

CONSTITUTION

From the Articles of Incorporation©

(As amended, 1987)©

1. The name of the proposed corporation is AMERICAN SOCIETY FOR BIOCHEMISTRY AND MOLECULAR BIOLOGY, INC.
2. The purpose of the Society is the extension and utilization of biochemistry and molecular biology.
3. The number of its directors shall be not less than seven nor more than twenty-one.

BYLAWS

(As revised, 2016)©

ARTICLE I. Membership.

SECTION 1. Eligibility for Regular Membership. Qualified investigators who have conducted and published meritorious original investigations in biochemistry and molecular biology will be eligible for regular membership in the Society.

SECTION 2. Eligibility for Associate Membership. Individuals who have not yet attained the qualifications of regular membership (as specified by the Council) and are postdoctoral fellows (or equivalent) will be eligible for associate membership in the Society. Associate members shall enjoy all privileges of regular membership, except holding elective office, endorsing new members, and sponsoring papers for non-members at the annual scientific meeting. Associate members may remain in this status for a maximum of five years. After that period, Associate members will be asked to upgrade to regular membership unless they provide certification that they remain as postdoctoral fellows (or equivalent).

SECTION 3. Eligibility for Affiliate Membership. Affiliate membership is open to individuals who support the mission and aims of the Society but are not eligible for Regular or Associate Membership. Such individuals would typically include educators at the college or high school level who do not have a PhD and/or have not published a paper in a refereed journal devoted to biochemistry and molecular biology, individuals working in government or non-governmental or non-profit organizations, and members of the public with a strong interest in biochemistry and molecular biology. Affiliate members shall enjoy all privileges of regular membership, except holding elective office, endorsing new members, and sponsoring papers for non-members at the annual scientific meeting.

SECTION 4. Eligibility for Graduate Membership. Graduate membership is open to any individual whose is a graduate student and whose application is endorsed by a mentor or faculty member who attests to the interest of the candidate in biochemistry and molecular

biology. Graduate members may not vote, hold elective office, nominate new members, or sponsor papers by non-members at the Society's annual scientific meeting. Graduate members are eligible for automatic promotion to associate membership by certifying that they have attained the necessary qualifications. Graduate members may remain in this status for a maximum of five years.

SECTION 5. Undergraduate Membership. Individuals who are undergraduate students will be eligible for undergraduate membership in the Society. Undergraduate members shall enjoy those privileges of membership as designated by the Council. Undergraduate members may remain in this status for a maximum of five years.

SECTION 6. Membership Applications. Application forms and eligibility regulations will be furnished by the Executive Director. All applications for regular membership will be endorsed by one regular member of the Society. Applications for associate membership will be endorsed by the applicant's department chair or faculty advisor certifying that the applicant is a graduate student or postdoctoral fellow (or equivalent).

A. Applications for regular membership shall be reviewed by the Executive Director, based on membership criteria established by the Council, and if the criteria for membership are met, applicants will be accepted as members immediately and be so notified. Any application not appearing to meet membership criteria will be referred to the Secretary for a decision. The Executive Director will inform the Council at least once each year of the names of new regular members.

B. Applications for associate, affiliate and graduate membership shall be reviewed by the Executive Director, and the applicants who meet the criteria established by the Council, will be accepted as members immediately and be so notified. The Executive Director will inform the Council at least once each year of the names of new associate, affiliate and graduate members.

SECTION 7. Emeritus. Any member of the Society in good standing who has retired from active employment because of disability, eligibility for retirement or age, may upon request and certification by the Executive Director, be classed as a retired member. If retirement is prior to January 1, dues for the succeeding dues year are cancelled. If retirement is after January 1, dues for that dues year must be paid. Retired members shall pay no membership fees or other assessments and shall retain all the rights and privileges of full dues paying members except that retired members shall not be eligible to hold elective office.

SECTION 8. Resignation. Any member may resign upon written notification to the Executive Director, whereupon such resignation shall be considered effective immediately.

SECTION 9. Expulsion or Suspension. The Council shall have the power, by a two-thirds vote of the entire Council, to suspend or expel any member for conduct prejudicial to the interest of the Society, provided that any such member shall have received at least thirty days' notice of the time and place of a hearing by the Council upon any charges of such conduct, together with a copy of the charges against such member, at which hearing such member shall have an appropriate opportunity to be heard; provided, however, that

Article VII, Section 3, of the Bylaws shall govern any expulsion of a member for non-payment of dues.

