

Paleopathology Association Bylaws*

for the regulation, except
as otherwise provided by statute or
its Articles of Incorporation,
of
THE PALEOPATHOLOGY ASSOCIATION
(A California Nonprofit Public Benefit Corporation)

ARTICLE I

OFFICES

Section 1.1. **Principal Office.** The principal office for the transaction of the activities and affairs of the corporation is located at 1350 El Prado, San Diego, California 92101. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another. Any such change shall be noted on the Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 1.2. **Other Offices.** Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE II

MEMBERSHIP

Section 2. 1. **Members and Qualification of Members.** The corporation shall have one class of members. Members shall be those natural persons who have paid a membership fee determined by the Board. Institutions that subscribe to the newsletter of the corporation or otherwise pay any dues or fees to the corporation shall not be classified as a member. Membership is open to all persons interested in the study of ancient health and disease.

Section 2.2. **Voting Rights of Members.** Except as otherwise provided in Section 5.2 of Article V, each member shall have the right to vote, as set forth in Section 2.3 of this Article, for the election of directors and officers, on a disposition of all or substantially all of the assets of the corporation, and on a merger or on a dissolution. Additionally, members shall have all of the rights, including additional voting rights afforded members under the California Nonprofit Corporation Law.

Section 2.3. **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the members, including those matters listed in Section 2.2 of this Article. Members who fail to be in good standing, as set forth in Section 2.5 of this Article, shall not be entitled to vote on any matter.

Section 2.4. **Transfer of Membership.** No member may sell or transfer a membership or any right arising therefrom. All rights of membership shall cease upon a member's death.

Section 2.5. **Good Standing.** A member shall not be in good standing and shall not be entitled to vote as a member if the member fails to pay his or her annual dues as set by the Board within thirty (30) days after their due date. The Board shall establish the initial annual membership dues, and any subsequent increase in membership dues shall be made only with the approval of the members.

Section 2.6. **Causes of Expulsion, Suspension or Termination.** The Board may terminate, suspend or expel a member on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Failure of the member to pay annual dues within six months after their due date.
- (c) Conduct by the member which the Board shall deem inimical to the best interests of the corporation, including, without limitation, flagrant violation of any provision of these Bylaws; or
- (d) Death or ~~mental~~ incapacity of the member.

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Section 2.7. **Procedure for Expulsion, Suspension, or Termination.** The Board shall give the member, who is the subject of the proposed expulsion, suspension, or termination, fifteen (15) days prior notice of the proposed action and the reasons therefor. The member may submit a written statement to the Board regarding the proposed action not less than five (5) days before the effective date of the proposed expulsion, suspension, or termination. Prior to the effective date of the proposed expulsion, suspension, or termination, the Board shall review any such statements submitted and shall determine the mitigating effect, if any, of the information contained therein of the proposed expulsion, suspension, or termination. A suspended member shall not be entitled to exercise any of the voting rights set forth in this Article II. The decision of the Board shall be final. Any action challenging expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination. A member who was expelled, suspended, or terminated may be re-admitted as a member upon the approval of the Board and provided such member pays all delinquent dues owed to the corporation by such member.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1. **Annual Meetings.** The annual meeting of members shall be held on the same date and time as the corporation's annual scientific meeting scheduled by the Board or at such other date and time as may be fixed by the Board. The election of directors and officers shall be held at the annual meeting, ~~or by electronic ballot prior to the meeting pursuant to Section 3.9 of Article III~~, and any other proper business may be transacted at the meeting. The Executive Committee, or the Board if such committee does not exist, shall determine the agenda for the annual meeting. Any proposed agenda item must be delivered to the President at least four weeks before the annual meeting for consideration to be included in the agenda.

Section 3.2. **Special Meetings.** Special meetings of the members, for any lawful purpose or purposes whatsoever, may be called at any time by the Board, the President, or by not less than five percent (5%) of the members, subject to the provisions of Section 3.4 of this Article.

Section 3.3. **Place of Meetings.** Meetings of members shall be held either at the principal office of the corporation or at any other place within or without the state of California which may be designated by the Board.

