

Approved by vote of the members on:

September 9, 2015

**AMENDED AND RESTATED
BYLAWS
OF
THE GEOLOGICAL SOCIETY OF WASHINGTON, INC.**
(the "Society")

These Bylaws are effective as of the date that they are approved by the members of the Society, and hereby supersede any previous Constitution and Bylaws of the Society

ARTICLE I. PURPOSES AND POWERS

1. Purposes. The purposes of the Society are specifically set forth in the Articles of Incorporation and, for emphasis, are repeated here: "The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. More specifically, the purpose of the Corporation is: to encourage the advancement of geological and related sciences in all of their branches; to promote research in geological and related sciences and technology; to promote the increase and diffusion of knowledge of geological and related sciences and technology; and, by its meetings, reports, papers, discussions, educational programs, field trips, and publications, to promote scientific interest and inquiry in the fields of geological and related sciences, thereby fostering public welfare and education, providing for informed development of industries and natural resources, and addressing environmental issues on a nonprofit basis. Additionally, the Corporation may make grants in support of the above-described activities and may raise funds to support the above-described activities and purposes of the Corporation. All funds, whether income or principal, and whether acquired by gift, membership fee, contribution, or otherwise, shall be devoted to the aforesaid purposes."

2. Powers. In furtherance of the foregoing Purposes and subject to the restrictions in Section 3 of this Article, the Society shall have and may exercise all such powers as are expressly or implicitly conferred upon nonprofit corporations organized under the laws of the District of Columbia, except as limited by the Articles of Incorporation of the Society, and including, without limiting the generality of the foregoing, receiving, maintaining, and dealing with, in any manner whatsoever, real or personal property or a fund or funds of real or personal property, and using and applying the whole or any part thereof, including income derived therefrom; provided, however, that such use be exclusively and irrevocably applied to the charitable, educational, or scientific purposes of the Society.

3. Restrictions Upon the Powers of the Society and Others.

- a. No part of the net earnings of the Society, if any, shall inure to the benefit of any Officer or Councilor (as that term is defined below) of the Society, nor to any other private individual (except that reasonable compensation may be paid for services rendered to or for the Society affecting one or more of its purposes), and no Officer or Councilor of the Society or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Society, or otherwise. Any and all property, both real and personal, which may be owned by the Society at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, educational, or scientific purposes of this Society. The Society shall never be operated for the primary purpose of carrying on a trade or business for profit. No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation within the meaning of Section 501(h) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax law) (herein referred to as "the Code"). The Society shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- b. No part of the assets of the Society shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or other individual or any substantial part of the activities that consist of carrying on propaganda or otherwise attempting to influence legislation.
- c. Notwithstanding any other provision of these Bylaws, the Society shall not carry on any activities not permitted to be carried on, (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax law), or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax law).

ARTICLE II. OFFICES

The principal office of the Society shall be located at 3635 Concorde Parkway, Suite 500, Chantilly, Virginia 20151. The Society may have such other offices as the Council may designate or as the business of the Society may from time to time require.

ARTICLE III. COUNCIL

1. General Powers. The control and management of the affairs of the Society and of the disposition of its funds and property shall be vested in its Council, which shall have the same duties and powers, unless otherwise provided herein, as a Board of Directors as that term is defined in District of Columbia Code § 29-406. The Council shall in all cases act as a board, and it may adopt such rules and regulations that are not inconsistent with these Bylaws, the Articles of Incorporation of the Society, or the laws of the District of Columbia, for the conduct of its meetings and the management of the Society, as it may deem proper.

2. Composition of the Council. The Council shall comprise thirteen Council Members, seven of whom shall be the Officers of the Society (as that term is described herein), and six of whom shall be termed Councilors. The Officers and Councilors shall be elected or appointed from among the Members of the Society in good standing.

3. Term of Office for Councilors. The term of office for the six Councilors referenced in Section 2 of this Article shall be staggered two-year terms. The terms of the Councilors prior to the adoption of these Amended Bylaws of the Society shall remain unaltered. On an annual basis, the terms of three of the Councilors shall expire, and an election shall be held at the annual meeting of the Society to elect their successors. The Councilors shall hold their positions until the close of the annual meeting at which their successors are elected. There shall be no restriction on the number of consecutive terms that a Councilor may serve.