SECTION 10. Reinstatement. The Council may reinstate a former member upon such terms and conditions as it may deem appropriate.

ARTICLE II. Meetings and Quorum.

SECTION 1. Annual Meeting. The annual meeting of members of the Society shall be held at such time and place as the Council shall determine.

SECTION 2. Special Meetings. A special meeting of members may be called at any time and place by the President, or in case of his or her absence or disability, by the Past – President or President-Elect, and must be called at the request of a majority of the Council or fifty members of the Society. A notice specifying the purpose of such meeting shall be sent (emailed or mailed) to each member at least ten days previous thereto.

SECTION 3. Quorum. One hundred members shall constitute a quorum at all meetings of the Society, but in the absence of a quorum any number shall be sufficient to adjourn to a fixed date.

ARTICLE III. Officers.

SECTION 1. Elected Officers. The elected officers shall be a President, President-Elect or Past-President, Treasurer, and Secretary, all of whom shall be elected by the membership. A President-Elect shall be elected one year prior to taking office as President. The President shall serve for a two-year term as President. The President shall automatically become Past-President for one year on the expiration of the two-year term. A Treasurer-Elect shall be elected once every three years, and serve one year as Treasurer-Elect and thereafter a three-year term as Treasurer.

SECTION 2. The President. The President shall be the Chief Executive Director of the Society and shall serve as Chair of the Council; shall preside at all meetings of the Society and of the Council; shall appoint all committees not otherwise provided for in the Bylaws; shall fill all vacancies in appointive positions; and shall have general direction of the affairs of the Society, and perform such other duties as may be prescribed by the Council.

SECTION 3. The Past President or President-Elect. The Past President or President-Elect shall serve as President in case of the death, absence or inability of the President to serve, which service shall not affect succession to the office of President in the year following election as Past President or President-Elect and shall perform such other duties as may be prescribed by the Council.

SECTION 4. The Secretary. The Secretary shall be responsible for reviewing the minutes of the Society; shall serve on the Nominating and Audit Committees; shall review any nominations for regular membership referred from the Executive Director; and shall perform such other duties as may be prescribed by the Council.

SECTION 5. The Treasurer. The Treasurer shall be responsible for the custody of all funds and securities of the Corporation; shall report semi-annually to the President and the Council as to the financial condition of the Society; and shall, at the annual meeting, submit a certified statement of the Society's financial condition.

SECTION 6. The Treasurer-Elect. The Treasurer-Elect shall be that individual elected to become Treasurer in the year following election as Treasurer-Elect; shall serve as Treasurer in case of the inability of the Treasurer to serve, which service shall not affect succession to the office of Treasurer in the year following election as Treasurer-Elect.

SECTION 7. Executive Director. The Council may appoint and compensate an Executive Director to assist in managing the functions of the Society, including the receipt and disbursement of funds under the direction of the Council and the Treasurer. The Executive Director shall coordinate all staff activities and perform such other duties as may be prescribed by the Council or the officers.

SECTION 8. Resignation. Any officer of the Society may resign at any time by giving written notice to the Council. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance thereof shall not be necessary to make it effective.

ARTICLE IV. The Council.

SECTION 1. Council.

A. The President, the President-Elect or Past-President, the Secretary, the Treasurer and nine additional members shall constitute the Council and have all the powers and duties of a Board of Directors. Six of the additional members will be elected by the membership, two each year, and shall serve three-year terms. Three of the additional members shall be appointed, one each year, by the President with the approval of the Council. The Chair of the Publications Committee, the Editor(s) of the scientific publication(s) of the Society, and the Chairs of appointed committees shall meet with the Council but shall have no vote.

B. None of the elected or appointed members shall be eligible for re-election or re-appointment for more than 2 consecutive terms.

SECTION 2. Regular Meetings. Regular meetings of the Council shall be held at least semi-annually at such time and places as may be determined by the Council. One of such meetings shall be held in conjunction with the annual meeting of the Society.

SECTION 3. Special Meetings. Special meetings of the Council may be actual or telephonic, and may be called at any time by the President or any three Councilors.

SECTION 4. Notice of Meeting. Notice of each meeting of the Council shall be sent to each Councilor at the address appearing on the books of the Society for the purpose of notice, at least ten days before the day on which the meeting is to be held, or shall be sent electronically to such place, or delivered personally not later than the third day before the day on which the meeting is to be held. Every such notice shall specify the time of the meeting, place, day, and hour of the meeting and the general nature of the business to be

transacted. A waiver of notice of any meeting in writing signed by the Councilor entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Participation of a Councilor in any meeting shall constitute a waiver of notice of such meeting, except where a Councilor participates for the express purpose of objecting to the transaction of any business, because the meeting was not lawfully called or convened. Whenever a meeting of the Council shall be adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat, otherwise than by announcement at the meeting at which such adjournment is taken.

