membership contributions shall be such amounts as may be determined to be appropriate from time to time by the Corporation's Board of Directors (the "Board") in its sole discretion. Members of the Corporation shall be required to pay annual dues through annual subscription, in an amount and on or before a date set by the Board, as a condition of membership.

ARTICLE III - MEETINGS OF MEMBERS

3.1 Annual Meeting. An annual meeting of the Corporation's members shall be held each year for the purpose of transacting such business as may come before such meeting. The date and time of each annual meeting shall be determined by the Board and publicized in accordance with these By-Laws or the provisions of the New York Not-for-Profit Corporation Law.

3.2 Regular Meetings. In addition to the annual meeting, there shall be such other regular meetings of the members during each calendar year as the members or the Board may determine. The dates and times of such regular meetings shall be determined by the Board and publicized in accordance with these By-Laws.

3.3 Special Meetings. A special meeting of the Corporation's members may be called by the Chair at any time upon vote of the majority of the Board or upon petition to the Chair of ten percent (10%) of the members. Such meeting shall be held no later than thirty (30) days after such vote or receipt of petition by the Chair. At special meetings of the members, only such business as stated in the vote or petition for and notice of such meeting shall be transacted.

3.4 Notice of Meetings; Waivers of Notice. (a) Notice of each annual, regular, and special meeting of members shall be given in writing to each member at least ten (10) but not more than fifty (50) days prior to the scheduled meeting date, and not less than thirty (30) but not more than sixty (60) days prior to the meeting date if mailed by other than first class mail. Written notice of any such meeting shall specify the place, date, and hour of the meeting, and, in the case of a special meeting, the business to be transacted at such meeting. Such notice shall be effective upon personal delivery, mailing of same to a member's usual business or residence address, facsimile addressed to the respective member or electronic mail. If mailed, notice is given when deposited in the United States mail or delivered to the carrier, with postage or other charges thereon prepaid, directed to the member at his or her address as it appears in the record of members or to such other address as the member shall have specified to the Secretary of the Corporation in writing. If by facsimile or electronic mail, notice is given when directed to the member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation.

(b) The notice requirement for any meeting of members shall be deemed waived by any member by his or her attendance at the meeting, unless such member openly objects to the lack of notice at the earliest possible time at the meeting and does not otherwise participate in the meeting. Notice may also be waived at any time before or after such meeting in writing or by electronic mail.

(c) If the Corporation at any time has more than 500 members, then notice may be served by publication on the Corporation's website, social media, and all-member email distributions once a week for three successive weeks preceding the date of the meeting, provided that the Corporation shall also post such notice on the homepage of the Corporation's website continuously from the date of publication through the date of the meeting. If a member requests in writing that such notice be delivered to such member by first class mail, then the Corporation shall comply with such request.

3.5 Quorum. At any regular, annual, or special meeting of the members, the presence of a majority of the members, or that number of members entitled to cast one hundred (100) votes or ten percent (10%) of the total number of votes to be cast, whichever is less, shall constitute a quorum for the transaction of any business at such meeting. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until further notice to any absent members and until a quorum is present. The Chair or, in his or her absence, the Vice-Chair shall preside at all meetings of members.

3.6 Action by the Members. (a) Each member shall be entitled to one vote on each matter properly submitted to the members for action at any meeting of the members. Unless otherwise required or permitted by law or these By-Laws, the vote of a majority of members present at the time of a vote at a duly convened meeting, provided a quorum is then present, shall be the act of the members.

(b) Every member entitled to vote at a meeting of members may authorize another person or persons to act for him or her by proxy. Every proxy must be signed by the member or the member's attorney-in-fact or, alternatively, each member may authorize the proxy by electronic mail. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

(c) Any action required or permitted to be taken by the members may be taken without a meeting with the consent, in writing or by electronic email, to the adoption of a resolution authorizing the action, of the majority of the number of members that would constitute a quorum under Section 3.5 of these By-Laws. The resolution and either the written consent or electronic mails received thereto by the members shall be filed with the minutes of the proceedings of the members.

