

**INTERNATIONAL SOCIETY  
FOR LABORATORY HEMATOLOGY**

**CODE OF REGULATIONS**

**Revised May 2020 by the Board of the International Society for Laboratory Hematology**

**ARTICLE 1**

**NAME, PURPOSES AND POWERS**

Section 1.1 Name. The name of this corporation (the “Corporation”) is International Society for Laboratory Hematology (ISLH).

Section 1.2 Purposes. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (the “Code”). Within the scope of the foregoing purposes, and not by way of limitation thereof, the Corporation is organized and operated to function as a global forum for its members to gather, exchange ideas, conduct educational seminars, advance research and generally foster the science and clinical art of the field of laboratory hematology.

Section 1.3 Powers. The Corporation is a nonprofit corporation incorporated in the State of Ohio and shall have all of the powers, duties, authorizations and responsibilities as provided in Section 1702 of the Ohio Revised Code; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a Corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 2**

**MEMBERS**

Section 2.1 Classes of Members. The Corporation shall have five (5) classes of Members: Regular Members, Corporate Members, Trainee Members, Emeritus Members, and Honorary Members. The rights of each class of Members shall be as provided in this Code of Regulations.

Section 2.2 Regular Members: Any medical or scientific professional engaged in the practice of or research in the field of laboratory hematology, or working in sectors related to laboratory hematology, shall be entitled to become a Member of the Corporation upon the payment of such annual dues as shall be established for all Members by the Board of the Corporation. Annual dues are published on the corporation’s website.

Section 2.3 Corporate Members: People from Industry, or the manufacturer as such who delegate person(s) to be their corporate member(s) upon payment of dues for corporate membership.

Section 2.4 Trainee Members. Any student engaged in the study of the field of laboratory hematology or person training to practice or conduct research in such field shall be entitled to become a Trainee Member of the Corporation upon presentation of a letter from a faculty member confirming the individual's Trainee status (type of training program, start date, estimated completion date) and upon the payment of such annual dues for Trainee Members as shall be established for Trainee Members by the Members of the Board of the Corporation, and upon approval of such person's application by the Board.

Section 2.5 Emeritus Members. Anyone with >10 years of membership (continuous or non-continuous), and who has retired from active practice or employment in laboratory hematology shall be entitled to reduced registration fee (equivalent to the trainee membership fee) for the annual meeting, and waived membership fee. An eligible member would apply for Emeritus status and the Board would review applicants at a board meeting. A majority vote (>50%) in favor of a member's request for Emeritus status would be required.

Section 2.6 Honorary Members. Anyone meeting the criteria for Emeritus Membership plus special service to ISLH would be eligible. Nominating committee (described in section 4.2.3.) will review candidates and propose a maximum of one Honorary Member per year. The Board will vote on a nominee at a Board meeting, simple majority (>50%) required. A new Honorary member will be announced during the business meeting session of the next annual meeting (General Assembly). Honorary members shall be entitled to waived membership and meeting registration fees.

Section 2.7 Rights of Members. Each class of Members shall have the right to receive notice of, and attend and participate in the events, seminars and meetings organized by the Corporation, to attend such meetings of Members as may from time to time be called by the Board to inform the Members of the Corporation concerning the present and planned activities of the Corporation and to receive any publications by the Corporation.

Section 2.8 Removal of Members. A Member may be removed from the Corporation for failure to pay dues or for actions deleterious to the purposes of the Corporation. Reasons for removal due to actions other than non-payment of dues must be presented in writing to the President. The Executive Committee will study and investigate the nature of the complaint and reports its findings. The Member whose membership has been proposed to be terminated for actions other than non-payment of dues must be given an opportunity for self-defense in person or in writing before the Executive Committee, and the removal from the Corporation must be approved by a vote of at least three-fourths of Board Members.

Section 2.9 Resignation of Membership. Resignation from the Corporation will be submitted in writing to the President, who will present the resignation to the Executive Committee and then to the Board at the next Board meeting. The resignation will become effective at the time it is reported to the Board. Resignation does not entitle the resigning member to a refund of any dues paid by the member.

