

THE SOCIETY FOR PEDIATRIC RESEARCH CONSTITUTION AND BY-LAWS

Introduction

The Society for Pediatric Research was founded in 1929 and incorporated in 1963. The provisions of this Constitution and By-laws (the "By-laws") are amended and expanded from those as amended and approved by the Society in 2014.

Article I Name: The name of this organization shall be THE SOCIETY FOR PEDIATRIC RESEARCH (the "Society").

Article II Status:

1. Activities. The Society is a non-profit organization. Accounting and disposal of income will adhere to the IRS requirements for non-profit organizations. No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these By-laws, the Society shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. Distributions. Upon the dissolution of the Society, the Council shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Council shall determine. Any assets not so disposed of shall be disposed of by the Court of common pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
3. Policies. The Society shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, gender, religion, or creed.

Article III Offices: The Society shall have and continuously maintain in the State of Ohio a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Ohio and such other registered agents as the Council may from time to time determine. The business office of the Society shall be located at such place as the Council of the Society shall direct from time to time.

Article IV Purpose: The Society's primary purpose shall be to encourage pediatric investigation by providing a forum for the interchange of ideas and providing opportunities for younger investigators to present work, and other purposes of the Society shall be to take such action as is determined appropriate by the Council from time to time to promote the primary purpose of the Society and also to advance the causes of pediatric medicine and the health and well-being of children, consistent with the Articles of the Society.

Membership:

1. Categories. There shall be five (5) categories of members:
 - i) Active Members
 - ii) Senior Members
 - iii) Emeritus Members
 - iv) Affiliate Members
 - v) Fellow and Junior Faculty Section members (Junior members)

Active, Senior, and Emeritus membership is open to residents of all nations. Members must be current in their dues to be members in good standing of the Society.

- a) Active Members. Active members shall be limited to those individuals engaged actively in ongoing clinical or laboratory investigations in pediatrics. For purposes of admission as an Active member, a prospective member must be less than 55 years of age at the time of submitting his or her application for membership admission which is in question and demonstrate active and independent participation in hypothesis testing research, as determined by the Council; provided, that any Active member admitted to membership on the basis of an application submitted when the member was less than 55 years of age shall continue as an Active member until the time of the Annual Meeting which first follows the date when the member attains the age of 55. Active members, for reasons of health or other extenuating circumstances, may be transferred to Emeritus membership at the discretion of the Council, except in the instance of the president, the vice president (president-elect) or the immediate past president, transfer to Emeritus membership will be deferred until completion of service on the Council as defined in the Article VIII.
- b) Senior Members. Each Active member who is in good standing and who became a member on the basis of an application for membership submitted prior to attaining the age of 55 will be transferred automatically to the Senior member category as of the commencement of the Annual Meeting which first follows the date when the member attains the age of 55. Prospective members who are over the age of 55 years and less than 65 years of age at the time of application, and meet the criteria for Active membership as determined by Council, will be admitted directly to Senior membership status. Senior members, for reasons of health or other extenuating circumstances, may be transferred to Emeritus membership at the discretion of the Council, except in the instance of the president, the vice president (president-elect) or the immediate past president, transfer to Emeritus membership will be deferred until completion of service on the Council as defined in the Article VIII.
- c) Emeritus Members. Emeritus membership will be automatically conferred on Senior members (including affiliate members) in good standing as of the commencement of the Annual Meeting which first follows the date when the member attains the age of 65.
- d) Affiliate Members. Persons who are residents of places other than the United States, Canada, or Mexico can be nominated for affiliate membership. The procedure and requirements applicable to affiliate membership applications are the same as those for Active membership, including without limitation that either the proposing nominator or seconding nominator must be an Active member of the Society. Notwithstanding the foregoing, Active members of the European Society for Pediatric Research ("ESPR") and the Asian Society for Pediatric

Research (“ASPR”) shall be automatically given Affiliate membership in the Society upon request in accordance with any existing agreement between the Society and ESPR and ASPR. Active members of other international pediatric societies may be given Affiliate membership in the Society in accordance with any agreement approved by the SPR Council.

e) Fellow and Junior Faculty Section Members. Membership is open to all fellows who are currently enrolled in an established fellowship program related to pediatrics in an academic institution. Membership may continue through the first 3 years following fellowship completion. The application for membership must be signed by their Program Director. There is no charge for this membership category. Members of this section will not have voting privileges but may serve as section representatives on Council and other SPR committees, as determined appropriate by Council. Members of this section of the SPR will be designated as Junior Members at the national meeting, with fellow trainees subject to trainee rates and junior faculty subject to faculty rates at this meeting. Junior members will receive the Society’s newsletter and have access to the Society’s web-based/electronic resources.