SECTION 5. Organization of Council Meetings. At all meetings of the Council, the President, or in his or her absence the Past-President or President-Elect, or in their absence, a Temporary Chair chosen by a majority of the Councilors present at an actual meeting or participating in a special telephonic meeting, shall act as Chair of such meeting and preside thereat. A copy of the minutes shall be supplied to each member of the Council.

SECTION 6. Quorum, Manner of Acting and Adjournment. At all actual or telephonic meetings of the Council, the presence or participation of a majority of the Councilors then serving pursuant to law shall be necessary to constitute a quorum for the transaction of business. Except as otherwise specifically provided by statute, the Certificate of Incorporation, or these Bylaws, the acts of a majority of the Councilors present at a meeting at which a quorum is present, or participating in a special telephonic meeting in which a quorum is participating, shall be the acts of the Council. A Councilor who is present at a meeting of the Council or participating in a special telephonic meeting of the Council, but who is required to abstain from participation in the vote upon any matter, may be counted for purposes of determining whether or not a quorum is present, and if a quorum is present or participating, the acts with respect of any such matter of a majority of the Councilors present or participating who are not required to abstain shall be the acts of the Council. A majority of the Councilors present or participating at any meeting, whether or not they shall comprise a quorum, may adjourn the meeting from time to time.

ARTICLE V. Committees.

SECTION 1. Nominating Committee. The Nominating Committee shall be constituted and function in accordance with the provisions of Article VI hereof.

SECTION 2. Finance Committee.

A. Membership. The Finance Committee shall consist of the President, the Past-President or President-Elect, the Treasurer, and the Chair of the Publications Committee, ex-officio, together with up to three members of the Society to be appointed by the President, for terms of five years. The Treasurer shall be the Chair of the Committee, or in the absence of the Treasurer, a member shall be appointed by the President. The Treasurer-Elect and the Editors of ASBMB publications, or other consultants may be invited by the Treasurer or the President to sit with the Committee without the power to vote.

B. Duties. The Finance Committee shall meet at the time of, or prior to regularly scheduled meetings of the Council, and upon the call of the Treasurer or the President to examine and report on all financial records of the Society. The Committee shall render a report at all regularly scheduled meetings of the Council.

SECTION 3. Audit Committee. The President shall appoint an Audit Committee, consisting of the President and two Councilors, other than the Treasurer. The Audit Committee shall be responsible for meeting with and receiving the reports of the outside auditors of the Society and shall also review internal audits and annual and interim financial reports of the Society. The Committee shall report annually to the Council and at such other times as it deems appropriate or when requested to do so by the Council.

SECTION 4. Membership Committee. The President shall appoint a Membership Committee and designate its Chairman. The committee shall consist of chair, the president and other members from diversified areas of the ASBMB membership to include academia, industry, international members, graduate student and postdoctoral representation. The Membership Committee shall be responsible for promoting and retaining ASBMB membership.

SECTION 5. Publications Committee. The Publications Committee shall be constituted and function in accordance with the provisions of Article VIII hereof.

SECTION 6. Public Affairs Advisory Committee. The Public Affairs Advisory Committee shall be constituted and function in accordance with the provisions of Article X hereof.

SECTION 7. Program Planning Committee. The Program Planning Committee shall consist of a Chair, a Chair-Designate, the immediate Past-Chair of the Committee, and such other members as the Chair may appoint. The President-Elect shall appoint a Chair-Designate immediately upon assuming office. The Chair-Designate shall become the Chair of the Committee after serving as Chair-Designate for one year. At the end of a one-year term, the Chair shall become the Past-Chair of the Committee. The Committee shall plan and implement, subject to general supervision by the Council, the program to be presented at each annual meeting of the Society.

SECTION 8. Other Committees. The President may appoint such other standing or special Committees as it may be deemed advisable, with such membership, duration, functions and authority as may be delegated to it, or prescribed for it. No committee shall be more than 15 members.

SECTION 9. Committee Procedures. Except as otherwise provided in these Bylaws, a majority of a committee shall constitute a quorum thereof, and the acts of a majority of those present at a meeting at which a quorum is present, shall be the acts of the committee. Meetings of each committee shall be called by the Chair of the committee or any two members of the committee. Each committee shall render such reports/budgets at such time as the Council may require. All committees shall carry out their duties subject to approval of the Council and in accordance with the provisions of the Bylaws.