### **ARTICLE 3**

## **THE BOARD**

Section 3.1 General Powers: Delegation. The activities, property and affairs of the Corporation shall be managed by its Board,(which includes the Executive Committee and other Board members), who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of the Incorporation or by this Code of Regulations. The Executive Committee part of the Board consists of officers (executives): president, past president, president-elect, vice-presidents, and treasurer. The Board is empowered to enter into contracts and authorize expenditures necessary for the Corporation. The Board may delegate its authority to enter into contracts and approve expenditures to the Executive Committee of, subject to such guidelines as the Board may adopt from time to time. Elected Board members have voting rights. Councilors appointed to the Board do not have voting rights.

Section 3.2 Number. The Board shall consist of not less than five (5) and not more than twelve (12) elected Board Members, in addition to the Executive Committee Members.

Section 3.3 Election and Term of Office. Each Board member shall hold office for a three-year term and until such their successor is chosen and qualified, or until such the Board Member's earlier death, resignation, retirement, disqualification or removal from office. No Member of the Board shall be eligible for reelection so as to serve more than two (2) consecutive terms. Officers (Executive committee) cannot serve more than two (2) consecutive terms in the same position of office. A person who completes their final terms as an Officer, or as a Board Member, may be considered for election to a Board position provided that there is a lapse of at least two years between the end of their last term and the future appointment. Members of the Board shall be elected by the Members of the Corporation prior to the annual business meeting (General Assembly) from a slate of nominees put forth by the Nominating Committee as provided in Section 4.2.3 hereof or by a nomination from any Regular Member of the Corporation signed by at least ten Members. Results of the election are made public during the annual business meeting (General Assembly) of the Members of the Corporation. Terms of Office for elected positions begin on the day following the annual business meeting. Elections for the position of President Elect are to take place at least one, and no more than three years, before the end of current President's final term, based on recommendations of the Executive Committee or Board.

Section 3.4 Filling of Vacancies. Any vacancy occurring in the Board resulting from the death, resignation, retirement, disqualification or removal from office of any Board Member shall be filled by the affirmative vote of a majority of the remaining Board Members at any meeting thereof. Any Board Member elected or appointed to fill a vacancy shall hold office until the end of day of the next annual business meeting (General Assembly) of the Corporation and until such Board Member's successor is chosen and qualified, or until such the Board Member's earlier death, resignation, retirement, disqualification or removal from office.

Section 3.5 Removal. Any Board Member may be removed from office pursuant to this section. Reasons for removal of the Board Member must be presented in writing by at least two (2) Board Members to the entire Board. The Executive Committee will investigate the nature of the complaint and report its findings to the entire Board. The Board Member whose removal has

been proposed must be given an opportunity to present a defense in writing or in person to the entire Board. Upon presentation of the report of the Executive Committee and the defense, if any, offered by the Board Member whose removal has been proposed, the Board Member shall be removed if such removal is approved by a majority of the Board.

Section 3.6 Place of Meetings. Meetings of the Board shall be held at such places, within or outside the state of Ohio, and may from time to time be fixed by the Executive Committee or Board, or shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.7 Annual Meetings. Meetings of the Board shall be held at the time of the annual meeting of the Members to transact any and all business as may properly come before the meeting. Written, electronic or printed notice stating the place, day and hour of each annual meeting of the Board shall normally be delivered not less than thirty (30) days before the date of such meeting, either personally, by mail, electronically or by facsimile transmission, by or at the direction of the President or Executive Committee, to each Board Member. Materials for the meeting will normally be distributed one week in advance of the meeting date.

Section 3.8 Regular Meetings. A regular meeting of the Board shall be held approximately midway between the Annual Meetings at such times and places as determined by the Board, to transact any and all business as may properly come before the annual meeting. Notice of such meetings shall be given as described in Section 3.7. The regular meeting may be conducted by telephone or internet as described in 3.13.

Section 3.9 Special Meetings. Special meetings of the Board may be called by the President or Executive Committee upon no less than three (3) days, and no more than fifty (50) days notice to each Board Member, either personally, by hand delivery, by mail, electronically or by facsimile transmission. Special meetings shall be called by the President or Executive Committee in like manner and on like notice on the written instruction of three (3) or more Board Members. Except as otherwise provided by statute, by the Articles of Incorporation, or by this Code of Regulations, neither the business to be transacted, nor the purpose of any Special Meeting shall include business that normally would be conducted at Annual or Regular meetings, unless the business is intentionally deferred, or requires more immediate attention.

