

BYLAWS

ARTICLE I

The principal office of the Society of Neurological Surgeons (“SNS” or “Society”) in the State of Illinois shall be located in Cook County. The Society may have such other offices as may be required.

The registered office of the Society required under the laws of the State of Illinois to be maintained in the State of Illinois may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Illinois. The Society shall maintain a registered agent whose address shall be the same as that of the registered office of the Society.

ARTICLE II

The Society shall have Members having voting rights. The membership will be limited to a number of Active Members equal to twice the number of U.S. ACGME-accredited programs plus or minus 10%, as determined by the Executive Council. In addition, the membership will include four categories not limited by number: Positional, Senior, Inactive, and Honorary.

A. Annual Meetings. The Annual Meeting of Society Members shall be held, at such time and place within or outside the State of Illinois as shall be designated by the President or determined by the Executive Council and shall be held for the purpose of electing new Members, Directors on the Executive Council, officers, and new members of the Nominating Advisory Committee, and conducting the meeting program as determined by the Program Committee.

B. Special Meetings. Special meetings of the Members may be called by or at the request of the President or by any two Directors.

C. Notice. Notice of any annual, regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered either personally, by telegraph, teletype, facsimile, or other form of wire or wireless communication, or by mail to each Member at his or her business or home address. Written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting unless the Member at the meeting objects to the holding of the meeting because proper notice was not given.

D. Quorum. Members holding one-tenth of the votes entitled to be cast on a matter shall constitute a quorum for consideration of such matter at a meeting of Society Members.

E. Duties and privileges of Members.

1. Active Members:

To attend the annual meeting of Society Members, to vote, to participate in the meeting program, to take part in discussions, to pay dues, to serve on committees and to hold office.

2. Senior Members:

Senior Members will have all the duties and privileges of Active Members except that they will not be required to attend meetings. A Senior Member will continue to pay dues until retirement from active surgical practice at which time dues can be suspended upon approval by the Executive Council. Senior Members may not hold elected office except as Historian. Since the President-Elect automatically succeeds to the office of the President, election to the office of President-Elect must occur before the individual reaches the age of 64. Senior Members have the right to vote, serve on appointed committees (except the Nominating Advisory Committee), present papers, and enter into all discussions.

3. Positional Members:

Positional Members will have all the duties and privileges of Active Members during their term of membership, except that they may not hold elected positions in the Society (officer, member-at-large, or Nominating Advisory Committee member) and they may not invite guests to the SNS Annual Meeting.

4. Honorary Members:

Prospective candidates from outside the United States can be nominated for honorary membership in the SNS, provided that they have shown unusual and outstanding talent and accomplishment in their work either in neurosurgery itself or in fields closely allied to neurosurgery. Following approval of nomination by the Executive Council, and election by the membership of the Society as a whole, the Honorary Member must attend one annual Society Member meeting within three (3) calendar years of nomination for their status as Honorary Member to become permanent. Honorary Members cannot hold elective office or vote and will not be required to pay annual dues.

5. Inactive Members:

Inactive Members will not be required to pay dues. Inactive Members must successfully request re-activation of active membership by the Executive Council before they hold any office, vote, or attend meetings.

ARTICLE III

The Society of Neurological Surgeons will have an Executive Council made up of the following Officers: President, President-Elect, immediate Past-President, Past-Past-President, Vice-President, Past-president, Past-past-president, Vice-President, Past-vice-president, Secretary, Treasurer, Winn Prize Liaison, Historian, two Members-at-Large, the Chair of the Program Committee, and the annual meeting host, plus the following ex-officio, non-voting members: the chairs of the CAST, the CoRE, the Research Committee, and the Medical Student Committee, as well as a representative of the American Board of Neurological Surgery and a representative of the Residency Review Committee for Neurological Surgery.

A. Management. The affairs of the Society shall be managed, supervised and controlled by an Executive Council, consisting of not less than eleven (11) and no more than fifteen (15) Directors. The initial Executive Council shall have thirteen (13) Directors, and thereafter the number of Directors constituting the Executive Council shall be as fixed from time to time by the Executive Council and/or the Members.