ARTICLE IV - BOARD OF DIRECTORS

4.1 Powers. The Board shall have the power to conduct, manage, and control the affairs and business of the Corporation and shall be charged with the responsibility of accomplishing its aims and objectives.

(a) Executive Director. The Board may hire and appoint an Executive Director who shall be the chief operating officer of the Corporation. The Executive Director shall serve at the pleasure of the Board and be subject to its general control and direction. In general, the Executive Director shall have all of the powers and perform all of the duties incident to the office of general manager together with such other powers and duties as may from time to time be properly prescribed by the Board.

(b) Compensation of Executive Director. The Board shall fix the compensation of the Executive Director. The Board may further authorize the Executive Director to fix the compensation of such subordinate employees of the Corporation as he or she may be authorized to employ. No person who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation.

4.2 Compensation of Directors. The directors shall receive no compensation from the Corporation for their services as directors; but, in the sole discretion of the Board, a director may receive reasonable reimbursement for actual expenses incurred in the performance of his or her duties as a director. The Board shall also have the authority to reasonably compensate a director for services rendered to the Corporation in other than his

or her capacity as a director or officer. No person who may benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation.

4.3 Board Composition. The number of elected and appointed directors constituting the entire Board shall be no less than five (5), nor more than twenty-one (21), including the Executive Director of the Corporation, who shall be a member of the Board ex officio, with voting rights, except as otherwise provided in these By-Laws.

4.4 Elected Directors. Directors shall be elected annually by the members of the Corporation via action by written consent in the fall preceding each annual meeting. Such directors shall be elected from a slate of nominees presented by the Governance Committee, which may be amended by nominating petitions submitted to the Governance Committee within thirty days of the publication of the preliminary slate, which petitions shall have been signed by ten percent (10%) or more of the Corporation's members.

4.5 Appointed Directors. In addition to the directors elected pursuant to Section 4.4 of these By-Laws, two additional directors shall be appointed by the Board to satisfy particular skills or talents deemed necessary by the Board for the furtherance of the Corporation's mission. Such directors shall be selected from a slate of nominees prepared by the Governance Committee and presented to the Board for consideration. Any director appointed pursuant to this section shall have all of the rights and obligations of directors elected by the membership under Section 4.4 of these By-Laws.

4.6 Term. Each elected or appointed director shall hold office for a four (4) year term and until his or her successor is elected and qualified, which term shall commence on the first day of the month of January. Thereafter, all directors shall be elected or appointed for four (4) year terms. No elected or appointed director may serve for more than two (2) consecutive terms. The number of directors to be elected or appointed each year shall be determined by resolution of the Board prior to the creation of the final slate of nominees and, subject to the number of directors permitted by Section 4.3 of these By-Laws, shall be at least equal to that number of directors whose terms expire at the end of such year. Any director may be removed with or without cause by a vote in person or by proxy of the members of the Corporation, or by a vote of two-thirds (2/3) of the entire Board, at any regular or special meeting of the members or the Board called for that purpose.

4.7 Vacancies. Any vacancy occurring on the Board may be filled by a vote of the majority of the remaining directors, and such person filling the vacancy shall hold office to fill the unexpired term, if any, of the director causing the vacancy. Such unexpired term shall be deemed to be a complete term for purposes of determining the maximum number of terms permitted by Section 4.6 of these By-Laws.

4.8 Resignation. A director may resign at any time by giving written notice to the Board, the Chair, or the Executive Director of the Corporation. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and acceptance of the resignation shall not be necessary to make it effective.

4.9 Annual Meeting of Directors. An annual meeting of the Board of Directors shall be held each year in conjunction with the annual conference for the purpose of conducting such business as may come before the meeting.

4.10 Regular Meetings. In addition to the annual meeting, regular meetings of the Board shall be held at least once annually, either in person or by such other means as permitted by law or these By-Laws. One such regular meeting shall be designated for the purpose of the election of officers and consideration of committee appointments as provided in Articles V and VI of these By-Laws. The exact date and time of regular meetings will be determined by act of the Board.

4.11 Special Meetings. A special meeting of the Board may be called by the Chair at any time and shall be called upon written request of at least three (3) directors to the Chair. Such meeting shall be held no later than thirty (30) days after receipt of such request by the Chair.

