BYLAWS
Of
THE AMERICAN CONIFER SOCIETY
(A Pennsylvania Nonprofit Corporation)

ARTICLE I
Name, Organization and Location

1.1 Name. The name of this Corporation will be "American Conifer Society," hereafter known as the Society.

1.2 Organization. The Society is organized under the General Nonprofit Corporation Act of the Commonwealth of Pennsylvania. No part of any net earnings and no dividends or other profits will inure to the benefit of any member, director or officer.

1.3 Registered Office. The registered office of the Society in the Commonwealth of Pennsylvania will be at c/o Hylind Courthouse Co., Philadelphia, PA. The Board of Directors, by majority vote, may designate a new principal office and location.

1.4 Fiscal Year. The fiscal year of the Society will begin on November 1 of each year.

ARTICLE II
Purpose

2.1 Purpose. The Society is organized for the following purposes and powers:

2.1.1. To foster and promote the advancement of public interest in the development, preservation, and propagation of Conifers with an emphasis on those that are dwarf or unusual, the clarification of nomenclature, and education of the public.

2.1.2. To encourage development of new and improved varieties and to promote their introduction into cultivation.

2.1.3. To accept contributions, engage in fund-raising projects and campaigns to accomplish any or all of its purposes.

2.2 Not for Profit. The Society is not organized for pecuniary profit and no part of its income or property will be distributed to any member, director, or officer.

ARTICLE III
Membership and Meetings

3.1 Classes of Members. There will be eight classes of membership.

3.1.1 Household Membership, Life Membership, Sustaining Membership, and Patron Memberships will have voting rights of up to two votes per membership.

3.1.2 Corporate/Business Membership and Institutional Membership will have voting rights of one vote per membership.

3.1.3 Honorary Life Membership and Student Membership will have no voting rights.
3.2 Qualification of Members. Any person who has an active interest in gardening and who agrees to uphold the objectives of the Society will be eligible for membership in this Society. Application will be made to the National Office, accompanied by payment of the required dues for membership according to the amount in effect at time of membership application.

3.3 Dues. The board of directors may levy dues upon the members in amounts and for periods as may be determined by resolution of the board.

3.4 Enforcement. The board of directors may make regulations necessary to enforce the collection of dues, including provisions for the termination of membership upon reasonable notice for nonpayment of dues, and for reinstatement of membership.

3.5 Termination and Transfer of Membership. The right of a member of the Society to vote will cease on the termination of his/her membership. No member may transfer his/her membership or any right arising from membership.

3.6 Annual Meeting. The board of directors will fix the date and time of the annual meeting of the members. Notice of the annual membership meeting will be sent to members at least sixty days prior to the date of the meeting.

3.7 Place of Meeting. The annual meeting of the membership will be held at the place as designated by the board of directors in the notice of the meeting.

3.8 Special Meeting. Special meetings of the members may be called at any time by a majority of the board of directors or by petition signed by twenty five members entitled to vote. The petition must state the reason for the meeting. Notice of the meeting will be given to the members as provided for the annual meeting and will state the purpose(s) for which the meeting is called. The board of directors or the petitioning members will fix the time, date, and location of the special meeting.

3.9 Quorum, Manner of Acting and Adjournment. A quorum at any meeting of members will be fifty voting members. A member’s dues must be current to be eligible to vote.

3.10 Organization. When the Society President and/or Secretary are absent from a meeting of the members, a chair pro-tem and/or secretary pro-tem will be elected according to the adopted Parliamentary Authority.

3.11 Notice. Unless members indicate otherwise to the National Office Manager, all communication required in these bylaws including meeting notices may be sent electronically.

3.12 Electronic Meetings. All entities of the Society are authorized to meet either entirely or via partial remote participation by video conferences or through other electronic communication media. Such meetings are authorized provided all members may hear or see and hear each other while participating in the meeting. An anonymous vote conducted through an associated internet meeting service will be deemed a ballot vote. Telephone participants may waive their right to a ballot vote and cast a voice vote. Each aforementioned case fulfills any requirement in the bylaws or other related rules that a vote be conducted by ballot.

ARTICLE IV

Board of Directors

4.1 Powers. The board of directors (hereafter “the board”) will have full power to conduct,
manage, and direct the business and affairs of the Society. All powers of the Society, except
those specifically reserved or granted to the members by statute, by the articles of incorporation,
or these bylaws, are vested in the board.