B. Term and Election of Executive Council Directors. The Members elect the Directors and Officers at the annual meeting of the Members. All offices will consist of Active Members recommended by the Nominating Advisory Committee and approved by the Executive Council at the interim meeting of the Executive Council prior to the annual meeting of Society Members.

1. Officers:

The full term of office of President-Elect, President, and Vice-President shall be one (1) year. The President-Elect and the Vice-President will be elected from the Active Membership annually by a majority vote at the annual meeting of Society Members. The President-Elect will automatically assume the office of the Presidency in the subsequent year. The immediate Past-President, Past-Past President, and Past-Vice-President will serve on the Executive Council in the year(s) immediately following their term as President or Vice-President. The full term of office of Treasurer and Secretary shall be three (3) years, with their terms of office being staggered. The Historian will be nominated by the Nominating Advisory Committee at irregular and appropriate intervals, with no fixed term of office. All terms of office run from the conclusion of the annual meeting of Society Members at which elected to the conclusion of that annual meeting of Society Members appropriate to the particular office.

2. Members-at-Large:

Two Members-at-Large will serve on the Executive Council for three (3) year terms. A Member-at-Large should have been an Active Member of the Society for at least three years prior to nomination. Nomination will be made by the Nominating Advisory Committee and approved by the Executive Council at its interim meeting. Election is by majority vote at the annual meeting of Society Members.

3. Chair of the Program Committee:

The Chair of the Program Committee will serve on the Executive Council for one (1) year. The Program Committee will consist of three members. One will be appointed by the President each year to serve three years and be Chair during the third year.

4. Annual Meeting Host:

The annual meeting host will be ex-officio, non-voting Member of the Executive Council, and the term of office will be for one (1) year.

5. Representatives of Organizations Relevant to Graduate Medical Education in Neurological Surgery:

To support the principal mission of the Society, one representative from the American Board of Neurological Surgery, and one representative from the Residency Review Committee for Neurological Surgery will be elected from their respective organizations, and appointed to the Executive Council. These positions will be ex-officio, non-voting, and the term of office will be for one term of three (3) years.

6. Winn Prize Liaison:

The outgoing Treasurer will remain on the Executive Council for one year after their appointment as Treasurer concludes.

C. In the event of a change in the number of Directors serving on the Executive Council, the resolution effectuating such change shall specify the years in which the terms of the Directorships thereby created shall first expire. Vacancies occurring in the Executive Council, including vacancies due to an increase in the number of Directors, may be filled at a special meeting of the Members.

D. Removal and Resignation. Any Director may resign at any time by giving written notice to the Executive Council, the President, or the Secretary; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the Members. No Director shall be removed at a meeting of Society Members entitled to vote unless the written notice of such meeting is delivered to all Members entitled to vote on removal of Directors at least twenty (20) days previous thereto. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors may be removed at such meeting. Any such resignation or removal shall take effect at the time specified therein.

E. Special Meetings. Special meetings of the Executive Council may be called by or at the request of the President or by any two Directors.

F. Meetings. Meetings of the Executive Council, regular or special, shall be as designated from time to time by resolution of the Executive Council or by unanimous written consent of the Directors thereof, and may be held at any place within or outside of the State of Illinois. Meetings of the Executive Council shall be held upon such notice as provided herein. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Council need be specified in the notice or waiver of notice of such meeting.

G. Participation Through Electronic Communication. Directors serving on of the Executive Council, or of any committee designated by the Executive Council, may participate in a meeting of the Executive Council or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

H. Action Without Meeting. Any action which is required to be or may be taken at a meeting of the Directors, or any committee established by the Executive Council, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors of the Executive Council or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Executive Council or of the committee as the case may be.

I. Notice. Notice of any annual, regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered either personally, by telegraph, teletype, facsimile, or other form of wire or wireless communication, or by mail to each Director at his or her business or home address. Written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Council need be specified in the notice or waiver of notice of such meeting.