2. Term and Termination of Membership. Subject to the provisions concerning categories of membership and unless sooner terminated on the basis provided in the By-laws, membership of any category shall continue as long as a member evidences interest in the purposes of the Society to the satisfaction of the Council and pays the required dues and fees. Membership may be terminated by the Council without further action as described in Article XI of these By-laws for nonpayment of required dues and fees. Membership may also be terminated by the Council if the Council is presented with evidence of (i) a final determination of academic misconduct or unethical behavior on the part of the member, which determination has been made by a peer review board of a licensed academic institution or a governmental entity, or (ii) the conviction of the member for a crime which constitutes a felony. Before effecting any such termination, the Council shall conduct a hearing which shall be limited to affording the member in question an opportunity to present evidence to the effect that the peer review board determination in question was not made or was not final, or that such determination or conviction did not involve the member in question. Such hearing may be conducted at a regularly scheduled meeting of the Council or a special meeting of the Council, in the discretion of the Council, and shall be attended only by members of the Council, the member who is the subject of the potential membership termination, and legal counsel for the Council or the member in question, respectively. Notice of the hearing, including notice of the alleged basis for membership termination, shall be given in writing by certified mail to the member who is the subject of the potential membership termination not less than 30 days in advance of the day on which the hearing commences. The Council may in its sole discretion disregard any evidence sought to be introduced by the member in question at the hearing which was not submitted to the Secretary of the Society in written form not less than 10 days in advance of the hearing.

3. Numerical Limit. There shall be no numerical limit to the membership of any category in the Society.

4. Application for Membership. Except as provided above with respect to ESPR or ASPR Active members who request Affiliate membership in the Society and the Fellow Section members, each applicant for membership must be nominated and seconded, respectively, by Active, Senior, Emeritus and Affiliate members of the Society who are neither officers nor members of the Council and whose dues are in good standing. Either the nominator or seconder must be an Active member. The nominator shall complete an application form prepared by the Membership Secretary and approved by the Council which specifies requirements for admission to membership. Nomination of individuals for membership must be received by the Membership Secretary by June 15 of the

nominating year or an alternative date (if any) determined by the Council for the year in question. Persons nominated for Active membership must among other things meet the age requirements set forth in Section 1(a) of this Article V for consideration. A list of individuals nominated will be sent by the Membership Secretary to the entire membership for solicitation of comments. Negative comments concerning a nominee that relate to ethical matters or misconduct will not be considered unless the comments relate to, and are accompanied by written evidence of, a final determination of academic misconduct or unethical behavior on the part of the nominee, which determination has been made by a peer review board of a licensed academic institution, a licensed foundation or a governmental entity. All comments received which are eligible for consideration shall be submitted by the Membership Secretary to the Council and the Council shall then elect to membership such of the nominees as the Council determines are qualified and suitable to become new members. Nominees not elected to membership by the Council are not eligible for re-nomination sooner than the next regularly scheduled Fall Council Meeting (as defined in these By-laws) which follows the Council meeting (or date of action taken without a meeting as the case may be) when the nomination of the nominee in question was presented without election to membership. New membership will begin on January 1 of the year following election to the Society. At that time, privileges begin and dues are assessed.