4. Nomination and Election of Councilors. Nomination and election of the Councilors shall adhere to the following procedure:

- a. The Nominations Committee shall identify, before the first meeting of the Council in September or October, from the Members of the Society in good standing, at least one nominee to fill the position of each of the Councilors whose term is expiring;
- b. The Nominations Committee shall submit the names of the nominees to the Council prior to the first meeting of the Council in September or October. The Council shall select from the submitted nominees one candidate for each of the Councilor positions whose term is expiring, and these names shall be presented to the Members promptly after the Council meeting by electronic communication, by announcement at the next regular meeting, and by listing in the next electronic or mailed meeting announcement sent to the membership;
- c. Additional nominations for Councilor may be made by the Members of the Society in good standing if five (5) such Members provide the nomination, in writing or by electronic communication, to the Council Secretary or President within two weeks following the announcement of the slate to the Members. After all such additional nominations have been received, the entire slate, with the additional candidates, shall be presented to the Members by electronic communication, by announcement at the next regular meeting, and by listing in the electronic or mailed announcement of that meeting. Alternatively, additional nominations may be made from the floor at the Annual Meeting by Members of the Society in good standing, seconded by four (4) other Members in good standing.
- d. If there are more candidates for Councilor than for the Councilor position(s) whose term(s) are expiring, after all nominations are made pursuant to the above subsections, then the election shall be by written ballot at the Annual Meeting of Members. If there are written ballots, then the ballots shall list all candidates for Councilor, with the instruction that Members shall vote only for a number equal to the number of open positions. The nominees receiving the larger number of votes shall succeed the Councilors whose terms are expiring. If a vote results in a tie such that the number of candidates receiving the larger number of votes exceeds the number of open positions, written balloting shall continue, with only the tied individuals on the ballot, until one of these individuals receives a majority of the votes. If the number of candidates for Councilor is equal to or fewer than the positions to be filled, then voting may be conducted by voice vote or by a show of hands. In this case, candidates receiving the

affirmative votes of a majority of the Members attending the Annual Meeting shall succeed the Councilors whose terms are expiring.

- e. No person may be a candidate for more than one office and (or) Council position in any one election, and no person may occupy more than one office and (or) Council position simultaneously.

5. Meetings of Council. The Council shall have at least two regular meetings each year to discuss business of the Society, one in September or October at least six (6) weeks prior to the annual meeting of Members, and one in the winter or spring. Special meetings of the Council may be called by any three Members of the Council or by the President at any time. Regular and special meetings shall be face-to-face or conducted through the use of any means of communication by which all Members of the Council participating may simultaneously hear each other during the meeting.

6. Notice of Meetings. Notice of meetings of the Council shall be given by service upon each Member of the Council in person, by postal mail at the Council member's last known residence or business address, or by electronic communication, at least ten (10) days before the date therein designated for such meeting, the notice thereof specifying the time and place of such meeting. If sent by postal mail or by electronic communication, then such notice shall be deemed to have been given when sent.

Whenever notice of a meeting of the Council is required by statute, the Articles of Incorporation, or these Bylaws, such notice may be waived in writing before or after the holding of the meeting by the person or persons entitled to such notice.

7. Quorum. At all meetings of the Council, six (6) Members of the Council shall constitute a quorum; but in the event that a quorum is not present, less than a quorum may adjourn the meeting to some future time by giving at least five (5) days notice, by the means specified in Paragraph 6 above, to each Member of the Council. At such future meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

8. Voting. At all meetings of the Council, each Member of the Council is to have one vote. The act of a majority of the Council Members present at a meeting at which a quorum is present shall be an act of the Council. No proxy voting shall be allowed.