4.12 Notice of Meetings; Waiver of Notice. (a) Notice of each regular, annual, and special meeting of the Board shall be given in writing to each director not less than three (3) days prior to the meeting date. Written notice of any such meeting shall specify the place, date, and hour of the meeting, and, in the case of a special meeting, the business to be transacted at such meeting. Written notice of such regular meetings need not be given if the place, date, and hour have been previously scheduled by the Board at a regular,

annual, or special meeting. Such notice shall be effective upon personal delivery, mailing of same to a director's usual business or residence address, facsimile addressed to the respective director, or electronic mail. If mailed, notice is given when deposited in the United States mail or delivered to the carrier, with postage or other charges thereon prepaid, directed to the director at his or her address as it appears in the record of directors or to such other address as the director shall have specified to the Secretary of the Corporation in writing. If by facsimile or electronic mail, notice is given when directed to the director's fax number or electronic mail address as it appears on the record of directors, or, to such fax number or other electronic mail address as filed with the Secretary of the Corporation.

(b) The notice requirement for any meeting of the Board, regular, annual, or special, shall be deemed waived by any director by his or her attendance at the meeting, unless such director openly objects to the lack of notice at the earliest possible time at the meeting and does not otherwise participate in the meeting. Notice may also be waived in writing at any time before or after such meeting, in writing or by electronic mail.

4.13 Quorum. At any meeting of the Board, regular, annual, or special, a majority of all of the directors shall constitute a quorum for the transaction of any business at such meeting, and, except as otherwise set forth herein, a vote of the majority of the directors present and voting at the time of the vote shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until further notice to any absent directors and until a quorum is present.

The Chair or, in his or her absence, the Vice-Chair, shall preside at all meetings of the Board.

4.14 Participation in Meetings By Other Means. Any one or more members of the Board or of any committee may participate in a meeting of the Board or such committee by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting.

4.15 Action Without Meeting. Any action required or permitted to be taken by the Board or of any committee may be taken without a meeting if all members of the Board or committee consent in writing or by electronic mail to the adoption of a resolution authorizing the action. The resolution and either the written consent or electronic emails received thereto by the members of the Board or applicable committee shall be filed with the minutes of the proceedings of the Board or committee.

4.16 Records. The Board shall maintain a complete record of all business transactions, minutes, and acts. The Board shall also maintain a complete record of proceedings of the members of the Corporation and shall present at the annual meeting of the members of the Corporation the annual report required by Section 519 of the New York Not-for-Profit Corporation Law.

4.17 Related Party Transactions. Prior to taking any action on a Related Party Transaction, as that term is defined in the Not-for-Profit Corporation Law of the State of New York, the Board shall consider alternative transactions to the extent available. Any Related Party Transaction shall be approved by a vote of the majority of the Board present at the meeting and the Board shall contemporaneously document in writing the basis for the Board's approval, including the Board's consideration of any alternative transactions.

ARTICLE V - OFFICERS

5.1 Officers of the Corporation. The Board members shall elect a Chair, a Vice-Chair, a Treasurer, and a Secretary. All officers shall serve at the pleasure of the Board and shall be elected members of the Board during their terms of office. Officers of the Corporation shall be elected for two (2) year terms commencing January 1, which elections shall occur at a time designated by the Board. The Chair and Secretary elections will be held in even numbered years to commence/continue terms in the following odd numbered year. Vice-Chair and Treasurer elections will be held in odd numbered years to commence/continue terms in the following even numbered year. No person shall be elected to the same office for more than two (2) terms during any one five (5) year period. The Board members may also elect such other officers as they may deem appropriate. No employee of the Corporation shall serve as Chair or Vice-Chair of the Board. Any two or more offices may be held by the same person, except that the same individual may not serve simultaneously as Chair and Secretary. The following elected officers of the Corporation shall have the responsibilities hereinafter set forth:

a. Chair and Vice-Chair. The Chair shall preside at all meetings of the members, the Board, and the Executive Committee and shall perform such other duties as the Board may direct. The Chair generally shall have such powers and duties as are customary and incidental to the highest elected officer of an organization. In the absence of the Chair, the Vice-Chair shall perform all of the duties of the Chair and shall preside over the governing documents of the organization.