4.1.1 The board may adopt Standing Rules and Special Rules to help manage the
Society. Standing Rules will be published as a conforming document to the Policies of the
Board. Special Rules will be published as an independent document. No Standing Rule or
Special Rule that conflicts with the ACS Articles of Incorporation, Constitution, or Bylaws can
be adopted.

4.2 Qualification and Selection. Each director of the Society must be a member of the Society.
They will be elected as specified in article 7.12.

4.3. Number and Term of Office. The board will consist of eight directors. Each region will
elect two directors, one of which will be the president of the region. The regional directors must
be elected at least one month prior to the next national meeting.

Terms of office will be two years. Regional directors’ terms will start in alternating years.
Elected directors will serve two year terms or until a successor is elected.
Directors cannot serve more than three successive terms, but can be re-elected after one year off
the board.

4.4. Ex Officio Members. Ex officio members of the board will be the national office
manager, the CONIFER QUARTERLY editor, the web master, and the immediate past
president. Ex officio members of the board will be non-voting members.

If the member’s term as elected director, but not the term as officer, has expired, the officer will
be considered ex officio and not entitled to vote.

4.5. Officers. The officers of the Society are President, Vice President, Treasurer, and Secretary.
When there is more than one nominee for an office, the board will elect these officers by ballot
vote from among any member in good standing. When there is only one nominee for an office,
the presiding officer may declare that nominee elected. The election will be held at an
organizational meeting in conjunction with the annual membership meeting.

A member of the board elected as an officer relinquishes his/her responsibilities as a regional
representative. The region will elect a new representative prior to the next national board
meeting.

4.6. Organization. The president of the Society will preside at every meeting of the board. In
the absence of the president, the vice president will preside. In the absence of the secretary, the
presiding officer of the meeting will appoint a secretary pro-tem.

4.7. Resignations. Any director of the Society may resign at any time by giving written notice to the
president or the secretary of the Society. The resignation will take effect at the date specified in the
written notice unless otherwise specified. Acceptance of the resignation is not necessary.

4.8. Vacancies. The board may declare the office of a director vacant because of death,
resignation, or removal in any manner other than under the provisions of Section 4.8 of this
article, or for any other proper cause, or if within sixty days after notice of his/her election,
he/she does not accept the office either in writing or by attending the next meeting of the board.
Any vacancy on the board created by the death, resignation or removal of a regional director, but not a regional president, will be filled by a majority vote of the remaining members of the board, even if there is less than a quorum, at any regular or special meeting. Each person elected will serve for the balance of the unexpired term of the director whose office was declared vacant or until a successor is elected.

4.9. Removal. At any special meeting of the membership called for the purpose of removing or electing directors, the entire board or any individual director may be removed from office without assigning any cause by the vote of the majority of members present and voting. In case any one or more directors are removed, new directors may be elected at the same meeting.

4.10. Place of Meeting. Meetings of the board may be held at any location designated in the notice of the meeting. The board will adopt special and standing rules for conducting electronic meetings and specify the chosen platform in those rules.

4.11. Organization Meeting. Immediately after each annual election, the newly selected board will meet for the purpose of organization and the transaction of other business. Notice of this meeting need not be given. The organization meeting may be held at any other time or place specified in a notice given as provided in Section 4.12 of this Article.

4.12. Regular Meetings. Regular meetings of the board will be held at the time and place designated by the board. At regular meetings, the directors will transact any business as may properly be brought before the meeting. Notice of regular meetings will be given at least fourteen days prior to the meeting.

4.13. Special Meetings. The president or three voting board members may call for a special meeting with five days’ notice to voting directors, ex-officio directors, and officers. Special meetings must take place between the hours of 10:00 am and 10:00 pm EST.

4.14. Quorum, Manner of Acting, and Adjournment. Each director will be entitled to one vote. Except as otherwise specified in the articles of these bylaws, the acts of a majority of the directors present at a meeting at which a quorum is present will be the acts of the board. In the absence of a quorum, the directors will comply with the adopted parliamentary authority. The directors will act only as a board and the individual directors will have no other power.

4.15. Committees. The board may establish committees. Committees must include at least one other member of the Society. Each committee of the board will serve at the pleasure of the board.