J. Quorum. A majority of the whole Executive Council shall constitute a quorum for the transaction of business at any meeting of the Executive Council.

K. Manner of Acting and Rules of Order. In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Executive Council unless a greater number is required under the Articles of Incorporation, these Bylaws, any applicable laws of the State of Illinois or Robert's Rules of Order.

ARTICLE IV

Duties of the Officers and Directors serving on the Executive Council.

- A. Acting individually
 1. President: Will preside at all Society Member meetings and the Executive Council and other functions as appropriate.
 2. Vice-President: Will preside in the absence of the President. Will serve as a Director on the Executive Council during the term of office.
 3. Secretary: Will keep a record of all meetings, notify candidates of their election to membership, conduct the correspondence of the Society, and send written notice of meetings at least six months in advance. The Secretary will send copies of the annual Society Member meeting program to each member as early as possible prior to the meeting. The Secretary will notify the Society of any newly elected Members in all categories. The Secretary serves as a Director on the Executive Council during the term of office.
 4. Treasurer: Will collect and disburse the funds of the Society as authorized. The Treasurer will keep books and render an annual report to the Society. The Treasurer will notify all Members of their assessments and dues and will notify the Executive Council of Members who are arrears in their dues. The Treasurer will serve as a Director on the Executive Council during the term of office.
 5. Historian: Will keep a record of the pertinent events pertaining to the Society as a whole and any special events in relation to individual Members or groups. The Historian will be responsible for attending to the archives of the Society and other activities as deemed appropriate. The Historian will serve as a Director on the Executive Council.
 6. Winn Prize Liaison: Will take the lead on the Winn family donor stewardship to assist the current Treasurer.
- B. The Executive Council will:
 1. Arrange for all Society Member meetings.
 2. Meet at an interim time prior to the annual Society Member meeting to transact appropriate business.
 3. Have the power to drop from the role of Member any who fail to pay dues for more than one year or are absent from two consecutive annual Society Member meetings without adequate reason.
 4. Levy assessments as seem necessary and advisable. Advise and direct the Treasurer in the management of the Society's funds.

5. Appropriate money for the necessary expenses of the meetings and for travel by the officers between meetings in fulfillment of their obligations.
6. Maintain and enforce policies that require high standards of professional conduct at Society meetings and events, avoidance of professional conflict of interest, respect for others, non-discrimination, and ethical provision of patient care. Compliance with such policies will influence election to and maintenance of membership, committee appointments, representation on meeting programs, participation in educational events, and nomination for elected office. The Executive Council may impose sanctions, including expulsion, upon approval by two thirds of its voting Directors.

ARTICLE V

Committees of the Society:

A. Standing Committees:

Chairs of Standing Committees will be appointed from within the SNS Active and Positional Society membership. Committee members, unless otherwise specified, may be appointed from amongst academic neurological surgeons more broadly.

1. Committee on Resident Education (CoRE):

The Committee on Resident Education (CoRE) will be comprised of the Chair, appointed by the President, and of members appointed by the Executive Council from the Active and Positional Society membership. Terms of service on CoRE will be staggered among the members, and will be for a term of three years. The charge of the committee will be to define the curriculum for neurosurgical residency training, including didactic content, core competencies, procedures, and methods for assessing educational outcome. The Chair of the CoRE will attend the SNS Executive Council meetings for the purpose of communicating CoRE deliberations and facilitating Executive Council oversight of CoRE activities.

2. Research Committee:

The Research Committee will be comprised of the Chair, appointed by the President for a term of three years, and members appointed by the Chair. The charge of the committee will be to define the scope of neurosurgical research, and what research (type, and length of training) should be included in the residency training programs. It will facilitate awareness and funding for neurosurgical research in translational areas, and educate the membership as to potential funding opportunities. The Chair of the Research Committee will attend the SNS Executive Council meetings for the purpose of communicating Research Committee deliberations and facilitating Executive Council oversight of Research Committee activities.