Section 3.4. **Notice.** Notice of each annual or special meeting of member shall be given to each member entitled to vote in the following manner:

(a) Written notice of each annual or special meeting of members shall be given to each member entitled to vote, either personally or by mail or other means of written communication (such as electronic mail or via the corporation's official website), charges prepaid when relevant, addressed to such member at the address appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. All such notices shall be sent to each member entitled thereto not less than ten (10) nor more than ninety (90) days before such meeting; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Such notice shall specify the place, the date, the hour of such meeting, and a description of the agenda items for such meeting.

(b) In the case of a special meeting, the notice shall state the general nature of business to be transacted and no other business shall be transacted at such meeting. In order for any person or persons other than the Board or the President to call a special meeting of members, such person must be entitled to do so and must submit a written request to the President, Vice-president, or Secretary. The officer shall cause notice to be given to the members entitled to vote that a meeting will be held at a time fixed by the Board, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons entitled to call the meeting may give the notice, or the superior court of the proper county shall summarily order the giving of the notice, after the corporation has been given the opportunity to be heard.

(c) In the case of an annual meeting, the notice shall state those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members. The notice of any meeting at which officers or directors are to be elected shall include the names of the nominees intended at the time of the notice to be presented by the Board for election. The notice shall state such other matters, if any, as may be expressly required by statute.

Section 3.5. **Quorum.** The presence of twenty-five (25) voting members at any meeting shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members unless the vote of a greater number or voting by classes is required by law or by the Articles or Bylaws. Any Bylaw amendment to increase the quorum may be adopted only by approval of the members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 3.6. **Approval of Members.** Approval of the members means approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which

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a quorum is present (which affirmative votes also constitute at least a majority of the required quorum) or written or electronic ballot in conformity with Section 5513 of the California Nonprofit Corporation law, or by the affirmative vote or written or electronic ballot of such greater proportion as required by law or the Articles or Bylaws.

Section 3.7. Adjourned Meeting and Notice Thereof. Any members meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given or sent electronically to each member of record entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

Section 3.8. Waiver of Notice or Consent by Absent Members. The transactions of any meeting of members, however called and noticed and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person, and if, either before or after the meeting, each of the persons entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(a) Attendance of a person at a meeting shall constitute a waiver of notice of and presence at the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if the objection is expressly made at the meeting.

(b) Neither the business to be transacted at nor the purpose of any annual or special meeting of members need be specified in any written waiver of notice or consent to the holding of the meeting or approval of the minutes thereof, except as provided in Section 5511 (f) of the California Nonprofit Corporation Law.

Section 3.9. Action Without Meeting. Subject to Section 5513 of the California Corporation Code, any action which may be taken at any regular or special meeting of members may be taken without a meeting if a written or electronic ballot is distributed to every member entitled to vote on the matter. Such written or electronic ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return or cast the ballot to the corporation. Any action approved by a written or electronic ballot shall be valid only when the number of votes cast by ballot, within the time period 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 to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(a) All solicitations for written or electronic ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors and officers, shall state the percentage of approvals necessary to pass the measure

submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. Once received, a written or electronic ballot may not be revoked.

(b) Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all members entitled to vote shall individually or collectively consent in writing or electronically to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written or electronic consent shall have the same force and effect as the unanimous vote of the members.

Section 3.10. **Proxies.** Every member entitled to vote may do so either in person or by one or more persons authorized by a written proxy executed by the member and filed with the Secretary. Any proxy duly executed is not revoked and continues in full force and effect in accordance with its terms until revoked by the person executing it prior to the vote pursuant thereto. No proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution. Revocation of a proxy may be effected either by:

- (a) A writing delivered to the Secretary of the corporation stating that the proxy is revoked;
- (b) A subsequent proxy executed by the person executing the prior proxy and presented to the meeting; or
- (c) Attendance at the meeting and voting in person by the person executing the proxy.

Section 3.11. **Record Dates.** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, or entitled to exercise any other rights, the Board may, in advance, fix a record date. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting, but the Board shall fix a new record date if the meeting is adjourned for more than forty-five (45) days.

- (a) Fixed Record Date. The record date so fixed for determining members entitled:
 - (1) for notice of a meeting shall not be more than ninety (90) nor less than ten (10) days before the date of such meeting;
 - (2) for voting at a meeting shall not be more than sixty (60) days before the date of the meeting;
 - (3) for any other action shall not be more than sixty (60) days before that action.
- (b) No Record Date. If no record date is fixed by the Board, the record date for determining members entitled:
 - (1) to receive notice of a Meeting of members shall be at the close of business on the next business day preceding the day on which notice is given or, if notice is waived, at the close of business of the next business day preceding the day on which the meeting is held;
 - (2) to vote at the meeting of members shall be the day on which the meeting is held;

(3) to exercise any rights with respect to any other action shall be the date on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.