9. Removal of Councilors. The Members may remove, with or without cause, one or more Councilors. The notice of a meeting of Members at which removal of a Councilor is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the Councilor. Removal by the Members shall require approval by two-thirds (2/3) of the Members attending the regular or special meeting at which removal is considered. The Council may remove a Councilor who: 1) has been declared of unsound mind by a final order of court; 2) has been convicted of a felony; 3) has been found by the Council to have breached a duty to the Society; 4) has missed two consecutive meetings of the Council; or 5) is no longer a Member in good standing of the Society. Removal by the Council shall require approval by two-thirds (2/3) of the Members of the Council at a Council meeting at which a quorum is present. The Councilor whose removal is to be considered by the Council or the Members shall be given written notice that such removal is to be considered at least ten (10) days before the meeting at which that Councilor's removal is considered.

10. Vacancies. Should a vacancy occur between annual meetings in a Councilor position, the President, in consultation with the Council and with the Nominations Committee, if such committee has been appointed, shall nominate a candidate to fill the position. The position shall be filled by the affirmative vote of two-thirds (2/3) of the remaining Members of Council. An individual selected by the Council to fill a vacancy shall serve for the remainder of the term of the Councilor being replaced until a successor is elected and qualified at an annual meeting of Members. An individual selected by Council to fill a vacancy is not precluded from running for that same position in the next election.

11. Acts without a Meeting. Any action that must or may be taken at a Council meeting may be taken without a meeting, if consent in writing that sets forth the action is signed or transmitted by electronic means by all of the Members of the Council before such action is taken. The action taken shall be the act of the Council when consents signed or transmitted by electronic means by all Council Members are delivered to the Council Secretary. The consent may specify the time at which the action taken is to be effective. Such consent shall have the same force and effect as if taken at a Council meeting.

12. Compensation. No compensation shall be paid to Members of the Council for their services.

13. Presumption of Assent. A Member of the Council who is present at a meeting of the Council at which action on any Society matter is taken shall be presumed to have assented to the action

taken unless: the dissent of that Member of Council is entered in the minutes of the meeting; that Member of Council objects at the beginning of the meeting, or promptly upon arriving at the meeting, to holding it or transacting specified business at the meeting; or that Member of Council votes against, or abstains from, the action taken.

ARTICLE IV. OFFICERS

1. Officers. The Officers of the Society shall be a President, a First Vice President (who shall be the President-Elect), a Second Vice President, two Secretaries (a Meeting Secretary and Council Secretary), the Past President (President the prior year), and a Treasurer, who shall perform those duties assigned herein.

2. Term of Officers.

- a. The First Vice President (President-Elect), Second Vice President, Meeting Secretary, Council Secretary, and Treasurer shall be elected for a term of one year. The First Vice President (President-Elect) of the prior year shall be President.
- b. Officers shall hold office until the close of the annual meeting at which their successors are elected

3. Nomination and Election of Officers. Nomination and election of Officers shall adhere to the following procedure:

- a. The Nominations Committee shall identify, before the first meeting of the Council in September or October, from the Members of the Society in good standing, at least one nominee for Second Vice President, First Vice President, Meeting Secretary, Council Secretary, and Treasurer;
- b. The Nominations Committee shall submit the names of the nominees to the Council prior to the first meeting of the Council in September or October. The Council shall select from the submitted nominees one candidate for each of the Officer positions, and these names shall be presented to the Members promptly after the Council meeting by electronic communication, by announcement at the next regular meeting, and by listing in the next electronic or mailed meeting announcement sent to the membership;
- c. Additional nominations may be made by the Members of the Society in good standing if five (5) such Members provide the nomination, in writing or by electronic

communication, to the Council Secretary or President within two weeks following the announcement of the slate to the Members. After all such additional nominations have been received, the entire slate, with the additional candidates, shall be presented to the Members by electronic communication, by announcement at the next regular meeting, and by listing in the electronic or mailed announcement of that meeting. Alternatively, additional nominations may be made from the floor at the Annual Meeting by Members of the Society in good standing, each nomination seconded by four (4) other Members in good standing.

- d. If there is more than one candidate for any Officer position, after all nominations are made pursuant to the above subsections, then the election for that position shall be conducted by written ballot at the Annual Meeting of Members. The candidate receiving the largest number of votes shall be elected to that position. If there is a tie, then written balloting shall continue, with only the tied individuals on the ballot, until one of these individuals receives a majority of the votes. For any Officer positions for which there is only one candidate, voting may be conducted by voice vote or by a show of hands. In this case, candidates receiving the affirmative votes of a majority of the Members attending the Annual Meeting shall succeed the Officers whose terms are expiring.

