

BY-LAWS

of

SOCIETY FOR ADVANCED DISEASE SURVEILLANCE, INC. a Delaware non-profit corporation

ARTICLE I The Corporation

Section 1.1. **Name.** The name of the corporation shall be Society for Advanced Disease Surveillance, Inc. (referred to in these By-laws as the "Society").

Section 1.2. **Purposes.** This corporation is organized and shall be operated for the purposes set forth in its Certificate of Incorporation.

Section 1.3. **Corporate Offices.** The principal office of the Society shall be located in Boston, Massachusetts, or whatever other place the Board of Directors shall determine. The Society shall also have and continuously maintain registered agents where required by law.

ARTICLE II Membership

Section 2.1. **Eligibility for Membership.** Any natural person who is interested in and supportive of the purposes and objectives of the Society and satisfies the other requirements for membership in these By-laws shall be eligible for membership in the Society.

Section 2.2. **Members.** Any person who satisfies the requirements for membership in these By-laws, completes a membership application in the form approved by the Board of Directors, and pays annual dues as set forth in these By-laws, shall be admitted as a Member of the Society and shall serve as such until the conclusion of the annual meeting of Members of the Society next following his or her admission as a Member or until his or her earlier death, resignation or removal.

Section 2.3. **Membership Criteria.** The Board of Directors may establish such additional criteria or requirements for membership as it determines in its discretion to be prudent and in the interests of the Society. The Board of Directors also may designate different categories of membership, and establish separate criteria and requirements of each such class, as well as the rights of each such class. Without limitation of the foregoing, the Board of Directors may provide for classes of Members that have different or limited voting rights or that have no right to vote, and that have different requirements as to dues.

Section 2.4. **Dues.** The Board of Directors may require the payment of annual dues or other similar fees or payments as a condition for membership in the Society in such amounts as the Board of Directors may determine in its discretion to be prudent and in the interests of the Society. Any Member who fails to pay such dues or other payment within thirty days following the date due will automatically cease to serve as a member (and for purposes of these Bylaws will be deemed to have resigned as a Member) unless otherwise determined by the Board of Directors.

Section 2.5. **Powers of Members.** The Members shall have the right to elect the Directors as provided in Section 4.2, and such other powers and rights as are vested in them by law, the Certificate of Incorporation or these By-laws.

Section 2.6 **Resignation and Removal.** Any Member may resign at any time upon notice given in writing or by electronic transmission to the Society. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A Member may be removed from office with or without cause by vote of the Members or by vote of a majority of the Directors then in office.

Section 2.7. **No Transfer of Membership Rights.** No Member may sell, assign, pledge, encumber or otherwise transfer his or her membership in the Society or a right arising from such membership in any circumstances, except for the right to appoint a proxy for purposes of voting as permitted under Section 3.5.

ARTICLE III Meetings of Members

Section 3.1. **Annual Meeting.** The annual meeting of Members shall be held on such date prior to the annual conference sponsored by the Society, and at such time and place within or without the State of Delaware, as is fixed by the Board of Directors or the Chairperson and President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Certificate of Incorporation or by these By-laws, may be specified by the Board of Directors or the Chairperson and President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held or there may be action by written consent of the Members on matters to be voted on at the annual meeting, and such special meeting or written consent shall have for the purposes of these By-laws or otherwise all the force and effect of an annual meeting.

Section 3.2. **Special Meetings.** Special meetings of Members may be called by the Chairperson and President or by the Board of Directors. Special meetings shall be called by the Secretary, or in case of death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of at least twenty-five percent (25%) of the Members entitled to vote at such meeting. The call for the meeting may be oral or written and shall state the place, date, hour and purposes of the meeting.

Section 3.3. **Notice of Meetings.** A written notice stating the place, date and hour of all meetings of Members, and in the case of special meetings, the purposes of the meeting shall be given by the Secretary (or other person authorized by these By-laws or by law) not less than ten nor more than fifty days before the meeting to each Member entitled to vote thereat and to each Member who, under the Certificate of Incorporation or under these By-laws is entitled to such notice, by delivering such notice to him or her or by mailing it, postage prepaid, and addressed to such Member at his or her address as it appears in the records of the Society, or by giving such notice in any other form that satisfies the requirements of the Delaware General Corporation Law. The notice shall state the means of remote communications, if any, by which Members may be deemed present in person and vote at the meeting. If a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, except that if the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting. Notice need not be given to a Member if a written waiver of notice signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the meeting or any adjourned session, is filed with the records of the meeting or if communication with such Member is unlawful, or if such Member attends the meeting in question, unless such attendance was for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