Section 3.12. **Chairman of Meeting.** The President shall preside as Chairman of any meeting of members. If the President shall be absent, fail or be unable to preside, the Vice-President shall preside. The Chairman of the meeting shall designate a secretary for such meeting, who shall take and keep or cause to be taken and kept minutes of the proceedings thereof. The conduct of all members' meetings shall at all times be conducted in accordance with the Robert's Rule of Order.

Section 3.13. **Inspectors of Election.** In advance of any meeting of members, the Board may appoint any persons other than nominees for office as inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any such persons fail to appear or refuse to act, the Chairman of any such meeting may, and on the request of any member shall, make such appointment at the meeting.

(a) The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members, the majority of members present in person shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot, the board may similarly appoint inspectors of election.

(b) The inspectors of election shall determine the number of memberships outstanding and the voting power of each, the numbers represented at the meeting, the existence of a quorum, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

ARTICLE IV

DIRECTORS

Section 4.1. **General Corporate Powers.** Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, the powers of the members as provided by law or as herein set forth, and subject to the limitations of the Articles, and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2. **Specific Powers.** Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove, at the pleasure of the Board, all the subordinate officers, agents and employees of the corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles or these Bylaws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) If deemed appropriate, to adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.

(e) To delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, 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.

Section 4.3. **Number of Directors.** The authorized number of directors shall be not less than five (5) nor more than nine (9) until changed by an amendment of the Bylaws duly adopted by approval of the members.

Section 4.4. **Selection and Term of Office.** The initial Board shall be appointed by the incorporator of the corporation. Thereafter, the President, Vice-President, Secretary and Treasurer elected by the members pursuant to Section 5.2 of Article V shall concurrently be deemed elected as a director of the corporation. If the same person is elected to serve as two officers, then such person shall only be considered as one director on the Board. The Newsletter Editor elected by the Board pursuant to Section 5.2 of Article V shall concurrently be deemed elected as a director of the corporation. In addition, the immediate past President and President-Elect shall be directors of the corporation. The remaining directors, referred to as Directors-at-Large, who are not concurrently elected as officers, shall be elected by the membership at the annual meeting of the members or by written or electronic ballot. The procedures for nominating and electing a Director-at-Large shall be the same as the procedure for nominating and electing an officer as set forth in Section 5.2 of Article V below, except a Director-at-Large shall not be deemed concurrently elected as an officer of the corporation. The editor of the *International Journal of Paleopathology*, which is the official journal of the Paleopathology Association, shall be a director of the corporation during his or her tenure as editor of the journal. The editor, while not elected by the association, works closely with the association. The President and Vice-President shall hold office for two years as directors and until a successor has been selected and qualified. The President-Elect shall hold office as a director, ~~for one year prior to~~ the induction into office as President and as immediate Past President one year as a director. The Secretary, Treasurer, and Directors-at-Large shall hold office for three years as directors and until a successor has been selected and qualified. The term of the Treasurer will commence on 1 January following election and end on 31 December after election of a new Treasurer. The Newsletter Editor shall hold office for four years as a director and until a successor has been selected and qualified. The initial Board may consist of persons who have been serving in a capacity similar to that of a director for the corporation's predecessor organization. Therefore, the initial Board may designate by a resolution duly adopted by the Board different terms for the directors on the initial Board in order to accomplish the terms of the directors set forth in this Section 4.4, and such designation of term may also be made for the initial officers of the corporation. The Chairman of the European and South American Organizing Committees, if any, shall serve as an advisory member of the Board at the pleasure of the board; provided, however, he or she shall not be entitled to vote as a Board member.

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The Board may also designate one or more other persons to serve as a non-voting advisory member of the Board.

Section 4.5. **Removal.** Any director, including a Director-at-Large, may be removed without cause in accordance with the same procedure as that for the removal of an officer set forth in Section 5.4 of Article V below.

