

BYLAWS
OF THE
SOCIETY FOR DISASTER MEDICINE AND PUBLIC HEALTH, INC.

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OF THE
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A 501(c)(3) Nonprofit Corporation
as Provided by Title 14 of the Official Code of Georgia

ARTICLE I -- NAME AND SEAL

The name of this nonprofit Society shall be the **SOCIETY FOR DISASTER MEDICINE AND PUBLIC HEALTH (the “Society”)**, and the seal will be adopted by the Society Board of Directors (the “Board”).

ARTICLE II – PURPOSE

Section 1. This Society has been organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and shall not engage in any activities in conflict therewith. The Society shall engage in education, training, certification, and advocacy dedicated to the scientific advancement of Disaster Medicine and Public Health (DMPH). The Society will support the members’ pursuit of these activities through active engagement in the field of DMPH. To accomplish these activities, the Society shall work with and seek support from other private and public sector agencies and organizations whose missions are mutually supportive of the Society.

ARTICLE III – ORGANIZATIONAL PHILOSOPHY, VISION, and MISSION

Section 1. The Society is founded on the fundamental beliefs that:

- a) all healthcare and public health professionals (health professionals) have an obligation to protect and preserve health security, defined as encompassing activities and measures across sovereign boundaries that mitigate public health incidents to ensure the health of populations;
- b) DMPH is an interdisciplinary pursuit contributed to by health professionals and myriad supporting disciplines and communities; and
- c) DMPH is a global concern, serving individuals, communities, regions, and nation-states.

The Society will be inclusive and comprised of anyone whose expertise contributes to the capabilities of the disaster health system. DMPH is an emerging discipline, constituting a unique knowledge base. It should be considered as a supplemental specialty of all health professionals as they seek to fulfill professional and societal obligations to individuals, populations, and communities in a disaster or public health emergency, as well as for allied and supporting professions. The Society will serve as an adjunct to those organizations that represent specific disciplines or professions, offering collaboration to promote the necessary

knowledge and skills common to all and necessary to ensure an integrated, effective disaster health system.

Section 2. Vision Statement. The Society is dedicated to the promotion and advancement of excellence in DMPH across a broad, multi-professional, interdisciplinary, and global membership. The Society will provide members with resources, organizational structure, and the means to sustain interprofessional interaction and discourse related to the discipline of DMPH.

Section 3. Mission Statement. The Society will advance and promote excellence in operations, education, training, certification, and research in DMPH for all health and allied professionals based on sound educational principles, scientific evidence, and best clinical and public health operations and practices.

ARTICLE IV – LOCATION OF OFFICES

Section 1. The principal office of the Society for its transaction of business shall be at such place or places as may be designated by the Board.

Section 2. The Board is granted full power and authority to change the location of the principal office of the Society. Any such change shall be noted by the Secretary in such documents as required for operational registration, but shall not be considered an amendment of these Bylaws.

ARTICLE V – MEMBERS

Section 1. All health professionals, health profession students, and health organizations interested in the work of the Society are eligible to become members. Membership shall also be open to those working in other professions or positions, students, and organizations that contribute to execution, education, training, certification, and research in DMPH.

After having submitted an application and paying appropriate dues, persons shall be admitted to membership. There shall be no fee for making application for membership in the Society other than the appropriate annual dues. Society membership includes the following categories:

a) Professional Members will (1) possess a degree, license, or occupation in a clinical (physician, dentist, podiatric, chiropractic, nursing, physical, occupational, or speech therapy, physician assistant, nursing, or other profession involved in direct care of humans), emergency medical services (EMS), veterinary, public health, allied health, or supporting profession from an accredited institution recognized by the specific profession; (2) hold a position, paid or volunteer, in such an organization, (3) demonstrate a strong interest and/or experience in DMPH; and (4) agree to the by-laws, policies, and procedures of the Society. Each Professional Member will be entitled to one vote, to be cast in person or by other means as prescribed by the Board, on matters submitted to the membership for a vote.

b) Student Members will (1) be currently enrolled in a professional curriculum in a clinical, EMS, veterinary, public health, allied health, or supporting profession in an institution recognized as appropriate to the specific profession; (2) demonstrate a strong interest in DMPH; and (3) agree

to the by-laws, policies and procedures of the Society. Student Members will have no voting privileges.

c) Retiree Members will have (1) possessed a degree, license, or occupation in a clinical, EMS, veterinary, public health, allied health, or supporting profession from an institution recognized as appropriate to the specific profession; (2) demonstrate a strong interest and/or experience in DMPH; and (3) agree to the by-laws, policies and procedures of the Society. Each Retiree Member will be entitled to one vote, to be cast as noted in 1.a..

d) Honorary Members will have (1) made a significant contribution to clinical or veterinary disaster medicine, EMS, public health preparedness, or other supporting profession or sector; (2) received a nomination to become an Honorary Member by resolution of the Board; and (3) received the approval of a majority vote of the Board. Honorary membership shall be of indefinite term, but subject to withdrawal by a majority vote of the Board. Honorary Members will be exempt from paying dues and have no voting privileges. Honorary membership shall be of indefinite term, terminating in the event of resignation of the Honorary Member under Section 5, below, excepting the stipulation relating to dues payment.

e) Institutional and Corporate Affiliate Members will be dedicated to the mitigation, prevention, response and recovery of disasters and public health emergencies and must have received a nomination to become an Institutional Member by resolution of the Board. The Board may admit such additional Institutional Members as it deems to be in the best interest of the Society, provided at least two-thirds (2/3) of the total number of Voting Directors approve the admission of an Institutional or Corporate Member. Institutional and Corporate Affiliate Members shall not have a right to vote or be a member of a Standing Committee of the Society.

f) Additional Membership Classes. The Board may establish such other classes of members, including the qualifications for such membership, as it deems to be in the best interest of the Society. Such members shall not be entitled to vote.

g) Resignation from Membership. Any member may resign in its discretion by written notice to the Executive Officer of the Society. Resignation shall not relieve such member from of any existing financial obligations accrued and unpaid at the time of resignation.

Section 2. Membership Dues. The annual dues payable to the Society by members shall be in such amounts as shall be determined by resolution of the Board. Dues shall be payable for the first year on admission to membership and annually thereafter, at such time or times as may be fixed by the Board. Upon termination of membership for any reason, any dues previously paid shall be nonrefundable.