5. Privileges of Members in Good Standing. Subject to the provisions of Section 6, below, members in good standing shall have the following privileges:
 - a) All members, except Junior members, may sponsor abstract communications to the Society's Annual Meeting.
 - b) Active members may vote at the Annual Meeting of the Society, as well as at special meetings of the Active members or in elections conducted through the mail. Each Active member shall be entitled to one vote on each matter submitted for voting by Active members. Voting on any matter may be conducted by mail in the discretion of the Council.
 - c) Active, Senior, Emeritus and Affiliate members may nominate individuals for membership in the Society.
 - d) Active members are eligible to serve as officers of the Society or members of the Council.
 - e) Senior members may nominate individuals for membership, sponsor abstracts for the Society's Annual Meeting, and serve on special committees, as deemed appropriate by Council. They may not, however, vote at special meetings of the Active membership or in Society elections, nor may they serve as officers of the Society or as members of the Council.
 - f) Emeritus members have the same privileges as Senior members. Emeritus members will be excused from paying annual dues, but must pay the cost of scientific publications, abstract submission fees, and meeting registration costs.
 - g) Affiliate members have the same privileges as Senior members.
6. Suspension of Privileges. The Council may suspend in whole or in part, for such period as is determined by the Council, the privileges of a member who is not in good standing or who has breached one of the rules of the Society, as determined by the Council. Subject to the provisions of this Section 6, a member will not be in good standing if the member has failed to pay required dues or fees when due in accordance with Article XI of these By-laws. A determination by the Council that the privileges of a member should be suspended as a result of breaching a rule of the Society may be made only after the Council has conducted a hearing to afford the member in question an opportunity to present evidence rebutting any allegation that the member has breached a rule of the

Society. Such hearing may be conducted at a regularly scheduled meeting of the Council or a special meeting of the Council, in the discretion of the Council, and shall be attended only by members of the Council, the member who is the subject of the potential suspension of privileges, and legal counsel for the Council or the member in question, respectively. Notice of the hearing, including notice of the alleged breach of a rule, shall be given in writing by certified mail to the member in question not less than 30 days in advance of the day on which the hearing commences.

7. Annual Meeting of Members. The Society will hold one (1) Annual Meeting of the members of the Society per year (the "Annual Meeting") at a site and time to be determined by the Council.
8. Informal Action by Members. Any action required to be taken at a meeting of the members of the Society, or any other action which may be taken at a meeting of members, may be taken without a meeting by voting conducted by mail.
9. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

Article VI

Council.

1. Council Members. The Council of the Society (the "Council") will be composed of eighteen (18) members consisting of the officers and other Council members described below who are elected from the Active membership of the Society, and complete their terms during their tenure as Active members:
 1. President
 2. President-Elect
 3. Vice President
 4. Secretary^{1/}
 5. Treasurer^{2/}
 6. Membership Secretary
 7. Immediate past President
 - 8-18. Council Members

The offices of Secretary and Treasurer may be held by the same person and in such event; there shall be twelve non-officer at-large Council Members. To the extent possible, consistent with the other provisions of this Constitution and By-laws, an effort will be made to ensure that the number and type of subspecialties of the at-large Council Members will be proportionally reflective of the number and type of subspecialties of the general membership of the Society.

^{1/} The offices of Secretary and Treasurer may be held by the same person.

^{2/} The offices of Treasurer and Secretary may be held by the same person.

2. Council Duties. The Council shall be vested with the responsibility of managing and administering the affairs of the Society. This will include without limitation promulgating from time to time such rules and regulations of the Society as are deemed appropriate by the Council, notice of which shall be given by mail to the membership by the Secretary, meeting planning, membership review, policy determination, fee setting, and participating in the election of editors to the journal Pediatric Research.
3. Pediatric Research Foundation. The Council shall, in cooperation with the Council of the American Pediatric Society, elect Society Trustees (as such term is defined in the By-

Laws of the Pediatric Research Foundation) to the Pediatric Research Foundation accordance with the Articles of Incorporation and By-Laws of the Pediatric Research Foundation. Except to the extent governed by the terms of any distribution to the Society, the Council shall determine the number and size of grant awards to be made by the Society in accordance with any monies that may be distributed to the Society by the Pediatric Research Foundation. The mechanism for establishing and monitoring an appropriate peer review grant process shall be determined by the Council in cooperation with the Council of the American Pediatric Society. Notwithstanding, anything provided herein to the contrary, the Council shall not have any authority hereunder, and the provisions hereof shall be of no effect, except to the extent that these provisions are consistent with the Articles, By-laws and other documents, as well as all applicable laws and regulations, governing the Pediatric Research Foundation.