(a) Without limiting the manner by which notice otherwise may be given effectively to Members, any notice to Members given by the Society under law, the Certificate of Incorporation, or these By-laws shall be effective if given by a form of electronic transmission consented to by the Member to whom the notice is given. Any such consent shall be revocable by the Member by written notice to the Society. Any such consent shall be deemed revoked if (i) the Society is unable to deliver by electronic transmission two consecutive notices given by the Society in accordance with such consent, and (ii) such inability becomes known to the Secretary or an Assistant Secretary of the Society or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(c) For purposes of these By-laws, notice given by electronic transmission shall be deemed given (i) if by facsimile telecommunication, when directed to a number at which the person to whom the notice is given has consented to receive notice; (ii) if by electronic mail, when directed to an electronic mail address at which the person to whom the notice is given has consented to receive notice; (iii) if by a posting on an electronic network together with separate notice to the person to whom the notice is given of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (iv) if by any other form of electronic transmission, when directed to the person to whom the notice is given. An affidavit of the Secretary or an Assistant Secretary or other agent of the Society that the notice has been given by a form

of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(d) For purposes of these By-laws, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 3.4. **Quorum.** Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, twenty percent (20%) (or such other percentage as shall be set by the Board of Directors at the time of the call of the meeting) of the Members entitled to vote at a meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting of the Members. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy. If a quorum is present when a duly called or held meeting is convened, the Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of the Members originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment. A quorum, once established at a meeting, shall not be broken by the withdrawal of the holders of enough voting power to leave less than a quorum. If a quorum is present at an original meeting, a quorum need not be present at an adjourned session of that meeting.

Section 3.5. **Voting and Proxies.** Members shall have one vote per person. Members may vote either in person or by written proxy, but no proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Proxies shall be filed with the Secretary of the meeting, or of any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. In order to validly grant authority to another person to act as a Member's proxy a Member may either (a) execute a writing authorizing another person or persons to act for such Member as proxy, such writing to include the Member's signature, which may include a facsimile signature, or (b) transmit a statement authorizing another person or persons to act for such Member as proxy, by means of electronic transmission to the person who will be the holder of the proxy or an agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that such electronic transmission must either set forth or be submitted with information from which it can be determined that the transmission was authorized by the Member.

Section 3.6. **Action at Meeting.** In all matters other than the election of the Board of Directors, when a quorum is present, the affirmative vote of a majority of the

Members present in person or represented by proxy at such meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by law, by the Certificate of Incorporation or by these By-laws. The members of the Board of Directors shall be elected by a plurality of the votes of the Members present in person or represented by proxy at the meeting and entitled to vote thereon. No written ballot shall be required for any election unless otherwise determined by the Board of Directors. If authorized by the Board of Directors, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or proxyholder.

Section 3.7. Meeting by Remote Communication. The Board of Directors may permit the Members to participate in meetings of Members (whether such meetings are held at a designated place or solely by means of remote communication) using one or more methods of remote communication; provided that the Society (i) implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member; (ii) implements reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, consistent with Delaware General Corporation Law; and (iii) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Society. The Board of Directors may adopt such guidelines and procedures applicable to participation in meetings of Members by means of remote communication as it deems appropriate. Participation in a meeting of Members by means of a method of remote communication permitted by the Board of Directors shall constitute presence in person at the meeting.

Section 3.8. Presiding Officer at Meetings. The Chairperson and President shall preside at meetings of Members. In the Chairperson and President's absence, the Vice Chairperson shall preside, or in the Vice Chairperson's absence, a chairperson designated by the Board of Directors, or in the absence of a chairperson designated by the Board of Directors, a chairperson chosen by the Members present in person at the meeting shall preside. In the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 3.9. Rules of Conduct. The Board of Directors may adopt such rules, regulations and procedures for the conduct of any meeting of Members as it deems appropriate including rules, regulations and procedures regarding participation in the meeting by means of remote communication. Except to the extent inconsistent with any applicable rules, regulations or procedures adopted by the Board of Directors, the chairperson of any meeting may adopt such rules, regulations and procedures for the meeting, and take such actions with respect to the conduct of the meeting, as the chairperson of the meeting deems appropriate. The rules, regulations and procedures adopted may include, without limitation, ones that establish an agenda or order of business, are intended to maintain order and safety at the meeting, restrict entry to the

meeting after the time fixed for its commencement and limit the time allotted to Member questions or comments.