- Membership will automatically be effective for the following year for new members joining the Society after October 1st, of a calendar year. These new members will be allowed online access to the journal, *Disaster Medicine and Public Health Preparedness*, for the balance of the current year at no charge, but any discounts, hard copy journals or voting privileges, will not take effect until January 1st of the next year.

Section 3. A member of the Society shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the Society.

Section 4. Neither the membership in the Society nor any rights in the membership may be transferred for value or otherwise.

Section 5. The membership and all rights of membership shall terminate on the occurrence of any of the following causes:

- a) Death of a member,
 - b) Dissolution of the corporation,
 - c) Nonpayment of dues, or
 - d) Upon formal action of the Board.
- Upon receipt of a written complaint concerning the membership of a member of the Society or upon the Board's own initiative, the Board shall appoint a committee of at least three members of the Society to investigate a formal complaint concerning the membership of any member. Upon receipt of the committee report recommending removal of the member from the Society, the Board shall send written notice to the member, whose membership is under investigation, such that at the next regularly scheduled meeting of the Board, the member shall be present, either in person or via electronic or other means as determined by the Board, for a hearing on membership status. After notice and hearing, the Board shall vote on the membership of the member and upon two-thirds (2/3) of the Board voting for removal of the member, the membership in the Society shall be terminated.

Section 6. All rights of a member in the Society shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, arising from contract or otherwise.

ARTICLE VI – MEETINGS OF MEMBERS

Section 1. Regular meetings of members may be held at such locations and frequency as determined by resolution of the Board. An Annual Meeting and Scientific Assembly shall be held each year at a time and date selected by the Board.

Section 2. Special meetings of members may be called by the President or Board Chair of the Society and held at such place as is designated by the Board. Twenty-five (25%) percent or more of the members of the Society may submit a written request to the President for a special meeting for any lawful purpose. The Board Chair must approve such special meetings.

Section 3. Notice of every meeting of members shall be either personally delivered or communicated in a form approved by the Board no later than thirty (30) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat. In the event given by mail or other means of communication, the notice shall be addressed to the member at the address that appears on the books of the Society or at the

electronic address given by the member to the Society for the purpose of notice. Where no such address appears or is given, notice shall be given both at the Society's Web site, and at the principal office of the Society.

Section 4. The notice shall state the place, date, and time of the meeting and how to access the meeting via electronic means if applicable. In the case of regular meetings, the notice shall provide a meeting agenda and shall state those matters which the Board, at the time the notice is given, intends to present for action by the members.

Section 5. Quorum and Required Vote: A quorum at any meeting of members shall consist of 10 percent of the overall voting membership or 20 voting members, whichever is fewer. For purposes of these Bylaws, "voting power," means the power to vote at the time any determination of voting power is made. Each Society member (with voting privileges) is entitled to one vote on each matter submitted to a vote of the members by in person, telephonic, or other electronic presence.

Section 6. The Board shall fix, in advance, a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such record date shall not be more than ninety (90) days nor less than ten (10) days before the date of the meeting. The Board shall also fix, in advance, a date as of the record date for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action.

Section 7. Proxy voting is not allowed.

Section 8. Any action may be taken without a meeting provided there is satisfaction of the following ballot requirements:

- a) The Society distributes a written or electronic ballot to every member entitled to vote on the matter.
- b) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposals, and provide a reasonable time within which to return the ballot to the Society.
- c) The number of votes cast by ballot within the time period specified will represent a quorum as defined in Article VI Section 5 of the membership entitled to vote on the matter to authorize the action.

Section 9. All membership meetings shall be conducted accordingly:

- a) Meeting Chair - The President of the Society or, in his or her absence, the Vice President or Board Chair shall preside over member meetings.
- b) Meeting Secretary - The Secretary of the Board shall act as the Secretary of all meetings of members; in his or her absence the Meeting Chair shall appoint another person to act as Meeting Secretary.

Section 10. The Governance Committee shall serve as the inspectors of the voting. On request of the Meeting Chair or any member, the inspectors of voting shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them.

Section 11. The Programs Committee shall plan regular meetings of the Society. The committee shall submit a draft meeting agenda not less than 30 days prior to the meeting to the Board for approval.

ARTICLE VII – BOARD OF DIRECTORS*

Section 1. Authority of Directors. The property, business, and affairs of the Society shall be managed by a Board. The Board shall be the governing body of the Society and shall have all the powers, duties, and responsibilities vested in boards of directors for nonprofit corporations under the laws of the Georgia Nonprofit Corporation Code O.C.G.A.14-3 (2020),

a) Subject to the budget and funding mechanism for the Society, the Board shall:

- Establish the initial by-laws, policies, and procedures for the Society, and all ongoing administrative policies, procedures, and rules for the Society. Determine final approval of all other policies, procedures, and rules proposed by the Society membership.
- Define the composition and roles of specific Society standing and ad hoc committees and any designated work groups.
- Appoint members to designated Society standing and ad hoc committees and any designated work groups.
- Provide strategic direction for the Society.
- Appoint the Initial President and Initial Vice President of the Society for a term of two (2) years, by a simple majority vote of all voting members of the Board.
- Elect the subsequent Chair (after the Initial Chair) and subsequent Vice Chair (after the Initial Vice Chair) of the Board and fill any vacancies in those offices as provided in Article VII, Section 4.
- Approve new and revised proprietary educational materials of the Society.
- Review resource needs for the Society and Board activities with the Society staff.
- Review, address and take action upon written complaints received from the membership

Section 2. Duties and Responsibilities of voting Directors.

a) Each voting member of the Board shall:

- Comply with all policies, procedures, and by-laws established for the Society
- Actively participate in the activities of the Society, including serving as a Chair or Vice Chair of a Society standing or ad hoc committee or work group, as appointed by the Board.
- Serve as liaison or member to one or more Society standing or ad hoc committees or work groups, as appointed by the Board.

- Serve as a designated representative of the Society at workshops, seminars, and other public relations venues, as requested by the Chair of the Board, following consultation with the Vice Chair.
- Coordinate all anticipated contacts with government agencies and the media concerning the Society or other aspects of the Society by reporting, as far in advance as possible, the nature of the proposed contact and proposed topics of discussion to the Chair or Vice Chair of the Board. The results of any contact shall also be promptly reported to the Chair or Vice Chair.