4. Regular Meetings. A regular annual meeting of the Council (the "Fall Council Meeting") shall be held at the principal business offices of the Society at such time and place as may be designated by resolution by the Council without other notice than this By-law and such resolution. There shall also be a regular annual meeting of the Council which shall be held at the time of the Annual Meeting. The Council may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the Council without other notice than such resolution.
5. Special Meetings. Special meetings of the Council may be called by or at the request of one or more of the officers along with six other members of the Council. The persons authorized to call special meetings of the Council may fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Council called by them.
6. Notices. Notice of any special meeting of the Council shall be given at least three days previously thereto by written notice delivered personally or sent by mail or telegram to each Council member deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by mail, such notice shall be deemed to be delivered on the third day following the day such notice is deposited in the United States mail. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Council member may waive notice of any meeting.
7. Quorum. A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council, provided, that if less than a majority of the Council members are present at said meeting, a majority of the Council members present may adjourn the meeting from time to time without further notice.
8. Manner of Acting. The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council, except where otherwise provided by law or by these By-laws.
9. Informal Action. Any action required to be taken at a meeting of the Council or any action which may be taken at a meeting of Council members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Council members entitled to vote with respect to the subject matter thereof. For purposes of this provision, counterparts of such consent document may be signed, each of which shall be considered an original and all of which taken together shall constitute one and the same instrument.
10. Compensation. Council members as such shall not receive any salaries for their services, but by resolution of the Council, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Council; provided, that nothing herein contained shall be construed to preclude any Council member from serving the Society in any other capacity and receiving compensation therefor.

11. Elections. Non-officer members of the Council will be elected by the Active members to staggered three-year terms. Nominations for the election of non-officer Council members with terms commencing at the beginning of the following year will be formulated by the Council during each year. At least two nominations will be publicized to the Active membership for each such position not later than the last day of February in the year in question. In addition, with the written support of two (2) Active members not affiliated with the nominee's institution, one or more additional write-in nominees can be proposed for election, provided that such written support and nominations are received by the Secretary not later than the seventh day of March in the year in question, in which event the Secretary shall also publicize the write-in nomination to the Active membership. Except as otherwise determined by the Council for any year, the election of non-officer Council members shall be conducted by written ballots submitted by mail, which ballots shall be sent out not later than the fifteenth day of March in the year in question, with returned ballots to be tallied not later than the first day of April in the year in question. The Secretary shall report the results of such election to the members as soon as reasonably practicable following the tallying of the votes.

Article VII

Committees and Joint Council Meetings.

1. General Provisions. The Council may designate one or more committees, each of which shall consist of three or more Council members, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Council in the management of the Society; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Council, or any individual Council member, of any responsibility imposed upon them by law. Other committees not having and exercising the authority of the Council in the management of the Society may be designated by the Council. Unless otherwise provided in the resolution of the Council members designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Council.
2. Membership Committee. A standing committee to be known as the Membership Committee will be comprised of the Council members.
3. Joint Council. The Council of The Society for Pediatric Research will meet jointly twice yearly with the Council of the American Pediatric Society, and as such will comprise the Joint Council of the American Pediatric Society and The Society for Pediatric Research.

Article VIII

Officers

1. General Provisions. The officers of the Society shall be a President, a President-Elect, a Vice President, a Secretary (the offices of Secretary and Treasurer can be held by the same person), a Treasurer, a Membership Secretary, and such other officers as may be determined by the Council. The Council may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Council. Any two or more offices may be held by the same person. Officers need not be residents of Ohio. Terms of all offices shall commence and run on a calendar year basis.
2. President. The President shall serve for one (1) year. The President shall be the chief executive officer of the Society and chairperson of the Council, and shall preside at all meetings of the Council. The President shall have the responsibility for the general and active management of the affairs of the Society. This individual shall appoint standing committees in accordance with the policies of the Society, and may appoint other committees at the discretion of the Council in the discharge of their responsibilities. In the event of death or resignation of the President, the President-Elect shall automatically

succeed.