3. Committee on Advanced Subspecialty Training (CAST):

The Committee on Advanced Subspecialty Training (CAST) will be comprised of a Chair, a Chair-elect, and seven additional members. The membership of the CAST will be appointed by the Executive Council from the SNS and Neuroendovascular Surgery Advisory Committee (NESAC) membership. Terms of service on the CAST will be staggered among the members and will be for two years, renewable once. The term of the NESAC member will coincide with the term as Chair of NESAC. The Chair of the CAST will attend SNS Executive Council meetings for the purpose of communicating CAST deliberations and facilitating Executive Council oversight of CAST activities.

The Chair-elect of the CAST will serve as the principal liaison to the CAST office for oversight of ongoing operations and accreditation activities. Every two years, the Executive Council will appoint a current or past CAST member as the CAST Chair-elect. This member will serve on the CAST for an additional 4 years, two as Chair-elect and two as Chair.

The CAST will be responsible for accreditation of subspecialty training fellowships, and for development and updating of subspecialty training requirements. Additionally, the CAST will have responsibility for promulgating study and analysis of outcomes relative to neurosurgical subspecialty training and, when necessary, developing and monitoring programs for a neurosurgery fellowship match.

The organization, policies and procedures of the CAST will be in accordance with the CAST Charter.

4. Research Update in Neuroscience for Neurosurgeons (RUNN) Committee:

The RUNN Committee is comprised of course directors/co-directors appointed by the President. The number of course directors and duration of service will be determined by the Executive Council. The RUNN Committee is charged with organizing and executing the annual Research Update in Neuroscience for Neurosurgeons course for Neurosurgery. The course will highlight discoveries in the sciences which can potentially advance the practice of neurosurgery. The review will also provide residents with the tools they need to get started in clinical/laboratory research.

5. Program Committee:

The Program Committee will consist of three members. One will be appointed by the President each year to serve three years and be chair during the third year. The Program Committee will be responsible for the entire program of the annual Member meeting. Final approval of the program rests with the Executive Council.

The Program Committee will work in close cooperation with the host and allocate an appropriate amount of time on the program for presentations by members of the host organization.

6. Membership Committee:

The Membership Committee will consist of three Active Members and the Past-President. The immediate past-Chair will also participate ex-officio as an advisor to the Committee on procedures and process. One new member will be appointed by the President each year to serve three years and be Chair during the third year. The Membership Committee will seek out candidates in all categories for membership in the Society. The committee will accumulate essential information about each proposed member and the Chair will attend the interim meeting to recommend to the Executive Council individuals whom the Committee considers worthy of membership. Each individual proposed must be approved by the Executive Council at its interim meeting before submission to the membership of the Society as a whole for vote. The SNS prohibits discrimination on the basis of race, color, national origin, age, disability, religion, or sex (including pregnancy, sexual orientation, and gender identity). The Committee will seek to promote diversity of professional neurosurgical subspecialty practice; training program representation; geographical region; committee and leadership expertise within and beyond the SNS; and racial, ethnic, and gender identity in the recruitment and nomination of candidates for election to active membership in the SNS. The Committee will assure that candidates for membership in any category meet the professionalism standards outlined in Article IV.B.6. Any potential professionalism concerns submitted about a candidate for membership will be referred to the Secretary for consideration by the Executive Committee. The outgoing Membership Committee Chair will send curricula vitae and photos of newly elected members to the Historian.

7. Nominating Advisory Committee:

The Nominating Advisory Committee will consist of five Active Members. One member will be proposed by the President and elected by majority vote at the annual Member meeting each year to serve for three years, serving as Chair in the third year. The immediate Past-Past-President, and the Past-President will also be ex-officio voting members of the Committee.

Any member can make recommendations to the Nominating Advisory Committee for consideration prior to the interim Executive Council meeting. The Nominating Advisory Committee will submit its recommendation for all offices at the interim meeting of the Executive Council for consideration and approval prior to presentation to the membership at the annual meeting.