ARTICLE VI. Nominations and Elections.

SECTION 1. Nominating Committee. The Nominating Committee shall consist of three members elected by the membership, three members at-large appointed by the President with the approval of the Council, the President, the Secretary, and the President-Elect or Past-President. One member will be elected by the membership each year from a slate of no less than two nominees for a three year term. One at-large member will be appointed each year for a three-year term and cannot be serving on the Council at the time of appointment. The members of the Nominating Committee must be from separate institutions. The President will appoint a Chair of the Nominating Committee from either the elected or appointed members. No member shall serve more than one three-year term as an appointed or elected member of the Nominating Committee.

SECTION 2. Nominations.

A. The Nominating Committee shall make not less than two nominations each for the offices of President-Elect and Secretary, four nominations for the positions of Councilor and one nomination for the position of Treasurer-Elect. Furthermore, the Nominating Committee in each year shall make not less than four nominations for positions on the Publications Committee in accordance with the provisions of Article VIII, Section 3. The names of nominees for each office shall be listed alphabetically on the ballot.

B. The nominations by the Nominating Committee must be transmitted to the Executive Director at least three months before the annual meeting at which they are to be considered.

C. The Executive Director shall prepare and send to every Regular, Associate, Emeritus and Honorary member, at least one month prior to the election, an electronic or printed ballot listing all candidates whose nominations have been properly made.

SECTION 3. Elections.

A. The members shall individually vote on the ballots presented to them by the Executive Director. The election will be closed ten working days prior to the Business Meeting.

B. The President shall prepare a report of the election and present the results to the membership at the executive session of the annual meeting.

C. A plurality of the votes cast shall be necessary to elect, and in case of a tie vote the decision shall be made by lot.

D. Elected officers shall assume their duties and responsibilities on July 1.

SECTION 4. Filling of Vacancies.

A. The Council shall fill all vacancies in elective positions.

B. The President of the Society shall fill all vacancies in appointive positions. The President-Elect shall so designate the appointees to those positions whose term of office commences coincidental with or subsequent to the succession to the Presidency.

ARTICLE VII. Financial.

SECTION 1. Dues. Annual assessments shall be determined by a majority vote at the annual meeting of the membership, upon recommendation by the Council. Individuals becoming members during the period January 1 to June 30 shall pay dues at the full annual rate. Individuals becoming members during the period July 1 to December 31 shall pay dues at one half of the full annual rate for the remainder of that dues year and then pay at the full annual rate for the subsequent year (s).

SECTION 2. Privileges of Membership Begin with Payment of Dues. New members are entitled to the privileges of membership only after payment of dues. Dues shall be paid on or before January 1 of each year, for the membership year then beginning, except as enumerated in Article VII, Section 1, for associate members.

SECTION 3. Penalty for Non-Payment of Dues. A member who has not paid dues within one year after billing shall, upon being billed for the succeeding year, and receiving appropriate notice, cease to be a member of the Society unless all indebtedness to the Society is met within 60 days.

SECTION 4. Expenditures. No expenditures from the general funds of the Society, except those required in the performance of ordinary official duties, shall be made except by vote of the Council.

SECTION 5. Investment Funds.

A. Herter Fund. The "Christian A. Herter Memorial Fund" (hereinafter referred to as the Herter Fund) shall be held and invested separately from other funds of this Society in accordance with the terms of the Agreement dated May 16, 1911, executed by the Journal of Biological Chemistry and the donors of said fund. Expenditures under the Agreement shall be recommended by the Finance Committee for authorization by the Council.

B. Other Funds. The Council may establish other funds as it deems appropriate, subject to restrictions established by fund donors or by the Council. The investment or reinvestment of the capital income of such funds and disbursements therefore shall be under the direction of the Council on the recommendation of the Finance Committee.

C. Trust Agreement. The Council may make agreement with a Trust Company to serve as the depository of the investments and income of the Herter Fund and of such other funds as the Society may commit to its charge. The Trust Company shall have and exercise the following powers and duties, viz., the custody and safekeeping of securities and cash, the

collection of income and other monies due, with power to receipt for the same and to endorse for deposit all checks payable to the Society or an Officer or to ASBMB Publications for income or other monies due. The Trust Company shall, upon appropriate authorization, implement the investment or reinvestment of the capital of the funds, the disbursement of principal or of income and shall keep books of account and render statements for each fund in its custody on a monthly basis.