4. Removal of Officers. The Members may remove, with or without cause, one or more Officers. The notice of a meeting of Members at which removal of an Officer is to be considered shall state that the purpose, or one of the purposes, of the meeting is removal of the Officer. Removal by the Members shall require approval by two-thirds (2/3) of the Members attending the regular or special meeting at which removal is considered. The Council may remove an Officer who: 1) has been declared of unsound mind by a final order of court; 2) has been convicted of a felony; 3) has been found by the Council to have breached a duty to the Society; 4) has missed two consecutive meetings of the Council; or 5) is no longer a Member in good standing of the Society. Removal by the Council shall require approval by two-thirds (2/3) of the Members of the Council at a Council meeting at which a quorum is present. The Officer whose removal is to be considered by the Council or the Members shall be given written notice that such removal is to be considered at least ten (10) days before the meeting at which removal of that Officer is considered.

5. Vacancies. If a vacancy occurs between annual meetings in the positions of Second Vice President, Treasurer, Meeting Secretary, or Council Secretary, then the President, in consultation with Council and with the Nominations Committee, if such committee has been appointed, shall nominate a candidate to fill the position. The position shall be filled by the affirmative vote of two-thirds (2/3) of the remaining Members of Council. An individual selected by the Council to fill a vacancy shall serve for the remainder of the term of the Officer being replaced until a successor is elected and qualified at an annual meeting of Members. If a vacancy occurs in the position of Past President, then the Council shall select one of the recent Presidents to fulfill the duties of that office. If the position of the President becomes vacant, then the First Vice President shall serve as Acting President for the remainder of the term of the President and shall then serve his or her term as President during the subsequent year; in this situation, the vacancy created in the position of First Vice President shall not be filled. If the position of the First Vice President becomes vacant for any other reason, then the Second Vice President shall become First Vice President and President-elect of the Society. An individual selected by Council to fill a vacancy is not precluded from running for that same office in the next election.

6. President of the Society. The President is responsible for overall management of the Society and shall preside at the meetings of the Society and of the Council. The President shall appoint the Chairs and members of all committees except as noted in Article XII below.

7. Secretaries. The Council Secretary shall perform the role of Secretary for the Council, shall take minutes of Council meetings, shall be responsible for maintaining and authenticating the records of the Society, and shall supervise the Meeting Secretary and Archivist. The Meeting Secretary shall take minutes at the meetings of the Members of the Society, including the annual meeting.

8. Treasurer. The Treasurer shall be responsible for the financial affairs of the Society, including collection of all moneys and, under the direction of the President and Council, disbursement of the same. The Treasurer shall prepare a budget for the fiscal year to be presented to, and considered by, Council at its first meeting of that fiscal year. The Treasurer shall report on the state of finances of the Society to the Council at each Council meeting and to the Members at each annual meeting, and at other times if required by the President; however, because the fiscal year of the Society ends June 30, the Treasurer's formal, audited report presented to the Members at the annual meeting will be for the preceding July 1 - June 30 fiscal year.

9. First and Second Vice President. The Vice Presidents shall assist the President with the management of the Society and shall preside at meetings of the Members and Council in the event that the President is unable to preside.

ARTICLE V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts. Subject to the limitations set forth herein, the President, jointly with the Treasurer and any other individual as determined by the Council or as otherwise provided herein, shall have the authority 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.

2. Loans. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Council. Such authority may be general or confined to specific instances.

3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society, shall be signed by the Treasurer, or the President, or such Officer or Officers of the Society, or other individual as the Council may select.

4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Council may select.

ARTICLE VI. MEMBERSHIP

1. General. The Members of the Society shall be persons who are interested in geological and related sciences, and who are admitted as Members in accordance with the following procedures:
 - a. Prospective Members shall submit to the Membership Committee a membership application in a form approved by the Council that must include: (i) a written statement of the applicant's interest in geological and related sciences; and (ii) the applicant's

professional affiliation (although lack of professional affiliation will not be used to make membership decisions).