Section 4.6. **Vacancies.** A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been made subject to a conservatorship or similar protective proceeding, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law.

Section 4.7. **Resignation of Director.** Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President or the Secretary or the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time to take office when the resignation becomes effective. Except on notice of the Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 4.8. **Filling Vacancies.** Vacancies in the Board, shall be filled by election by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so selected by the Board shall hold office until the next annual meeting of the members at which time a director shall be elected by the members to serve the remaining term of the original replaced director calculated as of the date of the annual meeting and until a successor has been selected and qualified. Notwithstanding the foregoing, any vacancy on the Board for the position held by the Newsletter Editor shall be filled by election by a majority of the then remaining directors, although less than a quorum, or by a sole remaining director and such director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

Section 4.9. **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 4.10. **Place of Meeting.** Meetings of the Board shall be held at any place within or outside the State of California which has been designated by resolution of the Board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 4.11. **Participation in Meetings by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or electronic communications equipment, so long as all members participating in such meeting can communicate with one another.

Section 4.12. **Regular Meetings.** Regular meetings of the Board may be held without call or notice on such date, time and place as the Board shall fix from time to time.

Section 4.13. **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Vice-President, or any two (2) directors.

Section 4.14. **Notice.** Notice of the time and place of special meetings shall be given to each director in the following manner:

(a) Special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telephone, ~~electronic or other similar means~~ of communication. Any such notice shall be addressed or delivered to each director at such director's **physical or e-mail** address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

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(b) Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

(c) The notice shall state the time of the meeting and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

Section 4.15. **Waiver of Notice.** Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of the meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 4.16. **Quorum.** A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 4.17 of this Article IV. 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, unless a greater number be required by law or by the Articles, except as provided in the next sentence. 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 such meeting.

Section 4.17. **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.18. **Action Without Meeting.** Any action that is required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing or electronically to such action. The consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as an unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 4.19. **Interested Persons.** Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. For purposes of this Section 4.19, an interested person is:

(a) Any person compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Any violation of the provisions of this Section 4.19 shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 4.20. **Transactions in Which Directors Have Personal Interest.**

(a) Any transaction of the corporation in which any of its directors have a material financial interest shall be entered into or consummated only if:

(1) The transaction is fair and reasonable as to the corporation at the time the corporation enters into the transaction;

(2) The corporation enters into the transaction for its own benefit;

(3) Prior to consummating the transaction or any part thereof the Board authorizes or approves the transaction in good faith by a vote of the majority of the directors then in office without counting the vote of the director or directors with the material financial interest (although such director or directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken), and with knowledge of the material facts concerning the transaction and the director's interest in the transaction; and

(4) Prior to authorizing or approving the transaction, the Board considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

(b) If it is not reasonably practicable to obtain such approval by the Board prior to entering into the transaction, a committee or person authorized by the Board may approve the transaction in a manner consistent with the standards of subsection (a) of this Section 4.20; provided, however, that at its next meeting the Board:

(1) Determines that it was not reasonably practicable to obtain approval by the Board prior to entering into the transaction;

(2) Determines that the committee or person authorized by the Board approved the transaction in the required manner; and

(3) Ratifies the transaction by a vote of the majority of the directors then in office without counting the vote of the director or directors with the material financial interest (although such director or directors may be counted for purposes of determining the presence of a quorum at the meeting at which such action is taken).

(c) Subsections (a) and (b) of this Section 4.20 shall not apply to:

(1) A transaction which is part of a public or charitable program of the corporation if it:

(i) Is approved or authorized by the corporation in good faith and without unjustified favoritism; and

(ii) Results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefitted by the public or charitable program;

(2) A transaction of which the director or directors with the material financial interest have no actual knowledge and which does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding fiscal year or \$100,000.

(d) Any contract or other transaction (other than transactions subject to subsections (a) and (c) of this Section) between the corporation and any corporation, firm, association or entity which one or more of this corporation's directors are directors shall be entered into or consummated only if:

(1) The material facts relating to the transaction and to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a sufficient vote without counting the vote of the common director or directors; or

(2) The contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified. Section 4.21. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

Section 4.21. **Board Committees.** The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more Board committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Any such committee may be designated the Executive Committee or given another name as the Board shall specify. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all authority of the Board, except that no committee, regardless of Board resolution, may:

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- (a) Take any final action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members (such limitation of committee action shall apply whether or not the corporation has members);
- (b) Fill vacancies on the Board or in any committee;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (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 contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article IV applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 4.22. **Fees and Compensation.** Directors and members of committees shall serve on a volunteer basis and shall not receive any compensation for their services as directors or officers; however, they may receive reimbursement for expenses, as may be fixed or determined by the Board.