No committee of the board will exercise any of the powers or authority vested in the board by these bylaws or the Nonprofit Corporation Law of Pennsylvania unless authorized by resolution of the board. Any committee of the board may make recommendations to the board concerning the exercise of the board’s powers and authority.

The establishment of any committee of the board and the delegation of power and authority will not alone relieve any director of his/her fiduciary duty to the Society.

Each committee will keep regular minutes of its proceedings and report the proceedings periodically to the board as required.

4.16. Interested Directors or Members; Quorum. No contract or transaction between the
Society and one or more of its directors or members, or between the Society and any other
Society, partnership, association, or other organization in which one or more of its directors or
officers are directors or officers of the Society will be void or voidable solely for that reason,
solely because the director or officer is present at or participates in the meeting of the board
which authorizes the contract or transaction, or solely because their votes are counted for such
purpose, if:

(1) The material facts as to the relationship or interest and as to the contract or transaction
are disclosed to the board and the board in good faith authorizes the contract or transaction by the
affirmative votes of a majority of the disinterested directors, even though the disinterested
directors are less than a quorum, or

(2) The material facts as to his/her relationship or interest and as to the contract or
transaction are disclosed to the members entitled to vote, and the contract or transaction is
specifically approved in good faith by vote of the members, or

(3) The contract or transaction is fair as to the Society as of the time it is authorized,
approved or ratified, by the board or the members.

Common or interested directors may be counted in determining the presence of a quorum at a
meeting of the board which authorizes a contract or transaction specified in this section.

4.17. Expenses. Each director will be paid reasonable compensation and expenses for services as
a director, if any, as fixed by the board for each meeting of the board or committee which
he/she attends.

ARTICLE V
Notice — Waivers — Meetings

5.1. Notice. Whenever written notice is required to be given to any person under the provisions of
these bylaws, or the Nonprofit Corporation Law of Pennsylvania, it may be given either
personally, electronically, or by sending a copy by first class mail, postage prepaid, to his/her
address as supplied to the Society for the purpose of notice. If the notice is sent by mail, it will be
deemed to have been given to the person entitled when deposited in the United States mail for
transmission. A notice of meeting will specify the place, day and hour of the meeting and any
other information required by law or these bylaws.

When a meeting is adjourned, it will not be necessary to give any notice of the adjourned
meeting or of the business to be transacted at an adjourned meeting, other than by
announcement at the meeting at which such adjournment is taken.

5.2. Waivers of Notice. Whenever any written notice is required to be given under the provisions
of these bylaws or the Nonprofit Corporation Law of Pennsylvania, a waiver in writing, signed
by the person or persons entitled to notice, whether before or after the time stated, will be
deemed equivalent to the giving of notice. Except as otherwise required by this section, neither
the business to be transacted at nor the purpose of a meeting need be specified in the waiver of
notice of the meeting. In the case of a special meeting of members, a waiver of notice will
specify the general nature of the business to be transacted.

Attendance of a person at any meeting will constitute a waiver of notice of the meeting, except
where a person attends a meeting for the express purpose of objecting, at the beginning of the
meeting, to the transaction of any business because the meeting was not lawfully called or
convened.
5.3. **Modification of Proposal Contained in Notice.** Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with any clarifying or other amendments as to not enlarge its original purpose.

5.4. **Exception to Requirement of Notice.** Wherever any notice or communication is required to be given to any person under the provisions of these bylaws or the Nonprofit Corporation Law of Pennsylvania, or by the terms of any agreement or other instrument or as a condition precedent to taking any corporate action, and communication with the person is then unlawful, the giving of notice or communication to the person will not be required and there will not be a duty to apply for a license or other permission to do so.

**ARTICLE VI**

**Officers**

6.1. **Nomination, Election and Term of Office.** The officers of the Society will be nominated by a Nominating Committee representing each of the regions. The committee will be elected by the board. Committee nominations for officers will be presented to the board at the summer board meeting. Candidates may be current board members, past board members, or any member of the Society in good standing. After the committee presents its recommendations, the floor will be open for nominations. When there is only one nominee for an office, the presiding officer may declare that nominee elected. When there are multiple nominees for an office, the election will be by ballot vote.

6.2. **Independent Contractors and Agents.** The board may hire independent contractors or other agents as the business of the Society may require.