- b. The Membership Committee will review the applications and submit completed applications to three members of the Council for approval.
- c. Upon approval by three members of the Council and receipt of a dues payment from the applicant, the Membership Committee shall notify new Members of their election. Names of new Members shall be announced at the next regular meeting of Members of the Society.

2. Membership Dues. The Council may divide the Members into classes, with different dues for each class. The dues of the Society are for the calendar year and shall be set by the Council. The Treasurer shall see that the Members of the Society, in the autumn prior to the beginning of a calendar year, are provided with a notice to pay membership dues for the upcoming calendar year. No Member in arrears shall be entitled to hold any office in the Society or to vote. The Treasurer shall see that any Member who is delinquent in payment four months after the initial notices are sent is notified that that Member is in arrears. A Member in arrears in dues at the end of the fiscal year (June 30) shall be removed from the list of Members but may be reinstated without formal application upon payment of dues in arrears.

3. Voting Rights. All Members in good standing, no matter to which class they belong, shall be entitled to vote, attend any meeting of the Society, take part in and contribute to the proceedings, hold office, and serve on committees.

4. Withdrawal from Membership. Any Member may withdraw without prejudice by submitting a resignation in writing to the Council Secretary. If a Member shall have previously resigned without prejudice, then that Member may be reinstated in any subsequent year upon payment of dues for the year in which reinstatement is requested.

ARTICLE VII. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Councilor or Officer of the Society under the provisions of these Bylaws or under the provisions of the Articles of Incorporation of the Society, a waiver thereof in writing, signed by the person or persons entitled to such

notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII. LIABILITY AND INDEMNIFICATION OF COUNCILORS, OFFICERS, AND OTHERS

1. For purposes of this Article, the following definitions shall apply:
 - a. Society means this Society only and no predecessor, successor, or other legal entity;
 - b. Expenses include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amount expended in asserting a claim or right under this Article;
 - c. Liability means the obligation to pay a judgment, settlement, penalty, fine, or other monetary obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a legal proceeding;
 - d. Legal entity means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise or association;
 - e. Proceeding means any threatened, pending, or completed action, suit, proceeding, or appeal, whether civil, criminal, administrative, or investigative, and whether formal or informal.

2. In any proceeding brought by or in the right of the Society, no Councilor or Officer of the Society shall be liable to the Society for monetary damages arising out of any transaction, occurrence, or course of conduct undertaken in that person's capacity as such, except for liability resulting from such person having engaged in willful misconduct or a knowing violation of any federal or state criminal law. If statutory or decisional law of the District of Columbia is amended or changed after the effective date of this Article to permit a corporation to further limit or eliminate the liability of a Councilor or Officer of the Society, then such liability shall be further limited or eliminated to the fullest extent permitted by law as so amended or changed.

3. The Society shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Society) because that individual is or was a Councilor or Officer of the Society, or because that individual is or was serving the Society or any other

legal entity in any capacity at the request of a Councilor or Officer of the Society, arising out of any event, act, omission, transaction, occurrence, conduct, or course of conduct undertaken in that individual's capacity as such, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses incurred because of that individual's willful misconduct or knowing violation of the criminal law. The determination that indemnification of any Councilor or Officer under this Paragraph is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made pursuant to the procedures set forth in the Nonprofit Corporation Act of 2010, or its equivalent, in effect on the effective date of this Article. Unless a determination has been made that indemnification is not permissible, the Society shall make advances and reimbursements for expenses incurred by a Councilor or Officer in a proceeding upon receipt of an undertaking from that person to repay the same if it is ultimately determined that that person is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Councilor or Officer and shall be accepted without reference to that person's ability to make repayment.

4. The Society may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Councilors and Officers as provided above, provide indemnification and make advances and reimbursements for expenses to its agents, volunteers, consultants, Councilors, Officers, and any persons serving any other legal entity in any capacity at the request of the Society, arising out of any event, act, omission, transaction, occurrence, conduct, or course of conduct undertaken in such person's capacity as such. The determination that indemnification under this Article is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Council; this action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under this Article shall be limited by the provisions of this Paragraph Four (4).

