BYLAWS OF THE
APPLIED COMPUTATIONAL ELECTROMAGNETICS SOCIETY

a California Nonprofit Public Benefit Corporation

ARTICLE 1. OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Monterey County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_______________________________________________ Dated: ____________________

_______________________________________________ Dated: ____________________

_______________________________________________ Dated: ____________________

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2. PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this society shall be scientific and educational. Specific purposes are to advance the theory and practice of electrical and electronics engineering and the allied arts and sciences by promoting close cooperation and the exchange of technical information among its members, affiliates, and the public.

ARTICLE 3. MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The society shall have three classes of members: industrial; individual; and student. No member may hold more than one membership in the society. Industrial members shall have only one vote and shall designate a named individual to cast their ballot. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this society, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

Membership in the Society shall be available to all persons or entities practicing in the field of electromagnetics.

SECTION 3. ADMISSION OF MEMBERS

Qualified applicants shall be admitted to membership upon making application therefor in writing and payment of the first annual dues as specified in the following sections of this Bylaw.

SECTION 4. FEES, DUES AND ASSESSMENTS

(a) No fee shall be charged for making application for membership in the society.
(b) The annual dues payable to the society by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.

(c) Memberships shall be nonassessable.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of members the society may admit.

SECTION 6. MEMBERSHIP BOOK

The society shall keep a membership book containing the name and contact information for each member. Termination of the membership of any member shall be recorded in the log, together with the date of termination of such membership. Such book shall be maintained in a data base that is available for inspection by any Director or member of the society.

The record of names and contact information of the members of this society shall constitute the membership list of this society and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7. NONLIABILITY OF MEMBERS

A member of this society is not, as such, personally liable for the debts, liabilities, or obligations of the society.

SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer for value a membership or any right arising therefrom. All rights of membership cease upon the member’s death.

SECTION 9. TERMINATION OF MEMBERSHIP

(a) Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the society personally or by mail or electronic mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the society.

(3) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is delivered to such member by the Secretary of the society. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30)-day period following the member’s receipt of the written notification of delinquency.

b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be delivered to the last address of the member as shown on the society’s records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less that five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
(4) Any person expelled from the society shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the society shall cease on termination of membership as herein provided.

SECTION 11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this society would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

SECTION 12. MEMBERSHIP GRADES

Individual members who are full-time students may apply for membership under the Student Member category. The Board of Directors may provide a reduced rate for the annual dues of Student Members. Student Members are afforded the same voting rights and privileges as regular individual Members.

The grade of Fellow is an honorary grade bestowed by the Board of Directors (BoD) upon an individual member with exceptional achievements in applied computational electromagnetics and dedicated service to ACES. Normally, the candidate will have been a member of ACES for at least 5 years before the 1st of January of the nomination year. Exceptions must be approved by a 2/3 vote of the BoD. Nominations are submitted to the ACES Fellows Committee by the 1st of September or other previously publicized date each year. The ACES Fellows Committee then provides a list of qualified candidates to the BoD, who makes the final decision at their next Board meeting as to which candidates to elevate to Fellow. Successful elevation requires a 2/3 vote of the voting BoD members in attendance. The number of newly elected Fellows must be less than or equal to 1% of the ACES individual membership in the nomination year. Exceptions to this 1% limit must be approved by a 2/3 vote of the BoD. ACES Fellow status becomes effective on the 1st of January following this BoD meeting. Fellow Members are afforded the same voting rights and privileges as regular individual Members.

ARTICLE 4. MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the society or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors. In practice these meetings may take place in conjunction with regular society conferences.

SECTION 2. ANNUAL MEETINGS

The members shall meet annually at a date and time designated by resolution of the Board of Directors. Any reference in these Bylaws to regular meetings of members refers to this annual meeting.

One additional regular meeting of the members may be held during the remainder of the calendar year on such date and at such time and place as may be designated from time to time by resolution of the Board of Directors.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

(a) Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the Board of Directors or the President of the society. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be sent to ACES members by the Secretary of the society not less than 90 days before the date of the meeting.