6.3. **Removal.** Any officer, employee or other agent of the Society may be removed, either for or without cause, by the board. Any removal must be without prejudice to the contract rights of any person so removed.

6.4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, will be filled by the board, or by the region to which the power to fill the position has been delegated. If the office is one for which these bylaws prescribe a term, it will be filled for the unexpired portion of the term.

6.5. **General Powers.** These officers will perform their duties prescribed by these bylaws, adopted special and standing rules, and by the parliamentary authority adopted by the Society.

6.6. **President.** The president will be the chief executive officer of the Society and have general supervision over the activities and operations of the Society, subject to the control of the board.

6.7. **Duties of the President.** The president will:

6.7.1. Preside at all meetings of the Society and of the board.

6.7.2. Execute contracts and related documents for the Society authorized by the board, except when the execution is delegated by the board, or by these bylaws, to some other officer or agent of the Society.

6.7.3. Keep the board and officers fully informed of conditions and operation of the Society.

6.7.4. Support and defend policies and programs adopted by the board.

6.7.5. Act as spokesman to the press, the public and related organizations as required.

6.7.6. Promote interest and active participation in all Society activities by the membership.

6.7.7. Assure that the Policies of the Board are current and accurately reflect the
policies and actions of the board.

6.7.8. Perform all duties incident to the office of president, and other duties as may be assigned by the board.

6.8. VICE PRESIDENT. The vice president will:

6.8.1 Perform the duties of the president in his/her absence.

6.8.2 Serve as Chair of the CONIFER QUARTERLY Advisory Committee.

6.8.3 Perform other duties as assigned by the president and/or the board.

6.8.4 Assume the office of president if a vacancy occurs in the office due to the death, resignation or removal of the president.

6.9. TREASURER. The treasurer will:

6.9.1 In cooperation with the Finance Committee, help develop and implement a financial strategy to ensure the Society’s long term financial stability, including support for, and operation within, an annual budget.

6.9.2 Prepare and present the final annual budget, after its preliminary preparation by the Finance Committee, with the assistance of the National Office, to the board for approval.

6.9.3. Manage financial investments of the Society judiciously to assure financial security and maximum return.

6.10. SECRETARY. The secretary will:

6.10.1. Record and prepare appropriate minutes of the meetings of the board and meetings of the Society. A draft of the minutes will be supplied to the officers for review within thirty days following the meeting. After review the secretary will forward a copy of the minutes to all board members, the National Office and the CONIFER QUARTERLY Editor. A copy of the minutes will be maintained by the secretary, the National Office and at the Society’s archival site.

6.10.2 Maintain a file for the Society’s Policies of the Board handbook and assist the president in updating the handbook, if needed, after each board meeting.

6.10.3 In collaboration with the president, prepare the agenda for board meetings.

6.10.4 Distribute the agenda and committee reports to the board members two weeks prior to the board meeting.

6.10.5 Assist the president in arranging board meetings with respect to time and place.

6.10.6. Prepare a short synopsis of the minutes to be published in the next edition of the CONIFER QUARTERLY.

6.11. Officers’ Bonds. Any officer may be required to give a bond for the faithful discharge of his/her duties in such sum, if any and with such surety or sureties as the board will require. If a bond is required, the board shall buy the bond and assume financial responsibility for any premiums due.

6.12. Compensation. Members of the board will serve without compensation except for travel expenses as authorized by the board. The compensation of any independent contractors or other agents will be fixed by the board. No director will be prevented from receiving compensation as an agent solely by reason of the fact that he/she is also a director of the Society.

ARTICLE VII

Regions
7.1. Regions. The primary subsection of the Society shall be known as a ‘Region’. The existing Central, Northeastern, Southeastern, and Western Regions are recognized.

7.2. Designation of Regions. The board will assign specific states, provinces and/or areas to the regions and must approve the establishment or modification of regional boundaries. Changes will only be made to meet the needs of the members and fulfill the mission of the Society.

7.2.1. The establishment of a new region requires a nucleus of interested members having high leadership potential and motivation, and will be established mainly for camaraderie and to strengthen the national Society.

7.3. Responsibilities of Regions. Regions will maintain and support the national objectives and purpose as outlined in the Society’s Bylaws and Policies of the Board.