5. The Society shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnification or pay any expenses under this Article. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including, without limitation, indemnification pursuant to other provisions of statutory or decisional law, indemnification pursuant to a valid contract, indemnification by legal entities other than the Society, and indemnification under policies of insurance purchased and maintained by the Society or others. The provisions of this Article shall not

be deemed to preclude the Society from entering into contracts otherwise permitted by law with any individuals or legal entities including, but not limited to, those named or described above. Nothing under this Article shall be deemed to prevent or restrict the power of the Society to make or provide for any further indemnity or provisions for determining entitlements to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Council (whether or not any of the Councilors of the Society shall be a party to or beneficiary of any such agreements, bylaws, or other arrangements).

6. The Society is authorized to purchase and maintain insurance, and (or) to establish trust funds or letters of credit, to protect against any liability that the Society may have under this Article or to protect any of the persons named or described above against any liability arising from their service to the Society or any other legal entity at the request of the Society, regardless of the Society's power to indemnify against such liability. The Society may also procure insurance, in such amounts as the Council may determine, on behalf of any person who is or was a Councilor, Officer, employee, agent, volunteer, representative, or consultant of the Society, or is or was serving at the request of the Society in any such capacity for another legal entity, against any liability asserted against or incurred by that individual in any such capacity or arising from that individual's status as such, whether or not the Society would have the power to indemnify that individual against such liability under the provisions of this Article or otherwise.

7. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not in and of itself create a presumption that any person acted in such manner as to make that person ineligible for indemnification under this Article.

8. Every reference in this Article to Councilors, Officers, employees, agents, volunteers, representatives, or consultants shall mean then-current Councilors, Officers, employees, agents, volunteers, representatives, or consultants, or former Councilors, Officers, employees, agents, volunteers, representatives, or consultants to the extent that the event, act, omission, transaction, occurrence, conduct, or course of conduct with respect to which the limitation of liability or indemnification provisions hereof may apply was undertaken by such person in that person's capacity as such, and their respective heirs, executors, personal and legal representatives, or administrators. For purposes of this Article, service by any person in any capacity to any legal entity controlled by the Society shall, by way of example but not of limitation, be deemed to be service at the request of the Society.

9. Any special legal counsel who is selected to make determinations under this Article may also be counsel for the Society in other capacities.

10. The provisions of this Article shall be deemed severable. If any part of any provision of this Article is held by a court of competent jurisdiction, after the time for filing an appeal has expired, to be illegal, void, voidable, invalid, nonbinding, or unenforceable in its entirety or partially or as to any person, for any reason, then such provision may be changed, consistent with the intent of this Article, to the extent reasonably necessary to make the provision, as so changed, legal, valid, binding, and enforceable. If any provision of this Article is held by a court of competent jurisdiction, after the time for filing an appeal has expired, to be illegal, void, voidable, invalid, nonbinding, or unenforceable in its entirety or partially or as to any person, for any reason, and if such provision cannot be changed consistent with the intent of this Article to make it fully legal, valid, binding, and enforceable, then such provision shall be stricken from this Article, and the remaining provisions of this Article, to the maximum extent possible, shall not be affected or impaired, but shall remain in full force and effect.

11. The provisions of this Article shall be applicable from and after its effective date even though some or all of the alleged underlying events, acts, omissions, transactions, occurrences, conduct, or courses of conduct relating to a proceeding may have occurred or may have been alleged to have occurred, before such effective date. The effective date of this Article is the date of its approval by the Society's Council. No amendment, modification, or repeal of this Article, or of any other provision of the Bylaws or the Articles of Incorporation of the Society, shall diminish or otherwise adversely affect any of the benefits or rights provided under this Article to any person arising from alleged events, acts, omissions, transactions, occurrences, conduct, or courses of conduct occurring before the effective date of such amendment, modification, or repeal.

ARTICLE IX. CONFLICTS OF INTEREST

In the case of matters coming before the Council, or activities undertaken by the Society, the Councilors and Officers shall declare any potential conflict of interest and shall not exercise voice or vote when a conflict of interest exists. All Councilors and Officers have loyalty of interest to the Society and shall maintain confidentiality of proprietary information.