Section 3.10. Action without a Meeting. Any action required or permitted by law to be taken at any annual or special meeting of Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted and shall be delivered to the Society in the manner provided under the Delaware General Corporation Law. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. If action is taken by consent of Members and in accordance with the foregoing, there shall be filed with the records of the meetings of Members the writing or writings comprising such consent.

An electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such electronic transmission sets forth or is delivered with information from which the Society can determine (i) that the electronic transmission was transmitted by the Member or proxyholder or by a person or persons authorized to act for the Member or proxyholder and (ii) the date on which such Member or proxyholder or authorized person or persons transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Society by delivery to its registered office in Delaware by hand or by certified or registered mail, return receipt requested, to its principal place of business or to an officer or agent of the Society having custody of the book in which proceedings of meetings of members are recorded. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission may be otherwise delivered to the principal place of business of the Society or to an officer or agent of the Society having custody of the book in which proceedings of meetings of members are recorded if, to the extent and in the manner provided by resolution of the Board of Directors of the Society. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

Section 3.11. Member Lists. The Secretary (or other person authorized by these By-laws or by law) shall prepare and make, at least ten days before every meeting of Members, a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Member. Such list shall be open to the examination of any Member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the

notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present.

ARTICLE IV

Directors

Section 4.1. **Powers.** The business of the Society shall be managed by a Board of Directors who may exercise all the powers of the Society except as otherwise provided by law, by the Certificate of Incorporation or by these By-laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 4.2. **Number of Directors and Election.** The Board of Directors shall consist of such number of Directors as may be fixed from time to time by a majority of the Directors then in office. The initial Board of Directors shall consist of two (2) members. On and after the inaugural election of Directors, the Board of Directors shall be divided into three classes, such classes to be as nearly equal in number as possible. At the inaugural election, the Members shall elect nine (9) Directors, and at each annual meeting of Members thereafter, the successors to the class of Directors whose term expires at that meeting shall be elected by the Members. For the inaugural election, three (3) Directors shall be elected for a three (3) year term, three (3) Directors shall be elected for two a (2) year term, and three (3) Directors shall be elected for one a (1) year term, such Directors to be assigned to each such class in a random manner determined by the Directors then in office. This shall ensure that the terms of approximately one-third of the members of the Board of Directors shall expire in each ensuing year. After the inaugural election, new Directors shall be elected for a three-year term, provided that if the Board of Directors changes the number of Directors after the inaugural election, it shall establish initial terms for such new Directorships so as to retain, as nearly as possible, the expiration of one-third of the total number of Directors terms in each year. Each Director shall be a Member.

Section 4.3. **Vacancies; Reduction of Board.** Any vacancy in the Board of Directors however occurring, including a vacancy resulting from the enlargement of the Board of Directors, may be filled by the Members or by the Directors then in office or by a sole remaining Director. In lieu of filling any such vacancy the Members or Board of Directors may reduce the number of Directors. When one or more Directors shall resign from the Board of Directors, effective at a future date, a majority of the Directors then in office, including those who so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

Section 4.4. **Enlargement of the Board.** The Board of Directors may be enlarged by vote of a majority of the Directors then in office.

Section 4.5. **Nomination.** Except as otherwise provided in Section 4.3 concerning the filling of vacancies on the Board of Directors, only persons who are nominated in accordance with the procedures set forth in this Section shall be eligible to serve as Directors. Prior to each annual meeting or any special meeting of Members at which Directors are to be elected, the Board of Directors, or a committee appointed by the Board of Directors, shall solicit nominations for Directors from the membership of the Society, and shall nominate a number of candidates for election as Directors at least equal to one hundred twenty-five percent (125%) of the number of Director positions to be filled at such meeting. Members may recommend persons to be so nominated, but only the Board of Directors, or a committee appointed by the Board of Directors, shall have authority to nominate candidates for election as Directors.

Section 4.6. **Tenure.** Except as otherwise provided by law, by the Certificate of Incorporation or by these By-laws (including with respect to the inaugural election and the creation of new Directorships), the term of each Director shall expire at the annual meeting of Members held in the third year following the year of his or her election. Each Director shall hold office until the expiration of his or her term and until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. No decrease in the number of Directors constituting the Board of Directors shall shorten the term of any incumbent Director. Any Director elected to fill a vacancy shall hold office for the remainder of the full term of the class of Directors in which the vacancy occurred or the new Directorship was created. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

Section 4.7. **Resignation and Removal.** Any Director may resign at any time upon notice given in writing or by electronic transmission to the Society. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. A Director may be removed from office (a) with or without cause by vote of a majority of the Members entitled to vote in the election of Directors, or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 4.8. **Meetings.** Regular meetings of the Board of Directors may be held without notice at such time, date and place as the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be called, orally or in writing, by the Chairperson and President, Treasurer or two or more Directors, designating the time, date and place thereof. Directors may participate in meetings of the Board of Directors by means of conference telephone or similar communications equipment by means of which all Directors participating in the meeting can hear each other, and participation in a meeting in accordance herewith shall constitute presence in person at such meeting.