Section 3.10 Quorum and Manner of Acting. At all meetings of the Board, the presence of a simple majority (>50%) of the number of Board Members (Board and Executive Committee members) then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by this Code of Regulations. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by statute, by the Articles of Incorporation or by this Code of Regulations, in which case the act of such greater number shall be requisite to constitute the act of the Board. A Board Member may vote only in person, or over the telephone or similar communication devices pursuant to Section 3.13. If a quorum shall not be present at any meeting of the Board, the Board Members present thereat may adjourn the meeting from time to time, without notice other than to Section 3.13. If a quorum shall not be present at any meeting of the Board, the Board Members present thereat may adjourn the meeting from time to time, without notice other than

announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened.

Section 3.11 Officer, Board Members' and Councilors' Compensation. Officers, Board Members and Councilors may not receive compensation of any kind for their services to the Board, including for their service as members of a standing or special committee of the Corporation, or duties in any other capacity. Officers, Board Members and Councilors, under certain circumstances, may receive reimbursement for expenses incurred on behalf of the Corporation, upon the approval of the Executive Committee.

Section 3.12 Consent of Board Members. Any action required or permitted to be taken at any meeting of the Board or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by the simple majority of the members of the Board, or Executive Committee, as the case may be, by paper document, facsimile, e-mail or other electronic voting process.

Section 3.13 Telephone Meetings. Subject to the provisions of applicable law and this Code of Regulations regarding notice of meetings, Board Members or members of any committee designated by the Executive Committee or Board may, unless otherwise restricted by statute, or by the Articles of Incorporation or by this Code of Regulations, participate in and hold a meeting of the Board or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 3.13 shall constitute presence in person at such meeting for purposes of determining a quorum hereunder as well as for taking action.

Section 3.14 Eligibility for Board Membership. A Board Member shall be a Regular Member in good standing. Employees or owners of any for-profit commercial or industrial company that conducts business of any kind in laboratory hematology shall not be eligible to serve as a Board Member or Officer, excluding those engaged in businesses that provide patient services or external quality assessment that is unrelated to specific vendor instruments or reagents. A Board Member who consults for any company, or who receives honoraria directly from a company, shall disclose this at the time of appointment as a Board Member or Officer and annually thereafter. Conflict of interest information and disclosures will be subject to review and approval by the Executive Committee and the compliance officer.

Section 3.15 Councilors to the Board. Councilors must meet the same eligibility criteria as Board Members. The Nominating Committee can propose a slate of Councilors to the Board to represent specific regions of the world or for any other special purpose. These appointments will be for up to a three year term, renewable once. The appointments are made by a vote of the Board at a duly constituted Board meeting, or by an electronic ballot prior to a Board meeting. Councilors may participate in discussions at Board meetings without a vote in decisions of the Board.

Section 3.16 Ex-Officio Non-voting Board Members. The Editors of the official Corporation journal, the Executive Director (appointed individual, responsible for the oversight

of the administrative duties of the Corporation, including secretarial, website, marketing and membership activities), and other individuals selected from time to time by the Board, may be invited to attend and participate in Board meetings, without a vote in decisions of the Board.

## ARTICLE 4

### COMMITTEES

Section 4.1: Committees: The Board, by resolution adopted by a majority of the Board Members in office, may designate committees which to the extent provided in said resolution, to assist the Board in the management of tasks undertaken by the Corporation. Each such committee shall consist of two (2) or more persons, a majority of whom are normally Board Members. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Board Member, of any responsibility imposed on the Board or Board Members by law.

Section 4.1.1 Executive Committee: The Executive Committee of the Corporation shall include the President, President-Elect, Vice-Presidents, and Treasurer. The Executive Director is a non-voting, ex-officio member of the Executive Committee. At the discretion of the President, the immediate Past-President may voluntarily serve as a voting advisor to the Executive Committee. The Executive Committee shall have and exercise the authority in the management of the Corporation. The President shall serve as the chair of the Executive Committee and the overall Board. Interim vacancies occurring on the Executive Committee shall be filled by the Board Members in good standing on the recommendation of the President and with the approval of other members of the Executive Committee. The appointee shall serve until the next annual business meeting (General Assembly) of the Corporation.

Section 4.2 Advisory Boards or Committees. Advisory boards or committees, including a Scientific Board, a Corporate Advisory Committee, a Nominating Committee and a Code of Regulations Committee, not having and exercising the authority, responsibility or duties of the Board in the management of the Corporation may be designated by a resolution adopted by the Board. The President shall appoint the members of such advisory boards or committees. Any member thereof may be removed by the President, on the recommendation of the Board, whenever the best interests of the Corporation shall be served by such removal.