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ARTICLE V

OFFICERS

Section 5.1. **Officers.** The officers of the corporation shall be a President, [President-Elect or immediate Past-President \(depending on the election cycle\)](#), Vice-President, Secretary, Treasurer and Newsletter Editor. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 5.2. **Selection and Term of Office.** The initial officers of the corporation shall be elected by the Board. Thereafter, the officers of the corporation, except the Newsletter Editor and officers as may be elected or appointed in accordance with the provisions of Section 5.3 or Section 5.6 of this

Article V, shall be elected at the annual meeting by the membership or alternatively, by written or electronic ballot pursuant to the procedures set forth in this Section.

The Newsletter Editor shall be elected by the Board. The President and Vice-President shall serve a two-year term. The Secretary and the Treasurer shall serve a three-year term. The Newsletter Editor shall serve a four-year term. Each officer shall serve his or her respective term of office or until his or her resignation, removal, or other disqualification from service, or until the respective successor shall be elected. The initial officers elected by the Board may be those persons who have been serving in a capacity similar to that of an officer for the corporation's predecessor's organization. Therefore, the initial Board may designate by resolution duly adopted by the Board different terms for the initial officers of the corporation in order to accomplish the terms of the officers set forth in this Section 5.2. A person may serve a maximum of two terms as an officer and after such time he or she must refrain from serving as an officer for at least one year before being eligible to serve again as an officer, except that the person serving as the Newsletter Editor or Treasurer shall not be subject to this term limit. The procedures for nomination and election are as follows:

(a) Nominations for office shall be submitted to the Board at least 45 days before the annual meeting of the members or at such other date established by the board. The Board shall nominate at least one candidate for each office. The candidate must be a member in good standing to be eligible for office.

(b) Officers to be elected by the members shall be elected at the annual meeting of the members or if officers are not elected at such annual meeting, then officers may be elected by written or electronic ballot of the members pursuant to Section 3.9 of Article III. The President, Vice President, Secretary and Treasurer so elected shall concurrently be deemed elected as a director of the corporation. Notice of any meeting at which officers or directors are to be elected shall include the names of nominees for each office to be presented for an election by the members. Nominations for office may not be made at the annual meeting of the members or on the written or electronic ballots as write-in candidates.

Section 5.3. **Subordinate Officers.** The Board may elect, and may empower the President to appoint, such other officers or committee chairs as the business of the corporation may require. The President shall seek the advice of the Board prior to the appointment of subordinate officers or committee chairs but the President need not receive the approval of the Board for the appointment. Each officer or committee chair so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as the Board may from time to time determine.

Section 5.4. **Removal of Officer.** Without prejudice to any rights of an officer under a contract of employment, any officer may be removed without cause by a majority vote of all members entitled to vote if the corporation has fewer than fifty (50) members. If the corporation has more than fifty (50) members, then any officer may be removed without cause, without prejudice to any rights of an officer under any contract of employment, by a majority vote of the members present at a membership meeting where a quorum is present. If an officer was not elected by the members, then such officer may be removed without cause by any officer on whom the Board may confer that power of removal.

Section 5.5. **Resignation of Officer.** Any officer may resign at any time by giving written notice to the Board, the President or Secretary of the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified

in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 5.6. **Vacancies.** A vacancy in an elected office shall be deemed to exist because of death, resignation, removal, or disqualification. A vacancy shall be filled by election by a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each officer so selected by the Board shall hold office until the next annual meeting of the members at which time an officer shall be elected by the members to serve the remaining term of the original replaced officer calculated as of the date of the annual meeting and until a successor has been selected and qualified. Notwithstanding the foregoing, a vacancy in a Board-elected office shall be filled by an election by the Board, and the officer so elected shall hold office until the expiration of the term of the replaced officer and until a successor has been selected and qualified. Such vacancies shall be filled as they occur and not on an annual basis.