(b) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and
(1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(c) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered to the President, Vice-President or Secretary of the society. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

(d) Waiver of Notice of Meetings. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

(e) Special Notice Rules for Approving Certain Proposals. If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

(1) Removal of directors without cause;
(2) Filling of vacancies on the Board by members;
(3) Amending the Articles of Incorporation; and
(4) An election to voluntarily wind up and dissolve the corporation.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of one-third (1/3) of the voting members of the society.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this society authorizes members to conduct a meeting with a quorum of less than one-third (1/3) of the voting power, then, if less than one-third (1/3) of the voting power actually attends a regular meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION
Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this society, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot. This ballot shall be either by electronic process or by written ballot at the request of the member. For electronic ballots, a record of each ballot shall be retained for at least three years, or a longer period as required by law, without personally identifying information.

SECTION 8. PROXY VOTING

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the society, provided, however, that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613(b) of the California Nonprofit Public Benefit Corporation Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Directors was given to the members. In any election of Directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the member to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the society or, in his or her absence, by the Vice-President of the society or, in the absence of all of these persons, by a Chairman chosen by a majority of the voting members, present in person or by proxy. The Secretary of the society shall act as Secretary of all meetings of members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by Roberts’ Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this society, or with any provision of law.

SECTION 10. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the society distributes a ballot to every member entitled to vote on the matter or opens up the matter to a vote through the website and announces such via electronic means. Reasonable procedures should be used to allow enough time for members to vote and determine the number of responses required to meet the quorum requirement.

A ballot may not be revoked after its receipt by the society or its deposit in the mail, whichever occurs first.

SECTION 11. REASONABLE NOMINATION AND ELECTION PROCEDURES

This society shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of the society, and shall include:

(a) A reasonable means of nominating persons for election as Directors.

(b) A reasonable opportunity for a nominee to communicate to the members the nominee’s qualifications and the reasons for the nominee’s candidacy.
(c) A reasonable opportunity for all nominees to solicit votes.

(d) A reasonable opportunity for all members to choose among the nominees.

Upon the written request by any nominee for election to the Board and the payment with such request of the reasonable costs of mailing (including postage) the society shall, within ten (10) business days after such request (provided payment has been made) mail to all members or such portion of them that the nominee may reasonably specify, any material which the nominee shall furnish and which is reasonably related to the election, unless the society within five (5) business days after the request allows the nominee, at the society’s option, the right to do either of the following: (1) inspect and copy the record of all members’ names, addresses and voting rights, at reasonable times, upon five (5) business days’ prior written demand upon the society, which demand shall state the purpose for which the inspection rights are requested; or (2) obtain from the Secretary, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of any date specified by the nominee subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

If the society distributes any written election material soliciting votes for any nominee for Director at the society’s expense, it shall make available, at the society’s expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board of Directors shall be nominated at the annual meeting of members held for the purpose of electing directors by any member present at the meeting in person or by proxy. However, if the society has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 5521 of the California Nonprofit Public Benefit Corporation Law may be used to nominate persons for election to the Board of Directors.

If this society has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this society in nominating and electing persons to the Board of Directors.

SECTION 12. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

SECTION 13. RECORD DATE FOR MEETINGS

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5. DIRECTORS

SECTION 1. NUMBER

The society shall have nine (9) Directors that are directly elected by the membership, as well as up to (8) additional Directors consisting of the most recent Past President, the President, the Vice President, the Treasurer, the Secretary, the Chair of the Publications Committee, the Chair of the Finance Committee, and the Chair of the Conference Committee (for any of these, they serve as a Director only if they are not also an elected Director). In addition, the Board may appoint any number of future Conference Chairs as Directors for a 2-year term. Each individual (regardless of how many positions he or she holds) is entitled to only one vote at Board meetings. Collectively this group shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the
Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this society, the activities and affairs of this society shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this society, or by these Bylaws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the society.

(c) Supervise all officers, agents and employees of the society to assure that their duties are performed properly.

