

**BY-LAWS  
OF SOCIETY FOR THE SCIENTIFIC STUDY OF  
PSYCHOPATHY, INC.  
(May, 2019, Version 8)**

**ARTICLE I.  
OFFICES**

The principal office of the Corporation in the State of Illinois shall be located in the City of North Chicago, County of Lake. The Corporation may have such other offices as the Executive Board may designate or as the affairs of the Corporation may require from time to time.

The registered office of the Corporation may be, but need not be identical to the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Executive Board.

**ARTICLE II.  
PURPOSES**

The purposes of the Corporation shall include the following:

1. To promote the conduct and communication of scientific research in the field of psychopathy.
2. To encourage education and training in those fields of science that contribute to research in psychopathy.
3. To publish from time to time such books, journals, or other publications and to hold conferences and other meetings that are likely to further the aims of the Society.
4. To receive gifts in cash or kind for the promotion of the purposes of the Society.

The Corporation shall nonetheless have unlimited power to engage in and to do any lawful act concerning any or all lawful purposes for which corporations may be organized under the Illinois Nonprofit Corporation Act, Illinois Code Chapter 504A.

The Corporation shall be operated exclusively for those purposes allowed an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

The Corporation is not organized for profit and no part of the net earnings of the Corporation shall be distributed to, or inure to the benefit of, any director or officer of this Corporation, contributor or private individual, either during the existence of this Corporation or upon its dissolution. No substantial part of the activities of this Corporation shall be to carry on propaganda or otherwise attempt to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any provisions of these By-laws, the Corporation shall not conduct or carry on any business not permitted to be conducted or carried on by an organization, contributions to which are deductible under Section 170(c)(2) of said Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE III.  
MEMBERS AND MEMBERSHIP**

Section 1. Full Members. Members of the Society for the Scientific Study of Psychopathy (hereinafter "Society") shall be individuals who have made demonstrated contributions to research in psychopathy. Members shall ordinarily be holders of the doctoral degree although, in extraordinary circumstances, other individuals without this qualification may be admitted to membership from time to time. Applicants for membership shall produce such specific evidence of appropriate education and qualification as the Society shall require, and shall be engaged in teaching, and/or research in psychopathy. It shall be a requirement of membership that the member's scientific work reflect the standards of integrity that are expected of a scientist. Members should have at least 2 first-authored or senior authored publications in peer reviewed journals judged appropriate by the Society. The 2 publications can involve either the direct or indirect study of psychopathy or can focus on critical areas of neuroscience, psychology, or criminality that are central to the advancement of the understanding of psychopathy.

Dues are \$175.

Associate Members shall be individuals for whom the following conditions apply:

Eligible individuals will have a doctoral degree.

Applications must be supported by a letter of recommendation from at least one member of SSSP.

The requirement of at least 2 first-author publications is waived, but obvious involvement in research on psychopathy or in an area critical to the advancement of the understanding of psychopathy is required.

Dues are the same as Full member dues.

Student Members shall be individuals for whom the following conditions apply:

Eligible individuals will include students in master and other doctoral level programs.

Applications must be supported by a letter from the applicant's supervisor indicating that the applicant is a registered student in good-standing who is doing research in the area of psychopathy.

The requirement of at least 2 first-author publications is waived, but obvious involvement in research on psychopathy or in an area critical to the advancement of the understanding of psychopathy is required.

Dues are \$40.

Affiliate Members shall be individuals for whom the following conditions apply:

Eligible individuals will include those who are interested in joining SSSP but who do not meet the criteria for full, associate, or student membership.

Applications must be supported by a letter of recommendation from at least one member of SSSP.

The requirement of at least 2 first-author publications is waived, but obvious interest in research on psychopathy or in an area critical to the advancement of the understanding of psychopathy is required.

Dues are the same as Full member dues.

Student Affiliate Members shall be individuals for whom the following conditions apply:

Eligible individuals will include undergraduate students.

Applications must be supported by a letter from the applicant's undergraduate research supervisor indicating that the applicant is a registered student in good-standing who is doing research in the area of psychopathy.

Dues are \$40.

Emeritus Members shall be individuals for whom the following conditions apply:  
Eligible individuals will include individuals who have retired from a faculty position or who have “emeritus faculty” status.  
Dues are \$40.