3. President-Elect. The President-Elect shall serve for one (1) year and actively assist the President. The President-Elect will preside at Council meetings that the President is unable to attend. The succession to the office of President shall be automatic on completion of the term as President-Elect, if this individual is at that time able and willing to serve. In the event of death or resignation of the President-Elect or premature succession of President, this officer's responsibilities may be assumed by the Vice President of the Society.
4. Vice President. The Vice President shall serve for one (1) year and actively assist the President, President-Elect, Secretary and Treasurer. The Vice President's succession to President-Elect shall be automatic upon the completion of the one (1) year term of Vice President. In the event of death or resignation of the Vice President or premature succession to the President-Elect position, any of the Vice President's responsibilities may be delegated by the President to another Council member.
5. Secretary. The Secretary (who may also hold the office of Treasurer) shall be elected to serve for five (5) years, and shall attend all meetings of the Council and all meetings of the members, and record all proceedings of the meetings of the members and the Council. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the Society's records and of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these By-laws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned to this officer by the president or by the Council. Notwithstanding the provisions of Article IX, below, the Council may, in its discretion, conduct the election for a new secretary at an earlier date during the year prior to the expiration of the current term to allow for a smooth transition in the fulfillment of the duties of this office. In the event of death or resignation, the office of Secretary will be succeeded by a member of the Council designated by the President.
6. Treasurer. The Treasurer (who may also hold the office of Secretary) shall serve for a term concurrent with that of the Secretary and shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for monies due and payable to the Society from any sources whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-laws; shall render an annual financial report to the Society; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to this officer by the president or by the Council. If required by the Council, the Treasurer shall give a bond for the faithful discharge of this officer's duties in such sum and with such surety or sureties as the Council shall determine. Notwithstanding the provisions of Article IX, below, the Council may, in its discretion, conduct the election for a new treasurer at an earlier date during the year prior to the expiration of the current term to allow for a smooth transition in the fulfillment of the duties of this office. In the event of death or resignation, the office of Treasurer will be succeeded by a member of the Council designated by the President.
7. Membership Secretary. The Membership Secretary shall be elected to serve for five (5) years, and shall attend all meetings of the Council. The Membership Secretary will be responsible for publication of notices soliciting applications for membership to the Society, for processing membership applications and distributing them for review by the Membership Committee, and for notification of nominators with regard to action taken on their candidates by the Council. In the event of death or resignation of the Membership Secretary, the office will be filled by a Council member designated by the President.

8. Immediate Past President. The Immediate Past President shall serve for one (1) year and actively assist the President, President-Elect, Vice-President, Secretary and Treasurer and Council. The Immediate Past President shall also serve as Chair of any special committees as designated by the Council.

Article IX

Election of Officers. Nominations for the election of officers to offices with terms commencing at the beginning of the following year will be formulated by the Council during each year. Two nominations will be publicized to the Active membership for each office not later than the last day of February in the year in question. In addition, with the written support of two (2) Active members, one or more additional write-in nominees can be proposed for election, provided that such written support and nominations are received by the Secretary not later than the seventh day of March in the year in question, in which event the Secretary shall also publicize the write-in nomination to the Active membership. Except as otherwise determined by the Council for any year, the election of officers shall be conducted by written ballots submitted by mail, which ballots shall be sent out not later than the fifteenth day of March in the year in question, with returned ballots to be tallied not later than the first day of April in the year in question. Notwithstanding the foregoing, the elections for the offices of secretary and treasurer may be conducted at an earlier time as provided in Article VIII, above, in which event the Council shall, if such election is to be conducted by mail, provide for publication of nominations, submission of write-in nominations, and mailing and tallying of ballots in like fashion as provided above on earlier dates. The Secretary shall report the results of each such election to the members as soon as reasonably practicable following the tallying of the votes.

Article X

Meetings.