7.4. Regional Subsections. Subsections within regions may be formed including areas, states, chapters, focus groups, study groups, and the like. The board will actively support all groups so long as these groups provide an active public and membership focus according to the objectives of the Society.

7.5. Requirement for National Membership. The national organization will be the primary Society to which all members belong; therefore, national membership is required in order to be a regular attendee, or member, at regional events. Guests and non-members are welcome at individual events.

7.6. Regional Officers. The officers of the Regions are the President, Past President, Vice President, Recording Secretary and Treasurer and will be designated by region.

7.6.1. A member may hold multiple regional offices with the exception of the office of President.

7.6.2. State and area representatives are elected in the same manner as the officers and serve on the regional board.

7.7. The Regional President will:

7.7.1. Be a director of the national board.
7.7.2. Preside at all regional meetings.
7.7.3. Be responsible for overseeing all regional operations and activities.
7.7.4. Serve as chair or appoint the chair for the National Meeting when the meeting is held in their region.

7.8. The Regional Vice President will:

7.8.1. Perform the duties of the regional president in his/her absence.
7.8.2. Work with the area or state representatives in the promotion of the Society and in the development of programs, presentations, or other promotions on a local level.
7.8.3. Work with the regional president in the recruiting and nomination of area or state representatives for election by the regional members.
7.8.4. Assume the office of president if a vacancy occurs in the office due to the death, resignation, or removal of the president.

7.9. The Regional Treasurer will:

7.9.1. Work with the regional president in the preparation of the annual budget.
7.9.2. Keep records and account for all funds received as a result of activities in the region in accordance with the chart of accounts established by the National Office.
7.9.3. Prepare annual financial summaries on forms provided by the National Office and the National Treasurer. This summary will be reviewed by the Regional President and forwarded to the National Office as soon as possible after the end of the Society’s fiscal year. (October 31)

7.10. The Regional Secretary will:

- 7.10.1 Provide a mailing address, email address, and telephone service during reasonable hours.
- 7.10.2 Keep regional records and minutes of meetings.
- 7.10.3 Mail newsletters and prepare reports of regional activities.
- 7.10.4 Assist the regional president in administrative duties related to planning and conducting the annual regional members’ meeting.
- 7.10.5. Send a current list of regional officers to the National President and the National Office following each election.

7.11. Regional Nominating Committee. A Regional Nominating Committee may be appointed by the regional president and will solicit nominations from the membership. Further nominations may be solicited from the membership electronically.

7.12. Election of Regional Officers. The method of election of regional officers and regional director will be determined by each region. Elections held by electronic voting must be supported by special and standing rules adopted by each region. Elections may combine traditional paper ballots and electronic voting. Regions must have rules in place to ensure each member casts only one ballot. Regional elections must be completed before the annual national meeting. Regional presidents will inform the National Office of the election results as soon as elections are final.

7.13 State/Area Representatives. State or area representatives will be elected in the same manner as the officers unless candidates are not available. In that case, the regional president may appoint representatives. Appointments should be ratified by the membership at the next regional members’ meeting.

7.14. Terms of Office. The terms of office of all officers are two years or until a successor is elected. The continuous service of the Regional President and Vice President will not exceed six years.

7.15. Reimbursement. Reimbursement of regional officers, state or area representatives and regional committee chairs will be made from the regional treasury following the same general guidelines established for the corresponding national positions.

7.16. Regional Meetings. At least one general regional members meeting will be held in each region annually, except that the region in which an annual National Members’ Meeting is to be held, has the option, not the obligation, to hold a regional meeting in that same year. No regional or local meeting will be held within thirty days of the National Meeting without consent of the board.

7.17. Regional Fiscal Year. Each region will keep financial records on the same fiscal year basis as the Society and provide semi-annual financial reports to the National Treasurer one month prior to the Society’s board meeting.

7.18. Regional Funds. The management of regional funds must conform to IRS requirements
and the Bylaws of the Society; provide for planned support of the Society; and maintain the
ability to raise income and direct expenditures.

7.19. Regional Support of the Society

7.19.1 Financial support of the national Society must not cause a region’s treasury balance
to be less than $6,000.00.

7.19.2 Each region’s share of support to the Society shall be calculated based on the
proportion of that region’s membership relative to the national membership.