Section 4.2.1 The Scientific Board: The Scientific Board of the Corporation shall consist of the President of the Corporation, the Editor(s) of the official Corporation journal, Vice Presidents of Scientific Affairs (if any), and members appointed by the Board. The purpose of the Scientific Board is to advise and direct the scientific endeavors of the Corporation, such as the educational meetings, research projects and scholarly publications. The Scientific Committee shall oversee the activities of the Task Forces.

Section 4.2.2 The Corporate Advisory Committee. The Corporate Advisory Committee shall consist of the at least one member of the Executive Committee, representatives from industrial corporations whose business consists, in whole or in part, of laboratory hematology, and others as appointed by the Executive Committee. The purpose of the Corporate Advisory

Committee is to convey information from the Corporation to the Corporate members and to provide a forum for Corporate members to have input on the activities of the Corporation.

Section 4.2.3 The Nominating Committee. The Nominating Committee shall consist of the Past President, or an alternate Officer or Board Member at the discretion of the President, who shall serve as the chair for 3 years, renewable once. The chair will select up to 7 Members to serve a 3 year term, consisting of Board Members, Councilors, and Regular Members. Vacancies will be filled by the Chair to complete any vacated term. Committee members may be appointed to a second 3 year term at the discretion of the Chair. The purpose of the Nominating Committee shall be to develop a slate of candidates for the Officers and Board Members of the Corporation for election at the annual business meeting (General Assembly) of the Corporation, and to develop a slate of candidates for Councilors for election by the Board, and to nominate honorary members.

Section 4.2.4 The Bylaws Committee. The Bylaws Committee shall consist of three Board Members, at least one of whom shall be a member of the Executive Committee, to review and maintain this Code of Regulations in good order and compliance with applicable statutes; and to receive and consider proposals for amendments to this Code of Regulations from Members of the Corporation. Changes in the Bylaws are approved by the Board and communicated to the Members of the Corporation.

Section 4.3 Task Forces. Task Forces, not having nor exercising the authority, responsibility or duties of the Board in the management of the Corporation, may be designated by a resolution adopted by the Board. Except as otherwise provided in such resolution, members of each such Task Forces need not be Members of the Board of the Corporation. The purpose of said Task Forces shall be to perform research and advance the science and education of laboratory hematology. The President shall appoint the members of such Task Forces. Any member thereof may be removed by the President, on the recommendation of the Board, whenever the best interests of the Corporation shall be served by such removal.

Section 4.4 Term of Office. Except as otherwise designated by this Code of Regulations, each member of a committee of the board or advisory board or committee or Task Force shall continue as such until the next annual scientific meeting and until such person's successor is appointed, unless the board or committee is sooner terminated, or unless such person is removed from such board or committee or shall cease to qualify as a member thereof. Newly elected members assume their position the day following the annual business meeting (General Assembly) of the Corporation.

Section 4.5 Chairman. Unless otherwise designated by this Code of Regulations, one or more members of each advisory committee shall be appointed chairman, or co- chairman, by the President of the Corporation.

Section 4.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.7 Quorum: Manner of Acting. Unless otherwise provided in the resolution of the Board designating an advisory board or committee, a simple majority of the board or

committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the board or committee.

Section 4.8 Rules. Each advisory board or committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE 5**

### **OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES**

Section 5.1 Elected Officers. The elected officers of the Corporation shall include a President, a President-Elect, a Treasurer, and one or more Vice Presidents (and in the case of the Vice Presidents, with such descriptive titles as the Board or Executive Committee shall deem appropriate). Each elected Officer shall be a current Board Member in good standings.

Section 5.2 Election of Board Members. The nominating committee will assemble a slate of nominees for open Board positions, and will consider recommendations from the regular membership. The slate will exceed the minimum number of open positions on the Board. The nominating committee will submit the ballot to the Members for election by mail or electronic ballot, normally thirty (30) days prior to the annual business meeting (General Assembly) of the Corporation. Every effort will be made to include an international representation for nominees to the Board. The number of the votes cast by mail or electronic ballot shall be determinative of the outcome. In the case of a tie vote for a position, there will be a run-off ballot submitted to the Members to complete the election process. In the event of a second tie, a majority vote of the board will determine the outcome, excluding any current board members who are involved in the tie vote. In the event of a tie vote by the Board, the Executive Committee will determine the outcome of the election.