ARTICLE X. GRAMMATICAL USAGE

Whenever used herein, all designations in the singular shall include the plural, the plural shall include the singular, and the use of any gender shall be applicable to all genders.

ARTICLE XI. AMENDMENT

Any proposed amendment to these Bylaws or the Articles of Incorporation shall be submitted in writing (by means of electronic communication, postal mail, or by hand) to the Council Secretary or the President and shall contain the signatures of at least three (3) Members in good standing. Amendments to these Bylaws or the Articles of Incorporation may also be proposed by the Council upon majority vote of the Council to propose such an amendment. The proposed amendment shall then be circulated among the voting membership by announcement at a regular meeting and by notice transmitted by electronic communication or postal mail at least four (4) weeks prior to the meeting at which the members are to vote upon the proposed amendment. The notice transmitted by electronic communication or postal mail shall also contain a ballot or specify the date of a regular, special, or annual meeting at which the proposed amendment will be considered. The proposed amendment shall then be voted upon at the specified meeting. If an amendment to these Bylaws is approved by a majority of the Members present, then the amendment shall become immediately effective, unless otherwise ordered by the amendment, provided that the amendment does not conflict with the Articles of Incorporation. If an amendment to the Articles of Incorporation is approved by three-quarters (3/4) of the Members present, then the amended Articles of Incorporation shall be submitted to the Government of the District of Columbia; the amended Articles of Incorporation shall take effect when filed with the Government of the District of Columbia.

ARTICLE XII. COMMITTEES

1. Standing Committees. The Society shall have the following Standing Committees, which shall perform the functions assigned them by these Bylaws and any other functions as determined by the President and approved by the Council:

- a. The Program Committee;
- b. The Finance Committee;
- c. The Nominations Committee;
- d. The Membership Committee;

- e. The Public Service Committee;
- f. The Awards Committees; and
- g. The Audit Committee.

2. The Program Committee. All formal communications to be presented at the meetings of the Society must be authorized by the Program Committee. This committee shall arrange a program and make all other preparations for each meeting, unless otherwise directed by the Council. The Chair of this committee may attend meetings of the Council in a non-voting capacity. The First Vice President, by early autumn of his or her term of office, shall appoint a Vice Chair of the Committee and notify the Council of the appointment; when the First Vice President succeeds to the office of President, the Vice Chair shall succeed to the position of Chair of the Committee. The Vice Chair of the Committee shall be responsible for arranging programs for meetings in the upcoming year, and the Chair of the Committee shall be responsible for arranging programs for meetings in the current year. The Vice Chair and the First Vice President together, as well as the Chair and President together, may appoint additional members to the Committee as needed. Upon appointment of such Committee members, the First Vice President or the President shall notify the Council of the appointments. Committee members and Chairs shall serve from the date of their appointment to the end of the last meeting that they helped organize.

3. The Finance Committee. The Finance Committee shall consider financial policies of the Society. It shall make recommendations to the Council on long-range policies and assist the Officers of the Society in the implementation of short-range financial undertakings, at the request of the Council. The Finance Committee shall report to the Society at its annual meetings concerning the financial outlook of the Society. The Chair of this Committee shall be the Immediate Past President. If the Immediate Past President is unable to serve, then the President shall appoint a Chair, with the approval of the Council. The Chair and President shall appoint at least three (3) members to the Committee; members shall serve three (3) year terms, with at least one new member appointed each year. The Treasurer of the Society shall be an ex officio member of the Committee. Current members of the Council, other than the Treasurer and Immediate Past President, may not serve on the Committee.

4. The Nominations Committee. The Nominations Committee shall have the duties elsewhere set forth in these Bylaws. The President shall appoint, within one month of assuming office, a Chair of the Nominations Committee and notify Council of the appointment. The Chair and the President shall together appoint four (4) additional members to the committee. No member of the committee may be

an Officer or a Councilor of the Society, and no more than three (3) members of the committee may be employed by the same professional organization.

5. The Membership Committee. The Membership Committee shall consider membership policies of the Society, make recommendations to the Council, assist in the implementation of those policies, and process membership applications by the procedure set out in Article VI Section 1. The President, within one month of assuming office, shall appoint the Chair of the Membership Committee and shall notify the Council of the appointment. The Chair and President together may appoint additional members to this committee. The Chair of the Membership Committee, or a representative named by the Chair, shall attend Council Meetings in a non-voting capacity.