ARTICLE VIII. Publications.

SECTION 1. Publications. The Publications of the Society shall include the Journal of Biological Chemistry and all other publications sanctioned by the Council.

SECTION 2. Publications Committee. The Publications Committee shall have responsibility for reviewing all publishing activities of the Society, and reporting its recommendations to the Council at all regularly scheduled meetings. It shall advise the Council on policy, ethical, and legal issues that may arise from operation ASBMB Publications. It shall advise the Editor(s) of ASBMB Publications on editorial matters.

SECTION 3. Membership of the Publications Committee. The Publications Committee shall consist of seven members of the Society from different institutions. Six members, two per year, shall be elected by the Society from a slate of at least four candidates selected by the Nominating committee. The President will appoint a single member as necessary to maintain an odd number of voting members. The term of office shall be three years and members shall be eligible for re-election and/or re-appointment for one additional term. The Editor(s) of ASBMB Publications will be a member(s) ex-officio of the Publications Committee, without power to vote.

SECTION 4. Chair of the Publications Committee. The Publications Committee shall elect a Chair-elect from its own membership from those individuals serving in their second year on the Committee. The Chair-elect shall become the Chair for the third year of service on the Committee.

ARTICLE IX. Scientific Publications of the Society.

SECTION 1. Editor and Deputy Editor. The Editor(s) of the scientific publications of the Society shall be appointed by the Council for a term not to exceed five years, and may be re-appointed for five year terms subject to review. The Deputy Editor(s) will be selected from the Associate Editors by the Editor, in consultation with the Associate Editors, subject to approval by the Council. The Deputy Editor will serve a five year term and may be re-appointed by the Editor, with the approval of the Council. The Editor shall have direct responsibility and authority, subject to review by the Publications Committee, for conducting the editorial activities of the publication. The Deputy Editor shall perform these duties delegated by the Editor and shall assume the responsibilities on an interim basis, should the Editor be unable to perform his or her duties. In the event that the Editor cannot continue, the Council will identify and appoint a new Editor.

SECTION 2. Associate Editors. The Associate Editors, as a Committee of the whole, shall be responsible for all matters pertaining to editorial content, including selection of the Editorial Board. The Editor will serve as the Chair of the Committee of Associate

Editors. New Associate Editors will be nominated for renewable five-year terms by the Editor, with approval of the current Associate Editors and the Publications Committee. Nomination for renewal of an Associate Editor's term will be made by the Editor with the approval of the Associate Editors and Publications Committee. The Editor may appeal any decision of the Publications Committee to the Council.

SECTION 3. Editorial Board. The members of the Editorial Board shall be appointed by the Committee of Associate Editors to assist them and the Editor in the editorial conduct of the publication.

SECTION 4. Management of the Publications. The Executive Director shall serve as Manager of the publications of the Society and shall have, under the supervision of the Editor(s), responsibility and authority, subject to the policies established by the Council, for the management of the business affairs of Society publications, including contracts for publication, approval of advertising, office administration, redactory services, and related activities.

SECTION 5. Reports. The Editor(s) and the Executive Director and designated staff shall report to the Chairs of the Publications and Finance Committees, at all regularly scheduled meetings of those bodies, and to the Council, on the editorial and financial condition of the publications, with such recommendations as they deem proper for its content, form, and editorial and financial policies.

ARTICLE X. Public Affairs Advisory Committee

SECTION 1. The Public Affairs Advisory Committee (PAAC) will have the responsibility of managing the relationship of the Society to the general public and to inform and advise the Council and officers of situations and activities in which the membership of the Society has a vested interest. The PAAC will be expected to act in the name of the Society on such matters as the Council deems appropriate and will include, but not be limited to, advocating for the support of funding for biochemical and molecular biological research, monitoring the activities of the federal, state and local governments in arenas pertaining to the interests of the Society and its members and considering and responding to any other matters of a scientific nature that shall arise, which may affect the Society in pursuit of its mission. The PAAC Executive Committee will be responsible for setting the Committee's agenda and coordinating the activities of the full Committee with the Office of Public Affairs. The full PAAC will also be responsible for managing the interactions of the Society with any other organization that is involved in similar or related activities as the PAAC with which the Society has an established or financial relationship. PAAC shall also be consulted with respect to any new relationships with external organizations involved in related activities, regardless of whether fiscal considerations are involved.