Membership fees cover 2 calendar years starting January 1 of even numbered years. The membership fee will be set at \$175 for full/associate/affiliate memberships and \$40 for student, student affiliate, and Emeritus members.

The Executive Board may at its discretion establish other classes of membership for individuals who do not meet the criteria for admission to the above membership types.

Section 2. Election to Membership. Eligible persons shall be evaluated for Membership by the Membership Committee. Any member may recommend individuals to the Membership Committee for consideration. The application submitted to the Membership Committee shall have the signatures of at least two sponsors who are members of the Society. The Membership Committee shall report its recommendation with regard to each application to the Executive Board of the Society. The final decision to admit to membership or to refuse membership shall be made by vote of the Executive Board. Membership becomes effective as of the date of that vote. Dues for the current year are payable at the date of that vote. Admission to membership of the Society shall be open to all persons meeting the stated criteria for membership, without discrimination on any grounds, including but not confined to, race, creed, color, gender or sexual preference.

The original members of the Society shall be those originally recorded on the date of incorporation of the Society.

Section 3. Records. The Secretary shall keep a record of the names and addresses of all members and these records shall be conclusive as to the membership of any individual in the Society. Communications sent by the Society to the last address of any member as it appears on the records of the Society shall be deemed to have been properly addressed.

Section 4. Resignation. Any member of the Society may resign at any time by tendering a written resignation to either the President or the Secretary of the Society. Such resignation shall be effective upon receipt without further formality.

Section 5. Termination. The Executive Board of the Society has the right to terminate membership upon recommendation from Ad-Hoc Ethics Committee should a member violate the American Psychological Association’s Ethical Principles of Psychologists and Code of Conduct.

#### **ARTICLE IV. MEETINGS**

Section 1. Place of Meeting. All meetings of the Society shall be held at the principal office of the Society or at such other place within or outside Illinois as may be stated in the notice of the meeting.

Section 2. Biennial Meeting. The biennial meeting of the members of the Society for the transaction of business shall be held during the biennial conference or at a time selected by the Executive Board subject to the requirements of the State of Illinois. The agenda for this

meeting shall be determined by the Executive Board after consultation with the Program Committee for the biennial Meeting. In the event that such a meeting is not held by oversight or otherwise not held as herein provided for, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall be valid as if transacted or held at the biennial meeting. Such subsequent meeting shall be called in the same manner as that provided for special meetings.

All motions at the biennial meeting shall require only a simple majority of those voting for passage except where a higher vote is required by these By-Laws or by the laws of the State of Illinois.

Section 3. Special Meetings. Special meetings of the members of the Society shall be held whenever called by the President or when requested by a majority of the Executive Board or when otherwise required by the laws of the State of Illinois. A special meeting to consider motions to remove an officer or officers of the Society from office must be called whenever requested by a majority of the membership of the Society. Special meetings shall be called by the Secretary.

Section 4. Notice of Meetings. Notice of the time and place of biennial meetings shall be given by a written notice mailed to each member of the Society at his or her post office address as last entered in the records of the Society at least seven days before the date of the meeting. Notice of the time, place, and purpose of each special meeting shall be given by a written notice mailed to each member at his or her post office address as last recorded in the records of the Society at least seven days before the meeting. If any meeting is adjourned no notice need be given of the reconvened meeting if the adjournment is to a certain time and place.

Notice of any meeting of the Society may be waived by any member of the Society before or after the meeting.

Section 5. Presiding and Recording Officers. Meetings of members shall be presided over by the President of the Society or, in his or her absence, by a member of the Executive Board chosen by that Board. The Secretary of the Corporation shall act as Secretary of the Meeting, or in his or her absence, by a Secretary pro tempore chosen by the meeting. In any special meeting called to consider the removal of an officer of the Society, the ordinary duties of that officer shall be performed by a member of the Society chosen at the meeting.

Section 6. Quorum. A quorum shall consist of the presence or proxy of ten percent of the members.

Section 7. Special Meetings. Special meetings of the Executive Board (either face-to-face or teleconference or video conference) shall be held when called by the President or requested in writing by a majority of the members of the Board. Notice of the time and place of special meetings of the Executive Board shall be given by written notice mailed to each Board member at this or her last known post office address as entered in the records of the Society not later than three days prior to the date of the meeting; or shall be conveyed to each Board member personally, or by telephone or telegram or email not less than twenty-four hours before the time fixed for the meeting. No notice is required if all the Board members waive notice in writing before or after such meeting.