6. The Public Service Committee. The Public Service Committee shall consider what educational and informational services the Society can provide to the general public. The Committee will review proposals and requests for services or activities that normally fall beyond the scope of the Society's regular meetings, including field trips, and shall take appropriate action at the Council's specific direction. The President, prior to the next regular meeting after assuming office, shall appoint the Chair of this Committee and notify the Council of the appointment. The Chair and President together may appoint other members to the Committee. The Chair of the Committee, or the Chair's representative, may attend Council meetings in a non-voting capacity.

7. The Awards Committees. There shall be a standing committee on annual awards to be given for excellence of presentations at meetings and a standing committee on an annual award to be given for humor at meetings. Other committees on awards may be instituted as deemed appropriate by the Council. Appointments of the Chairs of these committees shall be made at appropriate times by the President, who shall notify the Council of the appointments. The Chairs and President together may appoint other members to these committees. Terms for Chairs and members of these committees are to be one (1) year. Prizes for the awards shall be fixed by the Council and are to be presented at the Annual Meeting or at other appropriate meetings.

8. The Audit Committee. There shall be a committee, appointed each year, that will audit the financial records of the Society for completeness and accuracy. The committee shall consist of two Members in good standing of the Society who are not Officers of the Society or Councilors, to be

appointed by the President no later than the last regular meeting of Members immediately preceding the June 30 end of the fiscal year. The President shall notify the Council of the appointment of the Chair.

9. Additional Committees. Other committees as the Council or President deem necessary may be appointed by the President, who shall notify the Council of the appointments.

ARTICLE XIII. REGULAR MEETINGS

The regular meetings of the Society shall be held on the second and fourth Wednesday of each month from October to May, unless otherwise specified by the Council. Special meetings may be called by the President. The place of meeting shall be approved by the Council. The regular meetings shall be devoted to the presentation and discussion of scientific subjects and to the business of Society. Procedures for conducting the regular meetings shall be determined by the Council.

The regular meeting immediately preceding the annual meeting shall be set apart for the delivery of the President's annual address, unless a special meeting is called for that purpose.

All meetings of the Society shall be open to the public.

ARTICLE XIV. ANNUAL MEETINGS

The Society shall hold an annual meeting of Members immediately following the last regular meeting in December of each calendar year, unless otherwise specified by the Council. Procedures for conducting the annual meetings shall be determined by the Council. At the annual meetings, the minutes of the previous annual meeting shall be read, and annual reports of the Meeting and Council Secretaries, Treasurer, Finance Committee, Audit Committee, Membership Committee, and other committees shall be presented. The Members shall consider and vote on any pending amendments to the Articles of Incorporation or Bylaws that have been submitted, and there shall be an election of Officers and Councilors. Each Member in good standing shall be entitled to one vote on each matter voted on by the Members. A quorum for voting by Members shall be the number of Members present at the meeting. There shall be no voting by proxy. A majority of those voting shall carry an action, unless otherwise specified in the Articles of Incorporation or the Bylaws.

ARTICLE XV. ARCHIVIST

There shall be an official Archivist of the Society, appointed for an indefinite term by the President with the approval of the Council. The President may replace the Archivist with a majority vote of approval of the Council. The Archivist shall work with the Council Secretary to ensure that the Society's records in the Archives are comprehensive. The Archives shall include: the minutes of Regular, Council, and Annual meetings; reports presented to Council at Council meetings; Annual Reports; files of Presidential papers; Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; Bylaws or restated Bylaws and all amendments to them currently in effect; lists of names and business addresses of current and past Officers, Councilors, and committee members; documents relating to federal and state tax-exempt status; biennial reports delivered to the Mayor of the District of Columbia; and all other items considered essential for the continuance of a comprehensive record of the Society's history. The Archive shall be stored at one or more locations to be designated by the Council. The Archivist shall serve as liaison between the Council and the designated storage locations in matters concerning the maintenance and preservation of the Archives.