Section 4.9. **Notice of Meetings.** Notice of the time, date and place of all special meetings of the Board of Directors shall be given to each Director by the

Secretary, or Assistant Secretary, or in case of the death, absence, incapacity or refusal of such persons, by the officer or one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone, or by telegram sent to his or her business or home address or by a form of electronic transmission consented to by the Director to whom the notice is given, at least twenty-four hours in advance of the meeting, or by written notice mailed to his or her business or home address at least forty-eight hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice is executed by him or her or a waiver by electronic transmission is given before or after the meeting, or if communication with such Director is unlawful. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 4.10. **Quorum.** At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

Section 4.11. **Action at Meeting.** At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Board of Directors, unless a larger number is required by law, by the Certificate of Incorporation or by these By-laws.

Section 4.12. **Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the records of the meetings of the Board of Directors. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such consent shall be treated as a vote of the Board of Directors for all purposes.

Section 4.13. **Committees.** The Board of Directors, by vote of a majority of the Directors then in office, may establish one or more committees, each committee to consist of one or more Directors, and may delegate thereto some or all of its powers except those which by law, by the Certificate of Incorporation, or by these By-laws may not be delegated. The Board of Directors may also appoint to any committee persons who are not Directors, provided that whenever a committee takes action that requires approval of the Board of Directors, only committee members who are also Directors may vote on such matter. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but in the absence of such rules its business shall be conducted so far as possible in the same manner as is provided in these By-laws for the Board of Directors. All members of such committees shall hold their committee offices at the pleasure of the Board of Directors, and the Board may abolish any committee at any time. Each such committee shall report its action to the Board of Directors who shall have power to rescind any action of any committee without retroactive effect.

ARTICLE V

Officers

Section 5.1. **Enumeration.** The officers of the Society shall consist of a Chairperson and President, an Immediate Past President, a Vice Chairperson, a Treasurer, a Secretary, and such other officers, including one or more Vice Presidents and one or more Assistant Treasurers and Assistant Secretaries, as the Board of Directors may determine.

Section 5.2. **Election.** The Chairperson and President, Vice Chairperson, Treasurer and Secretary shall be elected annually by the Board of Directors at their first meeting following the annual meeting of Members. The person, if any, who most recently ceased to serve as Chairperson and President shall serve as Immediate Past President *ex officio*. Other officers may be chosen by the Board of Directors at their first meeting following the annual meeting of Members, or at any other meeting.

Section 5.3. **Qualification.** The Chairperson and President, Vice Chairperson, and Treasurer shall be Directors, but no other officer need be a Member or Director. Any two or more offices, except the offices of Chairperson and President and Immediate Past President, may be held by the same person. Any officer may be required by the Board of Directors to give bond for the faithful performance of his duties in such amount and with such sureties as the Board of Directors may determine.

Section 5.4. **Tenure.** Except as otherwise provided by the Certificate of Incorporation or by these By-laws, each of the officers of the Society (other than the Immediate Past President) shall hold his or her office until his or her successor is elected and qualified or until his or her earlier resignation or removal. The Immediate Past President shall hold office until the person who has succeeded him as Chairperson and President ceases to serve in such position, or until his or her earlier resignation or removal.

Section 5.5. **Resignation and Removal.** Any officer may resign at any time upon notice given in writing or by electronic transmission to the Society. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. The Board of Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors.

Section 5.6. **Vacancies.** A vacancy in any office, other than the office of Immediate Past President, may be filled for the unexpired portion of the term by the Board of Directors. A vacancy in the office of Immediate Past President will remain unfilled until the person serving as Chairperson and President at the time such vacancy occurs ceases to so serve.