5.2.1 Election of Officers. The nominating committee will solicit candidates from among the Board Members and assemble a slate of nominees for open Officer positions. The slate will include one or more candidates for each open Officer position. In the event there is a sole nominee for an Officer position, the appointment must be approved by the Board in order to be appointed for the position. The Nominating Committee will submit the ballot to the Members for election by mail or electronic ballot normally 30 days prior to the annual business meeting (General Assembly) of the Corporation. The number of the votes cast by mail or electronic ballot shall be determinative of the outcome. In the case of a tie vote for a position, a second ballot containing only the candidates who tied will be submitted to the Members to complete the election process. In the event of a second tie, a majority vote of the Board will determine the outcome, excluding any current Board Members who are involved in the tie vote. In the event of a tie vote, subsequent votes will be taken until one candidate obtains a majority and is declared the winner of the election.

Section 5.3 Appointive Officers. The Executive Committee may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and

perform such duties as shall be set forth in this Code of Regulations or determined from time to time by the Executive Committee.

Section 5.4 Two or More Offices. Any two (2) or more Offices may be held by the same person, except that the President and Vice President, and President and Treasurer shall not be the same person.

Section 5.5 Compensation. Officers, Board Members and Councilors may not receive compensation of any kind for their services for the Corporation, in any capacity. Officers and Board Members, under certain circumstances, may receive reimbursement for expenses incurred on behalf of the Corporation or in attending meetings as Officers of the Corporation, upon the approval of the Executive Committee. Officers, Board Members and Councilors are entitled to waived registration for attending the annual conference of the Corporation.

Section 5.6 Term of Office; Removal; Filling of Vacancies. Each elected Officer of Executive Committee shall hold office for a three-year term and until such Officer's successor is chosen and qualified, in such Officer's stead or until such Officer's earlier death, resignation, retirement, disqualification or removal from office. No Officer shall be eligible for reelection so as to serve more than two (2) consecutive terms in the same position of Office. Each appointive Officer shall hold office at the pleasure of the Board or Executive Committee without the necessity of periodic reappointment. A second term is granted without reelection if the majority of the Board agrees. Any Officer or agent may be removed at any time by the Board or Executive Committee whenever in its judgment the best interests of the Corporation will be served thereby. If the office of any Officer becomes vacant for any reason, the vacancy shall be filled by Board Members, until the next annual business meeting (General Assembly) of the Corporation, when an Officer will be elected to fill the vacancy. Newly elected officers assume their position the day following the annual business meeting (General Assembly) of the Corporation.

Section 5.7 President. The President shall be the chief executive officer of the Corporation and, subject to the provisions of this Code of Regulations, shall have general supervision of the activities and affairs of the Corporation, and shall have general and active control thereof. The President shall preside at meetings of the Board, Executive Committee and business meeting (General Assembly). The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent; and in general to exercise all the powers usually appertaining to the office of President of the Corporation, except as otherwise provided by statute, the Articles of Incorporation or this Code of Regulations. In the absence or disability of the President, the duties of such office shall be performed and the powers may be exercised by the President-Elect or other Officers, in the order of their seniority, unless otherwise determined by the President, Executive Committee or the Board.

Section 5.8 President Elect and Vice Presidents. The President-Elect and each Vice-President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the President and the Board.

Section 5.9 Executive Director. The Executive Director shall ensure that notice is given of all meetings of the Board and Executive Committee and shall keep and attest true records of all proceedings at all meetings of the Board and Executive Committee. The Executive Director shall assist the Executive Committee to attest any and all instruments executed in the name of the Corporation. The Executive Director shall keep and account for all books, documents, papers and records of the Corporation, on behalf of the Executive Committee except those for which an officer or other agent is properly accountable. The Executive Director shall generally perform or oversee all duties usually appertaining to the office of secretary of the Corporation. In the absence or disability of the Executive Director, the duties of such office shall be performed and the powers may be exercised by another individual appointed by the President, Executive Committee or the Board.

Section 5.10 Assistant Secretaries. Each Assistant Secretary shall generally assist the Executive Director with administrative duties as prescribed or delegated by the Executive Director or President.