Section 3. Number, Appointment, and Election of Directors. The Board shall consist of no fewer than eight (8) and no greater than twelve (12) voting Directors, one (1) voting ex officio Director (the President of the Society), and no more than two (2) non-voting ex officio Directors (the Vice President of the Society and, when so employed, the Executive Officer). Except for the initial Board, Directors shall be elected as follows:

- Following the Directors of the initial Board, each subsequent Director shall be elected by a majority vote of the Society membership. These members will be vested with full voting rights.
- President of the Society. The President of the Society shall serve as a voting member of the Board during the term of office.
- Vice President of the Society. The Vice President of the Society shall serve as a non-voting, ex-officio member of the Board, with two exceptions. The Vice President shall cast the deciding vote in the case of a tie vote. If the President of the Society is unavailable, upon notice to the Secretary, the Vice President of the Society may vote at meetings of the Board while acting in the role of President.
- One (1) Honorary Director may be designated, who will have (1) made a significant contribution to disaster medicine, EMS, or public health preparedness; (2) received a nomination to become an Honorary Director by resolution of the Board of the Society; and (3) received the approval of two-thirds (2/3) vote of all voting members of the Board. An Honorary Director will be exempt from paying dues and have no voting privileges.
- Any Society member may be self-nominated or nominated by another member for election to the Board. Nominations will be sent to and reviewed by the Governance Committee.
- The Initial Board as of January 1, 2022 will consist of Transitional Board members continuing to serve plus those newly elected Directors.

Section 4. Maximum Continuous Service:

- Initial Directors' terms are three (3) years. After their initial term, Initial Directors are eligible to become subsequent members serving terms with term limits as described herein.
- Following the Initial Directors, selection of immediately succeeding regularly elected Directors shall be staggered such that:
 - one third (1/3) shall be for a one-year term,

- one third (1/3) shall be for a two-year term, and
- one third (1/3) shall be for a three-year term.

c) Each subsequent elected Director shall be appointed or elected for a three (3)-year term and shall serve until a successor shall have been duly appointed or elected and qualified, or, if earlier, until death, resignation or, removal.

c) A Director is eligible to serve a maximum of two (2) consecutive three (3)-year terms. If elected for the maximum of two (2) terms, a Director is eligible for re-election to the Board after a lapse of one (1) year.

d) Director terms shall continue to be staggered such that, as nearly as practical, the terms of office of a pro rata number of the then serving Directors expire in any one year.

Section 5. Director Removal. A Director, who has breached or committed the actions identified below, may be removed upon the affirmative vote of a two-thirds (2/3) majority of the persons then serving as Directors. The Directors may remove from the Board any Director who:

a) Fails to attend in person or by conference call two (2) consecutive regular meetings of the Board without prior notice and approval by the Chair, or

b) Is absent from more than one half (1/2) of the Board meetings held in a fiscal year, or

c) Fails to attend two (2) consecutive regular meetings of the Society without prior notice and approval by the Chair.

d) The Director has been declared of unsound mind by a final order of a court of law.

e) the Director has been convicted of a felony; or the Director has been found by a final order or judgment of any court to have breached duties imposed by law on Directors.

Section 6. Ex Officio Directors.

a) The President shall serve as ex officio Director with full voting privileges on all Board matters. Selection, tenure, and authority of the President is prescribed in Article VIII.

b) The Vice President of the Society shall serve a non-voting, ex officio Director, unless performing the duties of the President in the absence of the latter, in which case the Vice president shall function as a voting, ex officio Director. Selection, tenure, and authority of the President and Vice President are prescribed in Article VIII.

c) The Executive Officer of the Society shall be an ex officio Director of the Board during the term of employment. The ex officio Executive Officer shall be entitled to attend meetings of the Board, but shall not have any right to vote at such meetings. The ex officio Director shall serve until death, resignation or removal, or termination as a member of the Society.

Section 7. Initial Ex Officio Director. The initial ex officio Director of the initial Board shall consist of the following individual: James J. James, MD, DrPH, MHA, who shall serve for a term of five (5) years beginning on the date on which the Society was chartered, and until his

successor shall have been duly appointed by the Board or, if earlier, upon his death, resignation or removal.

Section 8. Initial Directors. The members of the initial Board shall consist of the individuals cited at Appendix A, attached hereto, appointed by the initial ex officio Director, each of whom shall serve for the term beginning on the date on which the Society was chartered and ending on the date indicated, and (or) until a successor shall have been duly appointed by the same organization or elected by a quorum of the Society membership, or, if earlier, upon death, resignation, or removal:

Section 9. Advisory Directors. To permit especially qualified and knowledgeable individuals, to participate in Board meetings without requiring such individuals to participate in the management of the Society or to undertake the fiduciary obligations attendant to management participation, the Board may create or eliminate Advisory Director positions, provided at least two-thirds (2/3) of the total number of Voting Directors approve such creation or elimination. Advisory Directors shall be entitled to participate fully in Board meetings and discussions respecting operational, educational, scientific, or business and charitable policies to be pursued by the Society but shall not have a vote.

Section 10. Compensation and Expenses of Directors. Directors of the Society shall receive no compensation for their services as Directors, but may be reimbursed for their out-of-pocket expenses, travel related for official meetings, and Board-assigned tasks of the Society, incurred in carrying out the business and affairs of the Society. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity as an Officer, employee, agent, or otherwise, and receiving fair and reasonable compensation, therefore. Notwithstanding the foregoing, in the event that the Society desires to pay compensation to parties providing services (whether salaried personnel or independent contractors) who are deemed to be a "related person", as that term is defined in the conflict of interest provisions of the Georgia Nonprofit Corporation Code, O.C.G.A. 14-3 (2020), (a) the Board shall make all such compensation decisions (with the related Directors disclosing the relationship and abstaining from voting on the matter), and (b) in no event shall compensation be paid to persons which would result in compensation being paid at such time to related persons of a majority of the Directors.