1. General Provisions. The Society shall hold an Annual Meeting in each calendar year (as previously defined, the "Annual Meeting"). The President and Secretary will be responsible for planning the program of the Annual Meeting. The President may, in the President's discretion, appoint a program committee to assist in this process. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture of the Society. Special meetings of the members may be called by the President at the direction of the Council or as otherwise provided by law. Written or printed notice stating the place, hour, and day of the meeting and the purpose or purposes for which a special meeting is called shall be delivered by the Secretary not less than ten (10) and no more than sixty (60) days before the date of the meeting.

During each Annual Meeting, a business meeting may be held to conduct business at the discretion of the President of the Society.

2. Selection of Abstracts for the Annual Meeting. Abstracts for presentation shall be selected by an equitable method determined by the Council. The method of selection shall be a matter of public record. Papers shall be selected on the basis of their quality and interest. Active, Senior, Emeritus, and/or Affiliate members of good standing in the Society must author or sponsor each of the abstracts submitted.

Article XI

Dues and Assessments

1. Dues. Yearly dues will be assessed on a calendar year basis at a rate set by the Council at the Fall Council Meeting. The amount of dues may vary according to category of membership. Dues and any required fees must be paid in full by October 15 of the calendar year to avoid incurring a payment penalty fee. Dues must be remitted to the Society by December 1 of the calendar year to avoid loss of good standing and any potential resulting revocation of membership privileges. Dues in arrears for three (3) consecutive years will result in the automatic termination of membership, subject to

reinstatement as provided in Section 2 of this Article XI.

2. Reinstatement. Any member whose membership has been terminated for nonpayment of dues and who seeks reinstatement shall be required to pay dues for the current year in which reinstatement is sought plus the unpaid dues which had accrued as of the year in which membership was terminated, and upon such payment, membership may be reinstated.
3. Assessments. The Council shall have the authority to levy any emergency assessment at any time.

Article XII Quorum. A quorum at all duly constituted meetings of the Society shall consist of those members who are present at the time of such meetings.

Article XIII Fiscal Year. The fiscal year of the Society shall be October 1 through September 30.

Article XIV Seal. The seal of the Society shall be such as determined from time to time by the Council of the Society.

Article XV Notices and Waiver. Whenever any notice whatever is required to be given under the provisions of these By-laws, such notice shall be deemed to be sufficient if given by depositing same in a post office box in a sealed, postage-paid wrapper addressed to the person entitled thereto at his/her post office address as it appears on the Society's books, and such notice shall be deemed to have been given on the day of such mailing. A waiver of notice signed by the person or persons entitled to said notice, before or after the time stated therein, shall be deemed equivalent thereto.

Article XVI Resignations and Termination. Any Officer or other Council member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by the President or Secretary, whichever is earlier. The acceptance of a resignation shall not be necessary to make it effective unless expressly so provided in the resignation. Any officer or other Council member may be removed from office and/or Council membership pursuant to a resolution duly adopted by not less than two-thirds of the members of the Council.

Article XVII Amendments.

1. All proposed amendments to the By-laws shall be submitted in writing to the Secretary of the Society. Proposed amendments may be submitted by the Council to the members at any time by mail or at any duly convened meeting of the members, and proposed amendments may also be submitted by any twenty (20) members of the Society at the Annual Meeting or at any duly convened special meeting of the members. Upon receipt of any proposed amendment, the Secretary shall distribute a copy thereof in writing to the membership as soon as is reasonably practicable. The proposed amendment shall then be presented to vote at the next succeeding Annual Meeting of the Society or, at the discretion of the President, may be submitted on an earlier date to the Active members for voting by mail.
2. Any amendment proposed shall require for approval the affirmative vote of at least two-thirds of the Active members present and voting at the meeting at which such amendment is presented to vote or the affirmative vote of at least two-thirds of the Active members responding by mail ballot if the amendment is submitted for voting by mail.

Article XVIII. Indemnification.

The Society shall indemnify all officers and Council members of the Society to the full

extent permitted by Section 1702.12 (or any successor provisions thereof) of the Ohio Revised Code, as amended from time to time, and shall be entitled to purchase insurance for such indemnification of officers and Council members to the full extent as is determined to be appropriate from time to time by the Council.