Section 5.11 Treasurer. The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation, and shall direct the manner of certifying the same. The Treasurer shall have oversight of the budget of the Corporation, and under the direction of the Executive Committee, shall oversee the expenditures of the Corporation, with the assistance of the Executive Director. The Treasurer will make an annual report of the monies received and expended and a detailed statement of the financial condition of the Corporation. The Treasurer will oversee the development and presentation of the budgets of the Corporation. The Treasurer shall also perform all other duties incident to the office of Treasurer. If the office of Treasurer should become vacant, the Executive Committee upon the recommendation of the President may appoint a Board member to serve in that position until the next annual business meeting (General Assembly) of the Corporation.

Section 5.12 Assistant Treasurers. Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to such office by the Treasurer, the President, Executive Committee or the Board.

Section 5.13 Education Director. The Education Director shall be a member of the Scientific Board and have the overall responsibility for all aspects of the preparation and running of the annual educational conference of the Corporation. The Education Director shall appoint, or cause to have appointed by the Board, program committee chairs and members and any other people to assist in such preparation and operation of the conference and associated events.

Section 5.14 Management Personnel. The Executive Committee may appoint from time to time, a person, persons, or professional organization from outside of the Board to assist the Corporation and Executive Director in management of Corporation activities, such as membership dues, website operation, annual meeting management, abstract submission, and financial management. Any management of the Corporation activities from outside of the Board shall be reviewed by the Board on an annual basis.

Section 5.15 Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the elected and appointed Officers of the Corporation shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or this Code of Regulations, or as the Executive Committee, or its members, may from time to time determine or assign.

## **ARTICLE 6**

### **FISCAL YEAR**

The fiscal year of the Corporation shall be the twelve (12) month period beginning each January 1, unless another fiscal year is adopted by the Board.

## **ARTICLE 7**

### **FINANCIAL OBLIGATIONS**

#### Section 7.1 Budget.

Prior to the close of each fiscal year, the Board shall adopt a budget of income and expenses for the ensuing fiscal year.

#### Section 7.2 Checks.

All checks, drafts, bills or exchange, notes, or other obligations or order for the payment of money shall be signed in the name of the Corporation by the Treasurer or his/her designee or by facsimile.

## **ARTICLE 8**

### **INDEMNIFICATION OF MEMBERS, BOARD MEMBERS AND OFFICERS**

The Corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Member, Board Member or Officer of the Corporation (an "Indemnified Party") by reason that they were serving in an official capacity on behalf of the society, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Party in connection with such action, suit or proceeding, if the Indemnified Party

acted in a manner the Indemnified Party reasonably believed to be in or not opposed to the best interest of the Corporation 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 plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which the Indemnified Party reasonably believed to be in or not opposed to be the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

To the extent that an Indemnified Party has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein he or she shall be indemnified against expenses and attorney's fees actually and reasonably incurred by him or her in connection therewith.

Indemnification under this Article shall be made by the Corporation upon a determination that indemnification of the Indemnified Party is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board by a majority of the disinterested Board Members, whether or not a quorum is obtainable, with the advice of independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the Indemnified Party to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized under this Article.

The Corporation shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were Indemnified Parties of the Corporation against any liability asserted against them or any of them and incurred by any of them arising out of their status as such.

Notwithstanding the foregoing, the provisions of this Article shall be automatically amended to provide for the maximum indemnification for Indemnified Parties permitted under Section 1702.12(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute. In order to implement the foregoing, the Directors of the Corporation are authorized to amend the provisions of this Article to provide for such indemnification.

## **ARTICLE 9**

### **RESERVE FUND**

The Board may establish a reserve fund by majority vote. The reserve fund shall include excess revenues as identified by the Officers. These funds shall be maintained in a bank account distinct from the operating funds of the Corporation. Funds may be deposited into the reserve fund with approval of at least two Officers. Funds may be withdrawn from the reserve fund upon recommendation of the Officers, and majority consent of the Board.

## **ARTICLE 10**

### **AMENDMENTS**

This Code of Regulations may be amended or repealed at any meeting of the Board at which a quorum is present by the affirmative vote of a majority of the Board Members present at the meeting, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Board from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting. Each person who becomes a Member of the Corporation hereby expressly acknowledges and agrees that the power to alter, amend or repeal this Code of Regulations, or to adopt new Code of Regulations, has been delegated to the Board by the Members