Section 11. Chair and Vice Chair. The Board shall elect at its regular meeting, by the majority vote of all persons then serving as Directors, two members to each serve as the Chair and Vice Chair. The Chair and Vice Chair shall be elected for a two-year term and until their respective successors have been duly elected and qualified, or, if earlier, until their death, resignation, or removal. The Chair and Vice Chair may serve one or more terms of office. The Chair shall preside as Chair at all meetings of the Board and shall perform further duties which usually pertain to the position. The Vice Chair shall act in the absence of the Chair and perform such further duties, which usually pertain to the position, but shall retain their vote as a Director. The Chair may be removed as Chair upon the affirmative vote of a two-thirds (2/3) super majority of the persons then serving as Directors, in which event the Vice Chair shall assume the duties of Chair until a new Chair has been elected by the Board.

Section 12. Board Meetings. The Board shall hold meetings at such place or places as it may from time to time determine. The Chair or, in his or her absence, the Vice Chair, or President

shall preside at meetings of the Board. The Secretary or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary of the Board. Unless the Articles of Incorporation or these Bylaws provide otherwise, Directors may participate in a meeting of the Board by means of conference telephone, video conferencing, or other electronic communications equipment, to include recording votes via email, electronic polling, or other method capable of producing an enduring record. Participation in the meeting shall constitute presence in person.

a) Regular Meetings. The Board may provide, by resolution, the time and place for the holding of regular meetings. There shall be at least one (1) meetings of the Board in each fiscal year at such time and place as the Board may determine either in person or by conference call. The Board shall permit any Director, or any member of a committee designated by the Board, to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at a meeting.

b) Special Meetings. Other special meetings of the Board may be called by the President, Chair, Executive Officer, or by written petition of at least one-third of the Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting. Special meetings may be conducted by conference call. Notice of the time, place, and purpose of a special meeting of the Board shall be given in writing or by phone call by the Secretary to each Director at least forty-eight (48) hours prior to the special meeting.

c) Notice. Notice of any regular or special meeting shall be given at least twenty (20) days previously thereto by written notice delivered personally or mailed to the business address of each Director entitled to vote. Notice shall be deemed to be delivered when deposited in a mail service so addressed, with postage prepaid. If notice is to be given by telephone, the person giving notice will keep a record of the call. Notice of regular or special meetings may also be given by electronic mail, sent to the e-mail address provided by each Director to the Society. Any Director may waive notice of any meeting by delivering a written waiver to the Secretary of the Society. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

d) Agenda. An agenda stating the time and place of the meeting and business to be considered shall be prepared for each meeting and circulated by the Secretary. The agenda for all in-person and regular meetings is subject to the approval of the Chair following consultation with the Vice Chair. The agenda for an in-person meeting shall be circulated to all members of the Board at least 10 business days in advance of the meeting date. For all other meetings, the agenda shall be circulated to all members of the Executive Committee as far in advance of the meeting as possible, but at least 24 hours in advance of the meeting. Any member of the Board may submit items to be included in the agenda of a meeting. Written submissions, with appropriate supporting materials, shall be provided to the Secretary at least 14 business days in advance of the meeting date.

e) Presumption of Assent. A Director who is present at a meeting of the Board at which action on any Society matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

f) Decision-making at Meetings. At each meeting of the Board, the presence of two-thirds (2/3) of the voting Directors then serving (e.g., 8 of 12 voting members) shall constitute a quorum sufficient for the transaction of business. Any action of a majority of the Directors present at a meeting at which a quorum is present shall be the official act of the Board, except as may be otherwise specifically provided by these Bylaws, as from time to time amended. At all meetings of the Board, each Voting Director shall have one vote. In the event of a tie vote on any matter before the Board, the deciding vote shall be cast by the Vice President.

- Electronic Voting. The Board may act on a specific question by electronic vote. Any electronic vote must be evidenced by secure electronic mails or other written communications clearly identifying the specific question and the vote cast by the voting member of the Board. Ballots must be distributed to all Board members, allowing fourteen (14) days for return of the completed ballot. All wording will become a permanent record of Board Minutes, with the proceedings being incorporated in the minutes of the next regular or special meeting of the Board. All other requirements of these Bylaws applicable to voting on the specific question shall apply.

g) Action by Unanimous Consent. Notwithstanding any provisions of these Bylaws to the contrary, any action required to be, or which may be taken, at a meeting of the Board or any committee of the Board may be taken without a meeting, if all Directors or all committee members, respectively, consent to such action in writing or by electronic mail, setting forth the action so taken, and the writing/electronic mail is filed with the minutes of the proceedings of the Board or the particular committee. Such consent shall have the same force and effect as a unanimous vote of the Board or committee.

h) Manner of Acting. The act of the majority of the total number of Voting Directors shall be the act of the Board; provided, however, that any changes to these Bylaws shall require the affirmative vote of at least two thirds (2/3) of the total number of Voting Directors. Proxy voting by Directors is not permitted. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was 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.

- If the requisite majority vote to elect a successor for an office or position established in these Bylaws cannot be obtained at a meeting, the individual presently serving shall continue to serve until a successor is elected, regardless of any term limit established in these Bylaws. The matter shall be continued to the next meeting, until a successor is elected.

i) Meeting Compensation. As specified in Section 9 of this Article, the Directors shall not receive any stated salary for their services as Directors but may be reimbursed for expenses actually incurred in the performance of their duties for the Society.

j) Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote. Such consent shall have the same force and effect as a unanimous vote of the Directors.

k) Authority to Dispose of Funds. Authority to make disposition of funds or property in accordance with the objects, purposes and powers contained in the Articles of Incorporation shall be in the Board. Such authority may be delegated by an instrument in writing to such Officer, or Officers, or committee or committees, composed of members of the Board, as the Board deems desirable or convenient provided that disposition of real property shall be made only in accordance with the provisions of the Articles of Incorporation and the laws of the state of Georgia as set forth in the Georgia Nonprofit Corporation Code, O.C.G.A. 14-3 (2020), pertaining to the conveyance or encumbrance of assets.

ARTICLE VIII – OFFICERS

Section 1. Number of Officers and Voting Privileges.

a) The officers of the Society include the President of the Society, Vice President of the Society, Chair of the Board, Vice-Chair of the Board, and Executive Officer.

b) All Officers, with the exception of the President of the Society, Vice President of the Society, and the initial Executive Officer, shall be selected by the Board at its regular meeting or at any special session of the Board when necessary.

c) The President and Vice-President of the Society shall be elected by the membership of the Society at regular in-person meetings of the Society membership in accordance with procedures established by the Board.

d) There may be, in addition, such additional and/or assistant officers as may be appointed from time to time by resolution of the Board. The Executive Officer (and any designated assistant Officers) shall be ex officio members of the Board, without vote.