(d) Meet at such times and places as required by these Bylaws.

(e) Register their contact information with the Secretary of the society, and notices of meetings delivered to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Elected Directors shall be elected for a term of three years, such terms to be staggered so that three Directors stand for election annually. Unless the articles or these Bylaws provide otherwise, each elected Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Appointed Directors (the most recent Past President, the President, the Vice President, the Treasurer, the Secretary, the Chair of the Publications Committee, the Chair of the Finance Committee, and the Chair of the Conference Committee) are appointed by the Board by a simple majority vote and serve at the Board's pleasure. An elected director who does not participate in two (2) consecutive meetings may be removed as a member of the Board by a unanimous vote of the other elected Board members. Participation may be effected by assigning a proxy to some other Director, participating using teleconference facilities, etc. Future Conference Chairs may be appointed by a majority vote of the Board to a 2-year term as a Directors.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that, subject to current Board policies, they may be reimbursed their actual and necessary expenses incurred in attending Directors meetings. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the society in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) any person currently being compensated by the society for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the society unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. For example, it may be designated that meetings of Directors will be held at all regularly scheduled society conferences. In the absence of such designation, any meeting not held at the principal office of the society shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with
the Secretary of the society or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held within one business day of the regular meetings of the members at a time designated by the Board of Directors. In practice both regular meetings of members and meetings of Directors may be held at regularly scheduled society conferences.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the society.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours’ notice. Such notices shall be addressed to each Director at his or her contact information as shown on the books of the society. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty four (24) hours from the time of the original meeting.

SECTION 11. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 12. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 13. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this society, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of the Article. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this society.

SECTION 14. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this society, or
provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 15. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the society or, in his or her absence, by the Vice-President of the society or, in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the society shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts’ Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this society, or with provision of law.

SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this section only, “all members of the Board” shall not include any “interested Director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this society authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. An elected director who does not participate in two (2) consecutive meetings may be removed as a member of the Board by a unanimous vote of the other elected Board members. Participation may be effected by assigning a proxy to some other Director, participating using teleconference facilities, etc.

If this society has any members, then, if the society has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the society has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the society would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board for elected Directors may be filled by vote of a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Preference should be given to the unsuccessful candidate for elected Director who received the most votes in the most recent election. The members, if any, of this society may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided in this Section shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligation of the society.
SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this society has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the society, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this society but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the society (including a Director, officer, employee or other agent of the society) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the society would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6: OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this society shall be a President, a Vice-President, a Secretary and a chief financial officer who shall be designated the Treasurer. The society may also have, as determined by the Board of Directors, Assistant Secretaries, Assistant Treasurers, or other officers. All officers are ex-officio members and will have voting privileges in the BoD meetings. Any number of offices may be held by the same person except that neither the Vice-President, the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

The President and Vice-President shall be elected by the Board of Directors from among current or past elected members of the Board of Directors (provided they are active members of the Society). The Secretary and the Treasurer shall be elected by the Board of Directors from among current members of the Society. The term of the President and Vice-President shall be two years, which can be extended to another one-year term only under stated special and unusual circumstances, subject to the recommendation of the Board of Directors. The term of office for Secretary and Treasurer shall be two years, which can be extended to additional terms subject to the recommendation of the Board of Directors.

SECTION 3. VOTING RIGHTS OF COMMITTEE CHAIRS AND PAST PRESIDENT

The most recent past president, the Chair of the Publications Committee, the Chair of the Conference Committee and the Chair of Finance Committees shall be considered appointed Directors and shall have voting privileges in the BoD meetings during their tenure on those positions. If any of these individuals is also an elected Director they only have one vote.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the society. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the society.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be
filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the society and shall, subject to the control of the Board of Directors, supervise and control the affairs of the society and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this society, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the society, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and maintain an original, or a copy, of these Bylaws as amended or otherwise altered to date. Ensure that a copy is available to members.