b. Secretary. The Secretary shall attend all meetings of the Board and members and shall cause the minutes and all votes in such proceedings to be recorded in books to be maintained for such purposes. The Secretary shall give or cause to be given the required notice of all meetings of the members and the Board, and shall cause to be kept all of the documents and records of the Corporation, including the list of members of the Corporation entitled to vote, as required by law or otherwise, in a proper and safe manner. The Secretary shall have such other powers and duties as may from time to time be properly prescribed by the Board or the Chair.

c. Treasurer. The Treasurer shall be responsible for the keeping of correct and complete books and records of accounts for the Corporation and for the furnishing of reports to the Board setting forth the Corporation's financial status. Subject to the control and direction of the Board and such officers as the Board may designate, the Treasurer shall be responsible for the establishment and execution of programs and plans for the provision of funds required by the Corporation. The Treasurer shall be responsible

for presiding over banking arrangements to receive, hold, and disburse funds of the Corporation. The Treasurer shall, as required, invest the funds of the Corporation and establish and coordinate policies for investment in appropriate accounts based on the direction of the Finance Committee. The Treasurer shall have such other powers and duties as may from time to time be properly prescribed by the Board.

5.2 Resignation. An officer of the Corporation or an operating officer may resign with or without stating a reason therefore at any time by giving written notice to the Board, the Executive Committee, or the Chair. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery.

5.3 Removal. Any officer of the Corporation or operating officer may be removed from office, with or without cause, by the vote of two-thirds (2/3) of the entire Board at any regular or special meeting called for such purpose.

5.4 Vacancies. Officer vacancies occurring for any reason may be filled by a majority vote of the directors at any special or regular meeting of the Board of Directors. Any person so elected shall hold office until the completion of the term for the post vacated.

ARTICLE VI - COMMITTEES

6.1 Appointment of Committees of the Board and Committees of the Corporation.

(a) An Executive Committee and other Committees of the Board may be created by the Board for such special tasks as circumstances warrant. Each Committee of the Board shall consist of at least three (3) members. All voting members of a Committee of the Board must be directors of the Corporation. Except as otherwise provided in these By-Laws, the chairs and all members of Committees of the Board shall be recommended by the Chair of the Board for consideration and approval by the Board at an organizational meeting designated for that purpose, and shall serve until the next organizational meeting and until their successors are duly appointed and qualified. Committee members may be removed by the Board with or without cause at any time, and they may resign upon written notice to the Chair of the Board. Vacancies may be filled by recommendation of the Chair, subject to approval by the Board. Committee members appointed to fill vacancies shall serve until the next organizational meeting of the Board and until their successors are appointed and qualified. The Board may create one (1) or more subcommittees of any committee at any meeting of the Board. The chairs and all members of any such subcommittee shall be recommended by the Chair of the Board for consideration and approval by the Board at an organizational meeting designated for that purpose, and shall serve until the next organizational meeting and until their successors are duly appointed and qualified.

(b) Committees of the Corporation may be created by the Board for such special tasks as circumstances warrant. Each Committee of the Corporation shall consist of at least three (3) members. Committees of the Corporation may include members who are

not directors, but each Committee of the Corporation shall include at least one (1) member who is a director of the Corporation. Members and chairs of Committees of the Corporation shall be recommended by the Chair of the Board, for consideration and approval by the Board at an organizational meeting designated for that purpose, and shall serve for the duration of the life of such Committee of the Corporation unless they earlier resign or are removed. The Chair of each Committee of the Corporation shall be appointed from among the members of the Committee of the Corporation who are members of the Board. A Committee of the Corporation shall limit its activities to the accomplishment of the task or tasks for which it is appointed and shall have no power or authority to bind the Board.

6.2 Committee Meetings. At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. The chairperson of each and every committee or a representative is required to submit biannual report through board reporting mechanisms managed by the Corporation's headquarters. Except as otherwise prescribed in these By-Laws or as required by the Board, committees shall meet with such frequency as is necessary, in their discretion, to accomplish their purposes.