Section 2. Powers and Duties. The Officers of the Society shall exercise and perform the respective powers, duties, and functions as stated below and as may be assigned to them by the Board.

a) President. The President shall, subject to the general direction and control of the Board, have the general supervision, direction, and control over all meetings of the Society. The President shall preside at all meetings of the membership.

b) Vice President. The Vice President of the Society shall serve as a non-voting, ex officio member of the Board during tenure in office. In the event of absence, death, refusal to act, or

prolonged inability to act on the part of the President, the Vice President shall preside at all meetings of the membership.

c) Executive Officer. The Board may employ an Executive Officer who shall administer the day-to-day programs and business affairs of the Society for which budget provisions have been made in accordance with policies established by the Board. The Executive Officer shall be the Chief Operating Officer of the Society, operating under the direction and control of the Board.

d) Secretary. The Secretary shall be selected and so designated by the Board. The Secretary shall attend all meetings of the Society members and the Board, shall have responsibility for the preparation of minutes of all meetings of the Society members and the Board and shall keep, or cause to be kept, as permanent records of the Society, in a book, books, or electronic records for that purpose, all minutes of such meetings, all executed consents evidencing corporate actions taken by the Society members or the Board without a meeting, records of all actions taken by a committee of the Board in place of the Board on behalf of the Society, and waivers of notice of all meetings of the Board and its committees.

e) Treasurer. The Treasurer shall be selected and so designated by the Board. The Treasurer shall be the chief financial and accounting officer of the Society, and shall be the custodian of all funds, securities, and other assets of the Society to be kept in Board-approved financial institutions. At such time that the size and business practices of the Society so indicate and at the discretion of the Board, the role of Treasurer can be converted to a staff position with the title Chief Financial Officer.

Section 3. Term of Office.

a) The term of office of the President and Vice-President of the Society and of the Secretary and Treasurer, shall be two years or until a successor is duly elected and qualified, or, if earlier, until death, resignation or removal. No maximum number of terms shall apply to the positions of President, Vice-President, Secretary, and Treasurer of the Society.

Section 4. Compensation of Officers. The President, Vice President, Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer shall serve without compensation, except as may be authorized by the Board. Notwithstanding the foregoing, in the event that the Society desires to pay compensation to parties providing services (whether salaried personnel or independent contractors) who are deemed to be a "related person", as that term is defined in the conflict of interest provisions of the Georgia Nonprofit Corporation Code O.C.G.A. 14-3 (2020), (a) the Board shall make all such compensation decisions (with the related directors disclosing the relationship and abstaining from voting on the matter), and (b) in no event shall compensation be paid to persons which would result in compensation being paid at such time to related persons of a majority of the Directors.

Section 5. Voting Securities of Other Entities. Except as may be otherwise directed by the Board, any security issued by any other society or entity and owned or controlled by the Society may be voted, and all rights and powers incident to the ownership of such securities, including without limitation execution of any consent of shareholders or other consents in respect thereof, may be exercised on behalf of the Society by the Executive Officer, who may in their discretion

delegate any of the foregoing powers by executing proxies or otherwise. The Board may from time to time confer like powers on any person or persons.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Members of the Executive Committee are the Chair and Vice Chair of the Board, the President and Vice President of the Society, and the Executive Officer.

a) The Executive Committee shall possess and exercise all of the powers of the Board when such Board is not in session and shall possess such other powers as may be conferred by these bylaws or by the Board in specific charges given to this group. Actions of the Executive Committee during the interim between meetings of the Board shall be reported to and are subject to approval by the Board.

b) The Executive Committee has the full responsibility for authorizing investments for the setting aside of surplus funds, for continuation or termination of special reserve funds, or for any financial charges which it deems desirable in the light of future program and budget needs, and subject to approval by the Board.

c) The Executive Committee shall review and have responsibility for determining Society staff salary ranges and performance policies.

d) The Executive Committee may act by written resolution of a quorum thereof, by telephone, or electronic mail conference of a quorum thereof although not formerly convened.

e) The Executive Committee shall meet as required at such time as may be determined, and four (4) members of the Executive Committee shall constitute a quorum.

ARTICLE X – RESIGNATIONS and VACANCIES

Section 1. Removal of Director. A Director may be removed upon the affirmative vote of a two-thirds (2/3) majority of the persons then serving as Directors under conditions set forth in Article VII, Section 5, Director Removal.

Section 2. Removal of Officer. Any Officer of the Society may be removed from the respective position by a resolution duly adopted by a two-thirds (2/3) majority of all persons then serving as Directors, whenever in their judgment the best interest of the Society will be served by such removal.

Section 3. Resignation of Director or Officer. Any Director or any officer of the Society may, at any time, resign from their respective position by giving written notice of their resignation to the Secretary. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time of the Secretary's receipt of such notice. No action by the Board shall be necessary to cause a resignation to be effective.

Section 4. Appointment of Replacement Director.

a) If the office of Chair becomes vacant, the Vice Chair shall immediately become Chair and serve the remainder of the unexpired term. For reelection purposes, if the unexpired term is less than one year, serving the remainder of the unexpired term as Chair shall be considered as equivalent to serving the remainder of that term as Vice Chair.

b) A vacancy in the office of Vice Chair shall be filled by election at the earliest convenient time. For reelection purposes, if the unexpired term is less than one year, serving the remainder of an unexpired term as Vice Chair shall not be considered.

c) Serving the remainder of an unexpired term of one year or more shall count as service of a full term in that office.

d) In the case of the death, resignation, removal, or permanent disability of an appointed Director, a new Director shall be appointed by the respective institution of the vacant Director position.

Section 5. Election of Replacement Officer. In the case of the death, resignation, removal or permanent disability of any Officer of the Society, a new Officer shall be elected by the Board by the same vote required by these Bylaws to elect an Officer for such term as the Board may specify (but in no event longer than the remaining term of the position being succeeded), at the regular meeting of the Board following such death, resignation, removal or permanent disability, or at a special meeting of the Board called for such purpose.