7.19.3 The membership count for each region and the national will be determined as of
January 1 of the year preceding the contribution.

7.19.4. The board will determine the total dollar amount of contributions to the national
Society based on a review at the summer board meeting of national and regional finances
as presented in national and regional budgets for the upcoming year. The date for
regional contributions shall be determined by the board at the time of budget review, or
not later than October 31 of the respective year.

7.20. Conduct of Activities. Each region will determine how to conduct its own activities,
meetings, and projects to further the purpose of the Society. It will keep minutes of meetings and
activities and report these to the board through the regional president.

7.21 Power to Act. No regional officer or member shall have the power to act for the Society
unless explicitly approved in writing by the board.

7.22. Use of Names. Only the National Society will have proprietary interest in the name
“American Conifer Society” and “The Conifer Society”. Privilege to use these names by any
region will be at the discretion of the board.

7.23. Regional Membership Chair. The Regional President will appoint a regional membership
chair who will also be a member of the National Membership Committee.

7.24. Announcements. Space in the CONIFER QUARTERLY and on the Society’s Web Site will
be determined by the Editor and Web Site Committee, respectively, and will be available to each
region for reporting activities and a calendar of events.

ARTICLE VIII
Indemnification of Directors, Officers,
Etc.

8.1. Directors and Officers; Third Party Actions. The Society will indemnify any director or
officer of the Society who was or is a party or is threatened to be made a party to any threatened,
pending or completed action, suit or proceeding, whether civil, criminal, administrative, or
investigative (other than an action by or in the right of the Society) by reason of the fact that
he/she is or was a representative of the Society (that for the purposes of this Article, will mean a
director, officer, employee, or agent of the Society, or a person who is or was serving at the
request of the Society as a director, officer, employee, or agent of another Society, partnership,
joint venture, trust, or other enterprise) against expenses (including attorneys’ fees), judgment,
fines and amounts paid in settlement actually and reasonably incurred by him/her in connection
with such action, suit or proceeding if he/she acted in good faith and in a manner reasonably
believed to be in, or not opposed to, the best interests of the Society, and with respect to any
criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.
433  The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or
434  upon a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the
435  person did not act in good faith and in a manner which he/she reasonably believed to be in, or not
436  opposed to, the best interests of the Society, and with respect to any criminal action or proceeding
437  had reasonable cause to believe that his/her conduct was unlawful.

8.2. Directors and Officers; Derivative Actions. The Society will indemnify any director or
438  officer of the Society who was or is a party or is threatened to be made a party to any threatened,
439  pending or completed action or suit by or in the right of the Society to procure a judgment in its
440  favor by reason of the fact that he/she was a representative of the Society, against expenses
441  (including attorneys’ fees) actually and reasonably incurred by him/her in connection with the
442  defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she
443  reasonably believed to be in, or not opposed to, the best interests of the Society and except that no
444  indemnification will be made in respect of any claim, issue or matter as to which such person will
445  have been adjudged to be liable for negligence or misconduct in the performance of his/her duty
446  to the Society unless and only to the extent that the court of common pleas of the county in which
447  the registered office of the Society is located or the court in which such action or suit was brought
448  will determine upon application that, despite the adjudication of liability, but in view of all the
449  circumstances of the case, such person is fairly and reasonably entitled to indemnity for such
450  expenses that the court of common pleas or such other court shall deem proper.

8.3. Employees and Agents. To the extent that a representative of the Society who neither was
452  nor is a director or officer of the Society has been successful on the merits or otherwise in
453  defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2 of this Article or in
454  defense of any claim, issue or matter therein, he/she will be indemnified by the Society in any
455  other circumstances to any extent if the Society would be required by Section 8.1 or 8.2 of this
456  Article to indemnify such person in such circumstances to such extent if he/she were or had
457  been a director or officer of the Society.

8.4. Procedure for Effecting Indemnification. Indemnification under Section 8.1, 8.2 or 8.3 of
459  this Article will be made when ordered by court (in which case the expenses, including attorneys’
460  fees, of the representative in enforcing such right of indemnification will be added to and be
461  included in the final judgment against the Society) and may be made in the specific case upon a
462  determination that indemnification of the representative is required or proper in the circumstances
463  because he/she has met the applicable standard of conduct set forth in Section 8.1 or 8.2 of this
464  Article. This determination will be made:
465       1) By the board by a majority vote of a quorum consisting of directors who were not
466           parties to such action, suit or proceeding, or
467       2) If such a quorum is not obtainable, or, even if obtainable a majority vote of a
468           quorum of disinterested directors so directs, by independent legal counsel in a
469           written opinion, or
470       3) By the members.