6.3 Executive Committee. (a) The Executive Committee shall be a Committee of the Board and shall be comprised of the Executive Director, ex officio with vote (if one is appointed), the Chair, the Vice-Chair, the Treasurer, the Secretary, and such other

members as may be recommended by the Chair of the Board with the approval of the Board, in accordance with Section 6.1 above.

(b) Between meetings of the Board of Directors, and to the extent permitted by law, the Executive Committee shall possess the powers of the Board with respect to managing and conducting the affairs of the Corporation, subject to such instructions as may be imposed from time to time by the Board.

(c) The Chair of the Corporation shall serve as Chair of the Executive Committee. The Executive Committee shall meet as deemed necessary or advisable by the Chair, the Committee, or the Board. The Executive Committee, or one (1) or more subcommittees thereof, shall take the lead with respect to strategic planning for the Corporation and its affiliated chapters and shall consider compensation issues with respect to the directors, officers, management, and other staff of the Corporation and its affiliated chapters. The Executive Committee shall report its actions to the next regular meeting of the Board, or at a special meeting called for that purpose. The activities of the Executive Committee shall be deemed to have been ratified by the Board following such report unless affirmatively overruled or modified by resolution of the Board.

(d) The Executive Committee shall evaluate the performance of the Executive Director (if one is appointed).

6.4 Governance Committee. (a) The Governance Committee shall be a Committee of the Board and shall be comprised of such directors of the Corporation as may be recommended by the Chair with the approval of the Board, in accordance with Section 6.1 of this Article. If one is appointed, the Executive Director shall serve as an ex officio nonvoting member of the Governance Committee. The Chair of the Board shall not serve as the Chair of the Governance Committee.

(b) The Governance Committee shall identify and recommend to the Board of Directors candidates for nomination to the Board of Directors; recommend to the Board of Directors candidates to serve as officers; evaluate the performance of the Board of Directors as a whole and individual directors pursuant to criteria developed by the Committee; evaluate the performance of the Chair of the Board; perform management succession planning; manage Board education programs; and perform such other functions as described in these By-Laws or as otherwise specified by the Board of Directors.

6.5 Audit Committee. (a) The Audit Committee shall be a Committee of the Board and shall be comprised of such independent voting directors of the Corporation as shall be recommended by the Chair of the Board with the approval of the Board, in accordance with Section 6.1 of this Article. The Audit Committee shall have the Vice-Chair of the Board as its chairperson. No members of the Finance Committee shall serve on the Audit Committee, nor shall the Corporation's Executive Director, if one is appointed.

(b) The Audit Committee shall be directly responsible for the oversight of the work of any public accountant or public accounting firm retained by the Corporation for the purpose of preparing and issuing an audit report or related work for the Corporation and its affiliated chapters, and each such public accountant or firm shall be required to report directly to the Audit Committee as well as the Executive Director (if one is appointed).

6.6 Awards and Recognition Committee. The Awards and Recognition Committee shall be a Committee of the Board and shall have at least three members recommended by the Chair and approved by the entire Board, in accordance with Section 6.1 of this Article. The Awards and Recognition Committee shall have the responsibility of adjudicating the Corporation's awards and grants under its purview.

6.7 Finance Committee. (a) The Finance Committee shall be a Committee of the Corporation and shall be comprised of such members as may be recommended by the Chair of the Board with the approval of the Board, in accordance with Section 6.1 of this Article. The members of the Finance Committee shall include the Treasurer of the Corporation, who shall serve as the Chair of the Committee. If one is appointed, the Executive Director shall serve as an ex officio voting member of the Finance Committee. The Finance Committee may include members chosen for their skills and expertise related to the responsibilities of the Committee, with or without voting rights, subject to the approval of the entire Board.

(b) The Finance Committee, or a subcommittee thereof, shall oversee the financial affairs and investments of the Corporation and its affiliated chapters and perform such specific functions as are assigned by the Board of Directors. The Finance Committee has no power to bind the Corporation, and as such shall report directly to the Executive Committee or to the Board of Directors on a regular basis.