Section 5.7. **President.** The President-Elect shall serve as a director of the Board for one year prior to assuming the office as President. The President shall preside at all meetings of the Board and of the members. Subject to the control of the Board, the President is the general manager and chief executive officer of the corporation and shall supervise, direct and control its business, affairs and officers. Upon completion of the President's term of office, he or she shall continue to serve as a director of the Board for an additional one-year term [as Past-President](#). The President has the general powers and duties of management usually vested in the office of general manager and chief executive officer of a corporation and such other powers and duties as the Board or the Bylaws may prescribe.

Section 5.8. **Vice-President.** If the President is absent or is disabled, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall be responsible for the overall organization of the corporation's annual scientific meeting, and such duties may include coordinating the peer review of meeting abstracts. The Vice-President shall also collaborate with volunteer local arrangements committee in the preparation and organization of each annual scientific meeting. The Vice-President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.9. **Secretary.**

(a) **Book of Minutes.** The Secretary or his or her designee shall attend and record the minutes of all Board and members' meetings. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings, proceedings, and actions of the Board and its committees. Minutes shall include a time and place the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the state of California, the original or a copy of the corporation's Articles and Bylaws, as amended to date.

(b) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the members, the Board and any committees thereof required by these Bylaws or by law to be given. The Secretary shall maintain and keep current the membership information for the corporation. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section 5.10. **Treasurer.**

(a) **Books of Account.** The Treasurer is the chief financial officer of the corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the corporation's properties and business transactions. The Treasurer shall give or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall at all times be opened to inspection by any director.

(b) **Deposit and Disbursement of Money and Valuables and Other Duties.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the President and Directors, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as the Board may prescribe.

Section 5.11. **Newsletter Editor.** The Newsletter Editor is responsible for the publication of the scientific and scholarly written materials of the corporation including any newsletter, supplemental reports or other publications deemed appropriate by the Board. The Newsletter Editor may recruit and appoint contributing editors to assist in the publications. The Newsletter Editor shall maintain a current list of the members mailing and e-mail addresses. The Newsletter Editor shall have such other powers and perform such other duties as the Board may prescribe.

ARTICLE VI

OTHER PROVISIONS

Section 6.1. **Endorsement of Documents; Contracts.** Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President or Vice-President and the Secretary or the Treasurer shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as the Board may determine from time to time, and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 6.2. **Representation of Shares of Other Corporations.** The President or any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 6.3. **Construction and Definitions.** Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

ARTICLE VII

INDEMNIFICATION

Section 7.1. **Definitions.** For the purposes of this Article VII, "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 which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Sections 7.4 or 7.5(b) of this Article VII.

Section 7.2. **Indemnification in Actions by Third Parties.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding, (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Non-profit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator 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 the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 7.3. **Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 7.3:

- (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless

and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval, or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 7.4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article VII or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.5. Required Determinations. Except as provided in Section 7.4 of this Article VII, any indemnification under this Article VII shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 7.2 or 7.3 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;
or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

Section 7.6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless, it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

Section 7.7. Other Indemnifications. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VII shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or other wise.

Section 7.8. Forms of Indemnification not Permitted. No indemnification or advance shall be made under this Article VII, except as provided in Sections 7.4 or 7.5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, 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 it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.9. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VII, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 7.10. **Non-applicability to Fiduciaries of Employee Benefit Plans.** This Article VII does not apply to any proceeding against any trustee, investment manager or other fiduciary of any employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 7.1 of this Article VII. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.

ARTICLE VIII

AMENDMENTS TO BYLAWS

Section 8.1. **Submission of Amendments.** Any proposed amendment to the Bylaws of the corporation shall be submitted to the Board in writing or electronically by at least three members. Such proposed amendment must be submitted to the Board at least twelve weeks prior to the annual meeting of the members. The Board shall send such proposed amendment to the members with the notice of the annual meeting.

Section 8.2. **Amendment by Members.** New Bylaws may be adopted or these Bylaws may be amended or repealed, by approval of two-thirds (2/3) of the members; provided, however, if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different than the action affects another class, must be approved by the members of that adversely affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of an elected director beyond that for which the director was elected.

* This amended version of the 2006 Bylaws (which were an amended version of the original 1999 PPA Bylaws) was passed in accordance with Bylaws stipulations by membership vote in [update with date when passed].

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