8. Medical Student Committee:

The Medical Student Committee will consist of a Chair, appointed by the President for a term of three years, and members appointed by the Chair. The charge of the committee will be to define the scope of undergraduate medical education in Neurological Surgery, to promote the integration of education in Neurological Surgery in medical school curricula, and to stimulate interest in Neurological Surgery in medical students. The Medical Student Committee will also provide regular reports on the Neurosurgery Match to the Executive Council for review. The Chair of the Medical Student Committee will attend the SNS Executive Council meetings in order to directly report on all Committee activities.

9. Constitution and Bylaws Committee:

The Constitution and Bylaws Committee will consist of the immediate Past-President and the Secretary of the Society. The Constitution and Bylaws Committee will review the Constitution and Bylaws of the Society annually, and make recommendations to the Executive Council regarding any necessary changes.

10. Audit Committee:

The Audit Committee will consist of two members: One Member-at-Large, chosen by the President, will serve as Chair for the duration of their term of office. In addition, one Society Member, not a member of the Executive Council, will be appointed by the President each year to serve two years. The Audit Committee will conduct a review of the finances of the Society each year, and report their findings to the Council at its annual Society Member meeting. An audit will be performed by an accounting firm on a regular basis, at the discretion of the Audit Committee.

11. Endowments and Gifts Committee:

The Endowments and Gifts Committee will be comprised of the President and Treasurer of the Society, and one Member-at-Large as chosen by the President. Each will serve for the duration of their terms in these positions. The Endowments and Gifts Committee will be responsible for management of the gifts and endowment(s). The Endowment and Gifts Committee will be responsible for interactions with current and potential donors. The Endowment and Gifts Committee will appoint specific subcommittees to carry out the goals of the individual gifts and endowments. The Endowment and Gifts Committee will be responsible for developing guidelines for endowment and award management to assure that both of these activities are in agreement with the wishes of the donors and the aims of the Society. The guidelines for the management of each endowment and gift must be approved by the Executive Council.

12. Distinguished Service Award Committee:

The Distinguished Service Award Committee will consist of the three immediate Past-Presidents of the Society (Past-President, Past-Past-President, and Past-Past-Past-President). At the interim winter meeting of the Executive Council, the Distinguished Service Award Committee will nominate (a) candidate(s) whose service to the Society, or to the field of Neurological Surgery, has been exceptional.

13. Future Sites Committee:

The Future Sites Committee will consist of the Vice-President (Chair), President-Elect, Secretary and Treasurer. The Future Sites Committee will elicit proposals from the membership, and make recommendations to the Executive Council regarding future meetings of the Society.

B. Task Forces and Mission Committees

The President or Council may establish *ad hoc* task force and mission committees as set forth in Sections 4-5 of Article IX. These committees shall have both a documented charge, and date of expected termination.

ARTICLE VI

Endowment and gifts policies:

The Society is organized for public educational and charitable purposes, and in keeping with its stated goals, the Society will accept gifts and endowments that promote the aims of the Society. The gift policies of the Society will operate within the stipulations of Section 501 (c) (3) of the Internal Revenue Code.

1. The Society will encourage and facilitate gifts and donations that are consistent with the aims of the Society.
2. The Treasurer will keep the accounts of such gifts and endowments and provide a yearly status report to the Executive Council and the membership. Unless specifically specified by the donors, such gifts will be accounted separately from the operating funds of the Society, though the funds can be merged for investment purposes. Management of endowments will be committed to preservation and growth of the principal amounts.

ARTICLE VII

Method of Procedure in Executive Session:

The usual parliamentary rules governing deliberative bodies will govern the workings of this Society including Society Member meetings. The Members present will constitute a quorum unless otherwise specified. The Society will be a continuing one and the rules governing it will carry over.

1. Call to order by presiding officer.
2. Reading of minutes of the last previous meeting.
3. Discussion and action of any old business from the previous year.
4. Election of new members. The Chair of the Membership Committee will present the nominations for Active membership which have been approved by the Executive Council. Election will be by an affirmative vote of three-quarters of the Society Members present.
5. Discussion of new business with appropriate action.