ARTICLE XI – BOARD OF ADVISORS

Section 1. Number and Appointment of Advisors. The Board, by resolution adopted by a majority of the Directors then in office, may designate a Board of Advisors consisting of especially qualified or knowledgeable individuals who are interested in and have demonstrated professional expertise in the various programs and activities of the Society and who shall be appointed by the Board. The members of the Board of Advisors appointed by the Board shall serve for two- or three-year terms, and may be reappointed for an indeterminate number of terms. The Board of Advisors shall have no formal authority with respect to the governance, operations, affairs or assets of the Society. The Board of Advisors shall advise the Board on the activities of the Society, especially those relating to relations with the charitable, business, and governmental communities and to publicity and fund-raising, and shall perform such other functions as shall from time to time be assigned by the Board. The size of the Board of Advisors is to be determined by the Board of Directors.

Section 2. Duties. The Board of Advisors shall serve in an advisory capacity to the Board with respect to policy matters and pursuing other activities in support of the educational and scientific purposes of the Society. The Board of Advisors may pass resolutions recommending that the Board pursue action, but it shall have no authority to bind the actions of the Board.

Section 3. Chair. The Board of Advisors shall have a Chair who shall preside at all meetings of the Board of Advisors. The Chair shall be elected by the majority vote of the members of the Board of Advisors. The Chair shall serve a term of two years and may serve multiple terms.

Elections for Chair shall be held coincident with the election of officers of the Society. The Board of Advisors, with or without cause, may remove the Chair whenever in the Board's judgment the best interests of the Society would be served thereby. Such removal shall be effective immediately and the Board of Advisors shall be free to elect a new Chair.

Section 4. Meetings. The Chair, with the consent of the Board, shall call meetings of the Board of Advisors. The Board of Advisors shall meet at least once annually. Notice and agenda shall be given to members of the Board of Advisors in a manner identical to that given to Directors for meetings of the Board.

a) Decision-Making at meetings.

- Proxy voting is not allowed.
- All significant decisions require the affirmative vote of a majority of all voting members. Any voting member may designate a matter before the Board of Advisors as a significant decision.
- If the requisite majority vote to elect a successor for an office established in these Bylaws cannot be obtained at a meeting, the individual presently serving shall continue to serve until a successor is elected, regardless of any term limit established in these Bylaws. The matter shall be continued to the next meeting, until a successor is elected.

b) Travel reimbursement by the Society may be authorized by the Board of Directors, subject to a two-thirds (2/3) affirmative vote of said Board.

ARTICLE XII – COMMITTEES and WORK GROUPS

Section 1. Committees. The Board may appoint one or more Standing Committees, ad hoc Committees and/or Work Groups to consist of not fewer than two (2) members each. Other committees not having and exercising the authority of the Board in the management of the Society may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Committees or Work Groups may be standing or ad hoc.

Section 2. Structure.

a) Standing Committees

- Each standing Committee shall be comprised of no fewer than two (2) total voting members and may include non-voting members.
- Voting Members: The Board shall appoint voting members of the Standing Committees.

b) Special Committees (ad hoc and Work Groups)

- The duration and charter of each Special Committee shall be established by the Board
- The Board shall appoint members, including the Chair, to Special Committees as needed
- All members of Special Committees shall be Society Members
- Membership on ad hoc Committees and Work Groups will cease once special issue is resolved and final report issued.

Section 3. Standing Committees. Annually, the Chair shall appoint the following standing committees charged to carry out the corporate business of the Society.

a) Publication Committee - The Publications Committee will be composed of a senior editor of the journal *Disaster Medicine and Public Health Preparedness*, at least one Board member, and a number of at-large Society members and non-member subject matter experts, as determined by the Executive Committee. The senior editor shall Chair the Committee. The Publications Committee shall, in cooperation with the Board, the Executive Officer of the Society, and within the Society budget allocation, serve as liaison between the Society and official publications of the Society that are under independent scientific editorial leadership and control, and provide oversight on general publication policy.

b) Finance and Audit Committee - The Finance and Audit Committee shall be charged to review the financial status of the Society, the formal audit, management letter and investment practices, making specific recommendations to the Board.

c) Governance Committee – The Governance Committee will be composed of the immediate Past President, at least two Board members, and one at-large Society member, and be chaired by the immediate Past President. Should the immediate Past President decline or be unable to serve as Chair, the President shall appoint an alternate Chair. The Governance Committee shall present the names of all Board candidates, with the exception of Institutional candidates and Honorary Candidates and as otherwise described in Article VII, Section 3, to the membership 30 days prior to the time of any Society meeting. A majority vote of the Society membership is required for the election of any recommended nominee(s).

d) Program Committee – The Program Committee will be composed of the President of the Society, the Vice President of the Society, up to two Board members and up to two at-large Society members. The President will Chair the Committee; but should the President decline, or be unable to serve as Chair, then the Vice President will serve as Alternate Chair. The Program Committee shall, in cooperation with the Board, the Executive Officer of the Society, and within the Society meetings budget allocation, select venues, dates, agendas, speakers, manage elections and any other additional requirements for the successful execution of the Annual Meetings of the Society.

Section 4. Special Committees (ad hoc and Work Groups). Committees that perform specific tasks, and whose work will cease once the issue is resolved, and final report is issued.

Section 5. General Operations of Committees. Duties and charges of all committees as described in Section 2 above, shall be defined in writing by the Chair and shall be approved by the Executive Committee and/or the Board. All committees shall report to the Board any unauthorized actions taken and any recommendations requiring action of the Society.

Section 6. Meetings.

a) In-person meetings of the Society Committees and Work Groups shall be held in conjunction with the Society meetings, at least once, but not more than two times yearly, subject to available funding.

- b) Additional meetings shall be held regularly using telephonic or other electronic means.
- c) The Committee or Work Group Secretary in advance of the meetings shall circulate an agenda to all committee members.
- d) The Committee or Work Group Secretary shall prepare minutes or meeting summaries. These minutes or summaries will be maintained and collated into both electronic and paper files and submitted to the Secretary of the Society following each meeting.
- e) All Committee meetings shall be governed by the parliamentary rules and usages contained in the most current edition of *The Standard Code of Parliamentary Procedure* by Alice Sturgis, but these Bylaws shall prevail in the event of any inconsistency.