Keep at the principal office of the society or at such other place as the Board may determine (such as the society website), a historical data base of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given or posted on the website in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the society and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the society under its seal is authorized by law or by these Bylaws. Keep at the principal office of the society or another designated place a membership book containing the name and contact information of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the society, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the society.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this society, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the society, and deposit all such funds in the name of the society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
Disburse or cause to be disbursed the funds of the society as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the society’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the society, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the society.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the society, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the society, provided, however, that such compensation paid a Director for serving as an officer of this society shall only be allowed if permitted under the provisions of ARTICLE 5, Section 6, of these Bylaws. In all cases, any salaries received by officers of this society shall be reasonable and given in return for services actually rendered the society which relate to the performance of the charitable or public purposes of this society.

ARTICLE 7. COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee consists of the President, Vice President, and any other Director or Officer or Committee Chair duly appointed by the Board. This committee has the powers and authority of the Board in the management of the business and affairs of the society, except with respect to:

(a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board.

(c) The fixing of compensation of the Directors for serving on the Board or on any committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the Board or the members, thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) The approval of any transaction to which this society is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
SECTION 2. PERMANENT STANDING COMMITTEES: FINANCE, CONFERENCE, AND PUBLICATION COMMITTEES

By virtue of the scientific and educational nature of the society, there shall be three permanent standing committees devoted to (1) Finance, (2) Conferences, and (3) Publications. The Finance Committee will be responsible for overseeing budgets and finance and annually reporting on the status of society finances to the Board and Members. Budgets are to be approved by the Board of Directors. The society Treasurer is an ex-officio member of the Finance Committee. The Conference Committee will be responsible for identifying technical conference venues, management teams, and all other aspects of conferences, also subject to the approval of the Board. The Publications Committee will be responsible for overseeing the society publications, recommending editors to the Board, etc. Chairs of these committees are to be recommended for appointment by the President and appointed by the Board of Directors, and each serve a term that coincides with that of the President unless otherwise specified by the Board. These committee chairs may serve multiple consecutive terms subject to Board approval.

SECTION 3. OTHER COMMITTEES

The society shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the society 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the society shall be signed by the Treasurer and countersigned by the President of the society.

SECTION 3. DEPOSITS

All funds of the society shall be deposited from time to time to the credit of the society in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the society any contribution, gift, bequest, or devise for the charitable or public purposes of this society.

ARTICLE 9. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS
The society shall keep at its principal office:

(a) Minutes of all meetings of Directors, committees of the Board and, if this society has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

(d) A copy of the society's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the society at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the society. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the society.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this society has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the society, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the society, upon written demand and payment of a reasonable charge, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the society by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the society's fiscal year to all Directors of the society and, if this society has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of the society as of the end of the fiscal year.

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(c) The revenue or receipts of the society, both unrestricted and restricted to particular purposes, for the fiscal
year.

(d) The expenses or disbursements of the society, for both general and restricted purposes, during the fiscal year.

(e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the society that such statements were prepared without audit from the books and records of the society.

If this society has members, then, if this society receives TWENTY-FIVE THOUSAND DOLLARS ($25,000), or more, in gross revenues or receipts during the fiscal year, this society shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This society shall deliver to all directors and any and all members, or post on the society website, a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

(a) Any transaction in which the society, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

   (1) any director or officer of the society, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

   (2) any holder of more than ten percent (10%) of the voting power of the society, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS ($50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS ($50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS ($10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person’s relationship to the society, the nature of such person’s interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this society has any members and provides all members with an annual report according to the provision of Section 6 of this Article, then such annual report shall include the information required by this Section.
Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this society has admitted any members, then a Bylaw specifying or changing the fixed number of Directors of the society, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended; or repealed except as provided in subparagraph (b) of this section; or

(b) by approval of the members, if any, of this society.

ARTICLE 12. AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the society, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the society, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this society.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above Sections of this Article, this society shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of this society nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the society has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this society, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the society, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the society in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the society. All members, if any, of the society shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the society, whether voluntarily or involuntarily, the assets of the society, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this society and not otherwise.