6. Election of officers and the new member of the Nominating Committee. The slate proposed by the Nominating Advisory Committee, approved by the Executive Council will be presented. Nominations may be permitted from the floor.
7. Adjournment.

ARTICLE VIII

Methods of voting in Executive session.

All questions before the Society will be determined by a majority vote of those present unless otherwise specified. Voting will be by hand, voice, or secret ballot as designated by the presiding officer. The decision of the presiding officer to conduct a “hand” or “voice” vote may be over-ruled by a majority vote of those present.

ARTICLE IX

Committees and individual appointments authorized by the Society.

1. Elected: Nominating Advisory Committee
2. Appointment by the President:
 - a. Program Committee
 - b. Membership Committee
 - c. Audit Committee
 - d. Chair, Research Update in Neuroscience for Neurosurgeons (RUNN)
 - e. Chair, Medical Student Committee
 - f. Chair, Committee on Resident Education (CoRE)
 - g. Chair, Research Committee
3. Appointment by the Executive Council:
 - a. Substitutes for Officers unable to function.
 - b. Membership on the American Board of Neurological Surgery, as vacancies arise.
 - c. Membership on the Board of Governors of the American College of Surgeons.
 - d. Chair and Members, Committee on Advanced Subspecialty Training (CAST)
4. Other committees authorized by the Executive Council of the Society.
5. Other ad hoc committees as appointed by the President.

ARTICLE X

In view of the Society's special interest in graduate and post-graduate education in neurological surgery and its allied sciences, each Member of the Society may invite a guest to each meeting. The inviting member must attend any meeting when guests have been invited.

ARTICLE XI

No contract or transaction between the Society and one or more of its Directors or Officers, or between the Society and any other corporation, partnerships, association, or organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Executive Council or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Executive Council or the committee, and the Executive Council or committee in good faith, taking into account the fairness of contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present.

ARTICLE XII

Methods of Amending Bylaws.

Any article of the Bylaws may be amended at any annual meeting by a three-quarters affirmative vote of the Society Members present, providing that each Member has been furnished with a copy of the proposal at least two months prior to the meeting. It will be the duty of the Member making the proposal to furnish the Secretary with a copy of this proposed change to allow sufficient time for this to occur. Any alteration of the Bylaws is to become effective as soon as an affirmative vote is recorded.

ARTICLE XIII

A. **Mandatory Indemnification.** The Society shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he or she is or was a Director of the Society against reasonable expenses actually incurred by the Director in connection with the proceeding.

B. **Permissive Indemnification.**

1. The Society may indemnify any person 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 or she is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society, or is or was serving at the request of the Society as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process if he or she acted in good faith and in a manner he or she 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 or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she 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 reasonable, cause to believe that his or her conduct was unlawful.

2. The Society may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Society to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Society, or is or was serving at the request of the Society as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Society; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Society unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.

3. To the extent that a Director, officer, employee or agent of the Society has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (1) and (2) of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

4. Any indemnification under subsections (1) and (2) of this section, unless ordered by a court, shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee

or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Executive Council by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of the action, suit, or proceeding as authorized by the Executive Council in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Society as authorized in this section.

6. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under 805 ILCS 105, any other provision of law, the Articles of Incorporation of the Society or these Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. The Society shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (6), to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of the Society as a Director, officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation of the Society or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in these Bylaw or agreement of the Society which has been adopted by a vote of the Executive Council of the Society, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

8. For the purpose of this section, references to “the Society” include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to

the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

9. For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Society" shall include any service as a Director, officer, employee or agent of the Society which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Society" as referred to in this section.

C. Insurance. The Society may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Society, or who, while a Director, officer, employee, or agent of the Society, is or was serving at the request of the Society as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Society would have power to indemnify the person against the same liability under section (A) or (B) above.

These Bylaws have been adopted effective the 20th of May, 2024, by the Executive Council of the Society at a meeting held on May 16, 2024.