6.8 Development Committee. The Development Committee shall be a Committee of the Corporation, and shall have at least three members recommended by the Chair and approved by the entire Board. The Development Committee shall have the responsibility of soliciting or overseeing the solicitation of funds for the benefit of the Corporation and its stated mission and purposes.

6.9 The Communications Committee. The Communications Committee shall be a Committee of the Corporation and shall have a director as its chairperson. Members of the Communications Committee shall be recommended by the Chair of the Board and approved by the entire Board, and shall include the Executive Director and journal Editor serving as ex officio members of the Committee, with voting rights. The Communications Committee shall have advisory responsibility for the society's journal and communications.

6.10. Conference Committee. The Conference Committee shall be a Committee of the Corporation and shall consist of four (4) members of the Corporation, not required to be directors, at least one of which is a past program chairperson, and, when possible, where one is a future program chairperson, with a current director as the chair. Members of the

Conference Committee shall be recommended by the Chair of the Board and approved by the entire Board. The Conference Committee shall recommend the annual conference program to the Board and shall oversee the planning and production of the annual conference. The Conference Committee shall also recommend suitable locations for future meetings to the Board.

6.11 Affiliated Chapters Committee. The Affiliated Chapters Committee shall be a Committee of the Corporation and shall have a director as its chairperson. Members of the Affiliated Chapters Committee shall consist of two other directors and one member of each chapter, not a director, designated by said chapter, as recommended by the Chair and approved by the entire Board. The Affiliated Chapters Committee shall have the responsibility of serving as a liaison between the Affiliated Chapters and the Board of Directors.

6.12 Additional Committees of the Board and Committees of the Corporation. The Board may create other Committees of the Board or Committees of the Corporation, which shall exercise authority granted by the Board of Directors, but the work of any such Committee shall not be effective until approved by the Board. Members of all Committees of the Board or Committees of the Corporation shall be recommended by the Chair of the Board, approved by the entire Board in accordance with Section 6.1 of this Article, and consist only of members as permitted by law.

ARTICLE VII - INDEMNIFICATION

7.1 Officers and Directors. The Corporation shall indemnify any person made a party to any action or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation, including operating officers, and any director or officer of the Corporation, including operating officers, who served any other organization, corporation, partnership, joint venture, or trust in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted in Article 7 of the New York Not-for-Profit Corporation Law as amended from time to time.

7.2 Corporate Personnel. The Corporation may, in the discretion of the Board, indemnify all corporate personnel of the Corporation, other than directors and officers, in the same manner and to the same extent as any director or officer shall be indemnified as aforesaid by reason of his or her being, or having been, an employee of the Corporation or having served any other organization, corporation, partnership, joint venture, or trust as aforesaid.

ARTICLE VIII - FINANCES

8.1 Bank Accounts. The Chair, the Treasurer, and the Executive Director, if one is appointed, each shall have the authority to establish bank accounts on behalf of the Corporation upon such terms and conditions as may be authorized by the Board.

8.2 Bills, Notes, etc. All checks, demands for money and notes, or other instruments evidencing an indebtedness or other obligation of the Corporation shall be made in the name of the Corporation and shall be signed on behalf of the Corporation by the Treasurer or any other officers or persons as the Board may from time to time designate.

8.3 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of any exemption from taxation under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

8.4. Compensation and Expenses. No director or member shall receive any compensation for services rendered to this Corporation as such director or member, but the Board of Directors shall have the right to authorize the payment of reasonable compensation to any person, whether or not such person be a director, member, or otherwise, for services actually rendered, including travel expenses, in the accomplishment of the objects and purposes of the Corporation. This shall include the ability to employ and remunerate such person as an executive director or executive secretary, accountant,

journal editor, or other staff hired in support of the mission of the society.

8.5. Interested Directors and Officers. No director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, not in any contract for furnishing supplies thereto, unless authorized by a two-thirds (2/3) vote of the Board of Directors excluding the vote of any such interested persons.

ARTICLE IX –AFFILIATED CHAPTERS

9.1 In order to promote the purposes of the Corporation through smaller communities there shall exist Affiliated Chapters of the Corporation. Only members of the Corporation shall be recognized as members of Affiliated Chapters.