8.5. Advancing Expenses. Expenses (including attorneys’ fees) incurred in defending a civil or
472  criminal action, suit or proceeding will be paid by the Society in advance of the final disposition
473  of such action, suit or proceeding, upon authorization by the board in a specific case upon receipt
474  of an undertaking by or on behalf of a director or officer to repay such amount unless it will
475  ultimately be determined that he/she is entitled to be indemnified by the Society as required in
476  this Article or authorized by law and may be paid by the Society in advance on behalf of any
477  other representative when authorized by the board upon receipt of a similar undertaking.

8.6. Scope of Article. Each person who acts as a representative of the Society will be deemed to
be doing so in reliance upon such rights of indemnification as are provided in this Article. The 
indemnification provided by this Article will not be deemed exclusive of any other rights to 
which a person seeking indemnification may be entitled under any agreement, vote of members or 
disinterested directors, statute or otherwise, both as to action in his/her official capacity and as to 
action in another capacity while holding such office or position, and will continue as to a person 
who has ceased to be a representative of the Society and will inure to the benefit of the heirs and 
personal representatives of such a person.

This Article will not affect the liability of a representative with respect to the administration of 
trust assets held by the Society pursuant to the Nonprofit Corporation Law of Pennsylvania.

**ARTICLE IX**

**Miscellaneous**

9.1. **Checks.** All checks, notes, bills of exchange or other orders in writing will be signed by 
the person or persons as the board may designate.

9.2. **Contracts.** Except as otherwise provided in these bylaws, the board may authorize any 
officer or officers, agent or agents, to enter into any contract or to execute or deliver any 
instrument on behalf of the Society. This authority may be general or confined to specific 
instances.

9.3. **Deposits.** All funds of the Society will be deposited to the credit of the Society in banks, 
trust companies, or other depositaries as the board may approve or designate. All funds will 
be withdrawn only upon checks signed by one or more officers or officers of the regions as 
the board shall determine.

9.4. **Annual Report of Directors.** The board will present a report to the members annually, 
verified by the president and treasurer or by a majority of the directors, showing in 
appropriate detail the following:

(1) The assets and liabilities, including the trust funds, of the Society as of the end of the 
fiscal year immediately preceding the date of the report.

(2) The principal changes in assets and liabilities including trust funds, during 
the year immediately preceding the date of the report.

(3) The revenue or receipts of the Society, both unrestricted and restricted to particular 
purposes, for the year immediately preceding the date of the report, including separate data with 
respect to each trust fund held by or for the Society.

(4) The expenses or disbursements of the Society, for both general and restricted 
purposes, during the year immediately preceding the date of the report, including separate data 
with respect to each trust fund held by or for the Society.

(5) The number of members of the Society as of the date of the report, together with a 
statement of increase or decrease in such number of members of the Society as of the date of the 
report, and a statement of the place where the names and addresses of the current members may 
be found.

(6) The annual report of the board will be filed with the minutes of the meetings of 
members.

9.5. **Policies of the Board.** The board may adopt policies which cover in detail those items 
related to, but not specifically contained in these bylaws.

All policies must be in conformance to, and not in contravention of, the bylaws of the Society
and the Statutes of the Internal Revenue Service of the United States, the Commonwealth of Pennsylvania and the State of Maryland governing the conduct of not-for-profit corporations.

9.6. Amendment of Bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted with thirty days’ notice and by a two-thirds vote of the members present and voting at any duly organized annual or special meeting of members.

9.6.1. When amendment of these bylaws results in a change in numbering of sections or subsections, the board will instruct those corrections be made.

9.7. Parliamentary Authority. The rules contained in the current edition of Robert’s Rules of Order Newly Revised will govern the organization in all cases in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

9.8. Dissolution of the Corporation. Upon the dissolution of the corporation, the board will, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as will at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board will determine.

Any assets not so disposed of will be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations, as the Court will determine, which are organized and operated exclusively for such purposes.