Section 7. Officers.

- a) Except as otherwise provided in these Bylaws, one member of each Committee, ad hoc Committee or Work Group shall be appointed Chair by the Board as authorized to appoint that Committee's or Work Group's membership, or, in lieu thereof, upon recommendation to the Board by a majority vote of all the members then serving on such Committee or Work Group.
- b) A member of each Standing Committee, ad hoc Committee, or Work Group shall be elected Recorder by a majority vote of its members.

Section 8. Term.

- a) Each member of a Committee, ad hoc Committee or Work Group shall serve for a period of two (2) years or until a successor is appointed, unless the Committee or Work Group shall be sooner terminated, or unless such member is removed with or without cause from such Committee or Work Group.
- b) Standing Committee, ad hoc Committee and Work Group members may serve up to 2 consecutive terms of 2 years each, and are eligible to be reappointed thereafter provided at least one calendar year has passed since the end of their last term.
- c) A Committee or Work Group member who has severed for 2 consecutive terms may serve for one additional term as chair.

Section 9. Removal of Committee Members. Any member of a committee of the Society may be removed by the Board as authorized to appoint such member or upon recommendation to the Board by a majority vote of the members then serving on such committee, whenever in their judgment the best interests of the Society shall be served by such removal.

Section 10. Vacancies. A vacancy in the membership of any Committee or Task Force may be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 11. Quorum. Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of the

majority of the members present at a meeting at which a quorum is present shall be the act of a Committee

Section 12. Rules. Each Committee or Task Force may adopt rules for its own government not inconsistent with these Bylaws or with rules promulgated by the Board.

ARTICLE XIII – STAFF

Section 1. The Society shall employ such staff as is deemed necessary and reasonable by the Society's Board. The Board may delegate all staff hiring and firing decisions to the Executive Officer.

ARTICLE XIV – CONFLICT OF INTEREST AND COMPENSATION POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Society'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 Society or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and educational, scientific, or charitable organizations.

Section 2. Definitions

a) Interested Person. Any Director, Officer, Board of Advisors member, member of a Committee with governing board delegated powers, or participants in meetings of the Society who has a direct or indirect financial interest, as defined below, is an interested person.

b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (1) an ownership or investment interest in any entity with which the Society has a transaction or arrangement, (2) a compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.

c) Compensation. This includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 3. Procedures

a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement. All participants in meetings of the Society and its committees shall complete conflict of interest disclosures and statements of compliance and otherwise abide by the Society Conflict of Interest Policy. All participants shall

update conflict of interest disclosure and other forms as specified in the Conflict of Interest Policy, and at the time of election, reelection, appointment and reappointment, as applicable. All participants shall act in a manner consistent with the Conflict of Interest Policy.

b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest: (1) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest; (2) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (3) After exercising due diligence, the Board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy: (1) If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose; (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board, all Committees with Board-delegated powers, and all meetings of the Society shall contain:

a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

a) A voting member of the Board who receives compensation, directly or indirectly, from the

Society for services is precluded from voting on matters pertaining to that member's compensation.

b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society for services is precluded from voting on matters pertaining to that member's compensation.

c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. When the Board adopts such statement, each Director, Officer, and member of a committee with Board-delegated powers shall annually sign a statement, which affirms such person:

a) Has received a copy of the conflicts of interest policy,

b) Has read and understands the policy,

c) Has agreed to comply with the policy, and

d) Understands the Society is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further 501(c)(3) purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XV - EDITORIAL CONTROL

Section 1. Final editorial control of all content for Society educational content including courses, manuals, enduring materials, and other supporting curriculum materials shall reside with the Society as publisher.

ARTICLE XVI – CONFIDENTIALITY AND PROPRIETARY RIGHTS

Section 1. Acknowledgement and Non-disclosure. All participants in the Society acknowledge by their participation that any information or material provided as part of the Society process or activities is confidential and/or proprietary and shall be kept confidential and shall only be used and disseminated for the Society process and activities. All participants in the Society acknowledge that all Society meetings and discussions are confidential and shall not be disseminated or discussed with individuals outside the Society. The Society Board will decide when and what information and data will be disseminated outside the Society process. Any other distribution of materials or information is strictly prohibited. All individuals participating in Society activities will be required to execute a Non-disclosure Agreement, in a form provided.

Section 2. Sharing Information. Notwithstanding the provisions of Article XVI. Section 1, a voting Society Representative or Alternate Representative may share general information regarding Society activities with the senior management or governing body of their organization. A Representative or Alternate Representative may submit a written request to the Secretary seeking permission to disseminate specifically identifiable Society information or materials to persons within their organizations with a need for such information to facilitate the participation of the organization in the Society process or the activities of the Society. No Society information or materials shall be disseminated unless specific written permission is received from the Secretary.

Section 3. Notices. All participants in the Society acknowledge by their participation that all notices of copyright, confidentiality or other conditions on distributed materials shall be binding and shall not be removed from any materials.

Section 4. Rights and Ownership. All participants in the Society acknowledge by their participation that intellectual property of all types, including but not limited to copyright and trademark rights and ownership, which may be developed or contributed as part of the Society activities shall at all times be the property of and belong to the Society, or as otherwise agreed upon between the Society and another entity. Each participant in the Society agrees to execute such assignments or waivers regarding intellectual property, including waivers of moral rights, as may be requested.

Section 5. Copyright Assignment. Each participant in a Society committee revising or reviewing any specific existing or proposed Society courses, manuals, and other supporting curriculum materials shall execute a copyright assignment in favor of the Society, in a form provided, prior to participating in the work of that committee.

ARTICLE XVII – MONIES AND CONTRACTS

Section 1. Books and Records. The Society shall keep correct and complete books and records of account for its members, Board, and committees of the Board and shall also keep minutes of the proceedings of its Board (and Committees having any of the authority of the Board), and shall keep at the registered or principal office a record giving the names and addresses of the Board and the Officers of the Society. Books and records shall be kept in either written form or in any other form capable of being converted into written form. Any Director or his or her agent or attorney may inspect all books and records of the Society for any proper purpose at any reasonable time.

Section 2. Financial Audit. The accounts of the Society shall be subject to an annual financial review by a certified public accountant approved by the Board or Executive Committee. A full financial audit shall be conducted by the Board or Executive Committee.