9.2 Chapters. In addition to the Corporation's eight (8) regional entities of the United States—Northeast, Southeast, Midwest, Southwest, South Central, Mid-Atlantic, West, and Northwest— the Board shall have the authority to create Affiliated Chapters outside of the United States in order to promote the purposes of the Corporation internationally. Proposals for Affiliated Chapters may be put forth by groupings of international members in good standing. The scope of activities of any Affiliated Chapter will be determined by the Corporation's Board of Directors at the time the Affiliated Chapter is established. In determining the structure of Affiliated Chapters, the

Board should consider the level of interest in any geographic region, the financial support available for the activities of the Affiliated Chapter, and the Corporation's ability to comply with any applicable laws or regulations of the United States and of the country in which the Affiliated Chapter will be located.

9.3 Mandates and Obligations. Affiliated Chapters shall be free to pursue the mission and purpose of the Corporation and to take any action consistent with its values. Each Affiliated Chapter shall officially meet in person or virtually at least once a year, preferably in a time frame opposite the annual meeting of the Corporation. Any Affiliated Chapter may be disbanded at any time with or without cause by a majority vote of the Board of the Corporation. Affiliated Chapters shall publish an announcement and report of activities for distribution to all members no less than once a year. The chairperson of each Affiliated Chapter or a representative is required to submit biannual reports through standard reporting mechanisms managed by the Corporation's headquarters.

9.4 Leadership. Each Affiliated Chapter shall elect a chairperson recognized by the Board to carry out the business of the Chapter and serve as a representative to the Affiliated Chapters Committee of the Board. All such representatives shall be elected for three-year terms. Individual Affiliated Chapters may establish other officers in accordance with the Corporation's Unified Charter, and other committees, as they deem desirable.

9.5 Finances. Centralized restricted financial accounts for Affiliated Chapters are maintained through the Corporation's headquarters. Eligible Chapters may obtain funding upon request from the Corporation subject to approval of the Board. Uniform procedures for submitting requests for allocations, dispersals, payments, and reimbursements shall be required, shall be established by the Board, and shall be communicated to the Affiliated Chapters. Affiliated Chapters' financial reports and year-end accounting shall be provided by request to the Corporation. Affiliated Chapters' officers must follow established procedures for depositing or withdrawing funds from the restricted account of their respective Chapter.

ARTICLE X - EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no member, director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI - CONFLICTS OF INTEREST AND WHISTLEBLOWER POLICIES

11.1 The Board of Directors shall adopt and enforce (a) a conflicts of interest policy for the purpose of protecting the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation and (b) a whistleblower policy for the purpose of protecting directors, officers, employees, or volunteers of the Corporation, who in good faith report any action or suspected action taken by or within the Corporation that is illegal, fraudulent, or in violation of any adopted policy of the Corporation, from suffering intimidation, harassment, discrimination, or other retaliation or, in the case of employees, adverse employment consequence.

ARTICLE XII – AMENDMENTS

12.1 Amendment by Board. These By-Laws may be altered, amended, or repealed by a two-thirds (2/3) vote of the entire Board at any regular, annual, or special meeting called for such purpose. If any provision regulating an impending election of directors is adopted, amended, or repealed by the Board, there shall be set forth in the publication of the preliminary slate of candidates for election to the Board as addressed to the membership, the provision so adopted, amended, or repealed, together with a concise statement of the changes made.

12.2 Amendment by Members. These By-Laws may also be altered, amended, or repealed by a majority vote of the members of the Corporation present and voting at any annual meeting or at any special meeting called for that purpose, or by a written action as provided in Section 3.6(c) of these By-Laws.

12.3 Amendment of Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be amended in the same manner as amendments to the By-Laws of the Corporation may be effected.

12.4 Communication of Amendments. Any amendment(s) made to the organization's governing documents will be communicated to the membership at large within 30 days of vote enacting amendment(s).

12.5 Amendment History. A history of all amendments shall be kept by the Corporation and be made available upon request by any member of the Corporation.