Section 5.7. **Chairperson and President, Immediate Past President, Vice Chairperson and Vice Presidents.** The Chairperson and President shall preside, when present, at all meetings of Members and of the Board of Directors and shall have such other powers and shall perform such duties as the Board of Directors may from time to time designate. The Immediate Past President, the Vice Chairperson and each Vice President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 5.8. **Treasurer and Assistant Treasurers.** The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Society and shall cause to be kept accurate books of account. He or she shall have custody of all funds, securities, and valuable documents of the Society, except as the Board of Directors may otherwise provide. Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

Section 5.9. **Secretary and Assistant Secretaries.** The Secretary shall record all the proceedings of the meetings of the Members and the Board of Directors (including committees of the Board) in books kept for that purpose. In his or her absence from any such meeting an Assistant Secretary, or if there be none or he or she is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof. Any Assistant Secretary shall have such powers and perform such duties as the Board of Directors may from time to time designate.

Section 5.10. **Other Powers and Duties.** Subject to these By-laws, each officer of the Society shall have in addition to the duties and powers specifically set forth in these By-laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as may be designated from time to time by the Board of Directors.

ARTICLE VI Indemnification

The Society shall indemnify, to the extent permitted by the General Corporation Law of Delaware as amended from time to time, (a) each of its present and former officers and Directors, and (b) each of its present or former officers, Directors, agents or employees who are serving or have served at the request of the Society as an officer, Director or partner (or in any similar position) 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 in connection with any threatened, pending or completed action, suit or proceeding, whether by or in the right of the Society, by a third party or otherwise, to which such person is made a party or threatened to be made a party by reason of such office in the Society or in another corporation, partnership, joint venture, trust or other enterprise.

To the extent permitted by the General Corporation Law of Delaware, under general or specific authority granted by the Board of Directors, (a) the Society may furnish such indemnification to its agents and employees with respect to their activities on behalf of the Society; (b) the Society may furnish such indemnification to each present or former officer, director, employee or agent of a constituent corporation absorbed in a consolidation or merger with the Society and to each officer, director, agent or employee who is or was serving at the request of such constituent corporation as an officer, director, agent or employee of another corporation, partnership, joint venture, trust or other enterprise; and (c) the Society may purchase and maintain indemnification insurance on behalf of any of the officers, directors, agents or employees whom it is required or permitted to indemnify as provided in this Article.

ARTICLE VII Conflict of Interest

Section 7.1. **Conflict of Interest Policy.** The Board of Directors shall adopt a conflict of interest policy to address matters involving the Society in which persons associated with the Society may have a financial or non-financial interest.

Section 7.2. **Disclosure.** The conflict of interest policy adopted by the Board of Directors shall provide for persons associated with the Society to file with the Society on an annual basis a statement disclosing any financial or non-financial interest such person may have in matters involving the Society. A report on such disclosure statements, indicating any conflict of interest contained therein, shall be made annually to the Board of Directors.

ARTICLE VIII Review and Amendment of By-laws

These Bylaws shall be reviewed for currency and completeness from time to time by the Board of Directors or one of its committees, and the results of this review shall be documented in the records of the Society. These By-laws may be amended or repealed or additional By-laws adopted by the Members or by the Board of Directors; provided, that (a) the Board of Directors may not amend or repeal this Article VIII or any provision of these By-laws which by law, by the Certificate of Incorporation or by these By-laws requires action by the Members, (b) any amendment or repeal of these By-laws by the Board of Directors and any By-law adopted by the Board of Directors may be amended or repealed by the Members.

ARTICLE IX Miscellaneous Provisions

Section 9.1. **Fiscal Year.** Except as otherwise determined by the Board of Directors, the fiscal year of the Society shall end on December 31st of each year.

Section 9.2. **Seal.** The Board of Directors shall have power to adopt and alter the seal of the Society.

Section 9.3. **Execution of Instruments.** All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Society in its behalf shall be signed by the Chairperson and President or the Treasurer except as the Board of Directors may generally or in particular cases otherwise determine.

Section 9.4. **Voting of Securities.** Unless otherwise provided by the Board of Directors, the Chairperson and President or Treasurer may waive notice of and act on behalf of the Society, or appoint another person or persons to act as proxy or attorney in fact for the Society with or without discretionary power and/or power of substitution, at any meeting of members or shareholders of any other corporation or organization, any of whose securities are held by the Society.

Section 9.5. **Resident Agent.** The Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Society.

Section 9.6. **Corporate Records.** The original or attested copies of the Certificate of Incorporation, By-laws and records of all meetings of the incorporators, Members and the Board of Directors, which shall contain the names of all Members and their record addresses, shall be kept at the principal office of the Society, at the office of its counsel, or at an office of its transfer agent.

Section 9.7. **Certificate of Incorporation.** All references in these By-laws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the Society, as amended and in effect from time to time.