SECTION 2. Membership of the Public Affairs Advisory Committee. The Public Affairs Advisory Committee (PAAC) shall consist of fifteen (15) members of the Society. Nominations for PAAC membership will be solicited from the ASBMB membership. PAAC members will be appointed by the President of the Society, with the advice and consent of the PAAC Executive Committee. Terms will commence on July 1.

All terms, elected and appointed, shall be for three (3) years (except as noted below for individuals completing the terms of members who leave the committee). PAAC members may be re-elected or re-appointed to a second term (the Chair is automatically appointed to a second term). No PAAC members will serve more than two terms. In the event that a member of the PAAC is unable to continue to serve, their term will be completed by a member of the Society appointed by the President. Any such individual will be eligible to serve two additional three year terms. The President and President-elect (or Past-president) of the Society will serve as ex officio non-voting members of PAAC.

SECTION 3. Chair of the Public Affairs Advisory Committee. The Chair-elect will be appointed by the President of the Society. Eligible candidates will have completed one (1) year of service on PAAC and will assume the position of Chair-Elect serving in that capacity for one year. In the third year of their term the Chair-Elect will assume the position of Chair and will be automatically reappointed for another 3 year term. The Chair will serve a two year term as Chair and serve one year as Past-Chair. The Chair-elect will serve as the Chair in the absence of the Chair in any official function of PAAC. The Executive Committee will be composed of the Chair, Past-Chair or Chair-elect, President, President-elect (or Past-president) and three (3) members of the PAAC, who may also have additional roles as Chairs of PAAC subgroups. The composition of such subgroups, the Chairs thereof and their terms will be determined by the PAAC Chair.

SECTION 4. Meetings. The Public Affairs Advisory Committee shall meet at least semi-annually and shall report its activities to Council in a timely fashion or as Council may require. Additional meetings (in person or electronic) may be called by the Chair or a simple majority of the Executive Committee, upon written notice to all members of the committee at least five (5) days prior to the proposed meeting. A simple majority of the PAAC shall be deemed to be a quorum for the purposes of conducting its official business.

ARTICLE XI. Reports on Scientific Subjects.

SECTION 1. Presentation of Reports. The Council shall allot the time available for presentation of reports on scientific subjects by members at meetings of the Society. Members may introduce non-members to present such reports unless the privilege is revoked or limited by the Council.

SECTION 2. Number of Reports. The Council shall establish equitable rules on the reports which may be presented by each member.

ARTICLE XII. Corporate Seal.

SECTION 1. The corporate seal of the corporation shall be a circle surrounded by the words, AMERICAN SOCIETY FOR BIOCHEMISTRY AND MOLECULAR BIOLOGY, and including the word, INCORPORATED.

ARTICLE XIII. Indemnification.

The Society shall indemnify an officer, Councilors, duly appointed or elected Committee members, Editors, Associate Editors, Editorial Board members, or employee against any and all expenses and liabilities actually and necessarily incurred or imposed in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the Society or otherwise, civil, criminal, administrative or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been an officer, Councilor or employee of the Society to the full extent permitted by Sections 721-727 of the Not-For-Profit Corporation Law of the State of New York, and may exercise any powers it is authorized by those sections to exercise, including the power to purchase and maintain indemnification insurance; provided, however, that there shall be no indemnification in relation to matters as to which such officer, Councilor or employee shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Society for damages out of his or her own negligence or misconduct in the performance of a duty to the Society.

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

The indemnification provided for in this Article shall not be deemed exclusive of any other rights to which such officer, Councilor, or employee may be entitled, under any law, by-law, agreement, vote of the Council, or otherwise and shall not restrict the power of the Society to make any indemnification permitted by law. Indemnification as provided for in this Article shall inure to the benefit of the heirs, executors, administrators, or other legal representatives of an officer, Councilor, or employee.

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 XIV. Amendments.

SECTION 1. Vote Required. Any of these Bylaws may be altered, amended or repealed, or new Bylaws be adopted by the affirmative vote of two-thirds of the entire Council, or by a three-fifths majority vote of the membership voting at a duly constituted meeting, provided that notice of such meeting shall have stated the substance of the Bylaw to be altered, amended, repealed or adopted; and provided, further, that in the case of such amendment of the Bylaws by the Council, such notice provision may be waived with the unanimous consent of all members of the Council.

SECTION 2. Manner of Presentation. Proposed amendments to the Bylaws may be initiated (a) by the Council, or (b) by petition signed by at least twenty-five members from at least three institutions and sent to the Secretary at least three months prior to the meeting at which they are to be considered.