Section 3. Loans and Advances. No loans shall be contracted for on behalf of the Board and no evidence of indebtedness shall be issued in the name of the Board unless authorized by a resolution of the Board. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board and shall otherwise be confined to specific instances. No loan shall be made to any Officer or Director of the Board. To the extent permitted by law, and upon the approval of the Board, the Executive Officer, acting jointly with the Treasurer, may effect loans and advances at any time for the Society from any bank, trust company or other institution, or from any firm, society or individual, and for such loans or advances that may be made, may execute and deliver promissory notes or other obligations of the Society, and may pledge, hypothecate or transfer any securities or other property of the Society as security for any such loans or advances. No loan shall be made to any Officer or Director of the Society.

Section 4. Expenditures. No Director(s) or Officer(s) shall expend funds of the Society in excess of \$5,000.00 or incur any indebtedness or obligation on behalf of the Society in excess of \$5,000.00 without the approval of the Board. Except as otherwise determined by the Board, all checks, drafts and other orders for the payment of moneys out of the funds of the Society in an amount less than or equal to \$5,000.00 shall be signed on behalf of the Society by any one of the Executive Officer or Treasurer of the Society; or, if in an amount in excess of \$5,000.00, shall be signed by the Executive Officer.

Section 5. Investments. The Board shall approve a written investment policy and may delegate to the Finance and Audit Committee and Executive Officer the authority to purchase securities in keeping with the investment policy.

Section 6. Deposits. All funds received by the Society and not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board or Executive Committee may select, and shall be subject to withdrawal on written order of such person or persons as may be designated by the Board. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board or Executive Committee may select or as may be selected by any Officer or agent of the Society to whom such power may, from time to time, be delegated by the Board; and, for the purpose of such deposit, any officer, agent or employee of the Society to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for the payment of moneys which are payable to the order of the Society.

Section 7. Contracts. The Board may authorize any officer(s) or agent(s), to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances. In the event that the Society desires to enter into any contract or arrangement with any party who is deemed to be a "related person", as that term is defined in the conflict of interest provisions of the Georgia Nonprofit Corporation Code O.C.G.A. 14-3 (2020), (a) the approval of the Board shall be required (with

the related directors, if any, disclosing the relationship and abstaining from voting on the matter), and (b) the contract or arrangement must be on an arms length basis.

Section 8. Checks. All checks, drafts, or other orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Society shall be signed by the Executive Officer, Treasurer, and/or such other Officer(s) or agent(s) of the Society and in such manner as shall from time to time be determined by resolution of the Board.

Section 9. Bonds. The Board may require any Officer, agent, or employee of the Society to give a bond to the Society, conditioned upon the faithful discharge of these duties, with one or more sureties and in such amount as may be satisfactory to the Board.

ARTICLE VIII – FUNDING AND FINANCIAL OBLIGATIONS

Section 1. Expenses. All expenses of participants of the Society and its Committees shall be borne by each participant, unless otherwise specified herein.

Section 2. Meetings. For all Society and Society Committee meetings, the Society will provide:

- a) Agenda material and staff support.
- b) Meeting space or telephonic/electronic means of conducting meetings and meals during required in-person meetings.
- c) Communications means to support the work of committees.
- d) Food and refreshments, subject to availability of funds and as approved by the Board.

Section 3. Any member may volunteer to pay for or provide space or meals for any meeting.

ARTICLE XIX – INDEMNIFICATION AND INSURANCE

This Article is intended to provide the broadest indemnification to Society Directors, Officers, employees, and agents authorized and permitted by the Georgia Nonprofit Corporation Code O.C.G.A. 14-3 (2020). The maximum indemnification authorized and permitted by the Georgia Nonprofit Corporation Code O.C.G.A. 14-3 (2020), as such code may from time to time be amended or superseded, is incorporated herein by this reference.

Section 1. Indemnification and Insurance.

a) Unless otherwise prohibited by law, the Society shall indemnify any Director or Officer, any former Director or Officer, any person who may have served at the Society's request as a Director or Officer of another organization, whether for-profit or not-for-profit, and may, by resolution of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by such person or imposed upon such person in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which the person may be or is made a party by reason of being or having been such Director, Officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which the person shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Society for damages arising out of the person's own negligence or misconduct in the performance of a duty to the Society.

b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Society may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, or employee; provided, however, that such Director, Officer, or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that the person is not entitled to indemnification under this Article.

c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law.

e) The Board may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by the person which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Society would have the power to indemnify the person against that liability under law.

f) In no case, however, shall the Society indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Society deemed to be a private foundation within the meaning of 26 U.S. Code § 509 - Private foundation defined, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or 4945(d), respectively, of the Code.

g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XX – DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, whether voluntary or involuntary, the residual assets of the Society will be turned over to one or more organizations which, at the time of such distribution(s), themselves are exempt from federal income tax as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose, and in no event shall any benefit accrue by reason of any such dissolution to any of the incorporators, Officers or Directors of the Society. Assets held by the Society upon condition requiring return, transfer, or conveyance to a particular person or entity upon the Society's dissolution shall be returned, transferred or conveyed in accordance with such requirements.

ARTICLE XXI – AMENDMENT OF BYLAWS

The Board shall have sole power to amend, alter, or repeal the Bylaws of the Society, in whole or in part, at any regular or special meeting of the Board, duly called and held, by an affirmative vote of two-thirds (2/3) of the total number of Voting Directors. Upon approval of these initial Bylaws, the Board shall appoint a Bylaws Committee responsible for reviewing and making recommendations of modifications to these Bylaws.

ARTICLE XXII – MISCELLANEOUS

Any Director or Directors, Officer or Officers, or agent or agents of the Society to whom such authority may be delegated by the Board, may accept on behalf of the Society any contribution, gift, grant, donation or bequest for general purposes or for any special or restricted purpose(s) not inconsistent with the exempt purposes of the Society.

ARTICLE XXIII – PARLIMENTARY AUTHORITY

The Standard Code of Parliamentary Procedure by Alice Sturgis shall govern Society meetings, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law.

ARTICLE XXIV – FISCAL YEAR

The fiscal year of the Society shall commence January 1 and end on December 31 of each year.