Section 8. Voting Privileges. Full, Associate, Emeritus, and Student members are eligible to vote. Affiliate and Student Affiliate members do not have voting privileges.

**ARTICLE V.  
EXECUTIVE BOARD**

Section 1. Enumeration. The Executive Board shall consist of the President, the President-Elect, the Past-President, the Past Past President, the Secretary, the Treasurer, the Chairperson of the Membership Committee, and eight additional members (including a student member to the board). All members of the Executive Board must be members of the Society, or in the case of the student representative, a student member of the Society. The Executive Board shall have the powers of a Board of Directors.

Section 2 Historian. The Historian will maintain a record of all communications, conferences, and meetings held by the society. The Historian must be a member of the Society, and can either be an Executive board member or not. If the Historian is not an Executive board member, the Historian will be a non-voting member of the Executive board. The Historian's term will be for 4 years.

Section 3 Student Member. The President will select a student for approval to the Executive board. Student member will be a voting member of the Executive board. Student board member's term will be for 2 years.

Section 4. Election. All officers of the Society shall be elected as provided in Article VI, Section 2. Every year of the biennial conference four of the other members of the Executive Board shall be elected for a four-year term. This election shall ordinarily take place by mail ballot at a sufficient time before the biennial meeting to permit the report of the election to be recorded at that biennial meeting. The terms of office for members of the Executive Board will begin at the end of the biennial meeting.

Section 5. Vacancy. In the case of a vacancy in the Executive Board for any reason the remaining members of the Board shall elect a replacement from the membership of the Society to serve the remainder of the term.

Section 6. Quorum. A quorum of the Executive Board shall consist of a simple majority of its members. A simple majority of Board members present and voting is required for passage of a motion. The duties of chairman and secretary of meetings of the Board shall be fulfilled by the President and Secretary respectively. In the absence of either or both, pro tempore appointments will be made by the Executive Board from their number.

Section 7. Biennial Meeting. The Executive Board shall have at least one meeting prior to the biennial meeting of the Society. This meeting may be held immediately prior to the biennial meeting of the Society. No notice is required of the biennial meeting of the Executive Board provided that all the Board members are present or those not present have waived or thereafter waive notice thereof, or have been notified and failed to attend.

Section 8. Regular Meetings. Regular meetings of the Executive Board shall be held at such time and place as shall be fixed by vote of the Board, and if so fixed, no notice thereof need be given.

Section 9. Special Meetings. Special meetings of the Executive Board shall be held when called by the President or requested in writing by a majority of the members of the Board. Notice of the time and place of special meetings of the Executive Board shall be given by written notice mailed to each Board member at his or her last known post office address as entered in the records of the Society not later than three days prior to the date of the meeting; or shall be conveyed to each Board member personally, or by telephone or

telegram or email not less than twenty-four hours before the time fixed for the meeting. No notice is required if all the Board members waive notice in writing before or after such meeting.

Section 10. Powers and Duties. The Executive Board shall exercise general supervision over the management of the property, business, and affairs of the Society and shall be the primary authority on matters of policy and procedure within the Society. It shall have the power to employ, fix the compensation of, and at its pleasure, remove such agents and employees as it may deem expedient to carry out the functions of the Society. It may exercise all such powers and do such things as it deems consistent with the Articles of Organization, these By-Laws, and the laws of the State of Illinois to effectuate the purposes of the Society. All committee chairpersons are immediately responsible to the Executive Board. The major actions of the Executive Board shall be reported to the membership at the biennial meeting.

Section 11. Action Without a Meeting. The Executive Board may act without a meeting by a writing or consent executed by all the Board members and such action shall have the same force and effect as action carried out at a meeting of the Board members at which a quorum was present and voting. The Secretary shall file such writings with the record of meetings of the Executive Board.

Section 12. Resignation. Any Board member may at any time resign by delivering his or her resignation in writing to the President or the Secretary of the Society. Resignation by the President must be delivered to the Secretary and resignation by the Secretary must be delivered to the President. Any resignation by a Board member shall be effective on receipt and acceptance thereof shall not be necessary unless it so states. Resignation with a specified effective date may be made upon approval by a majority of the Board members, such approval being obtained either at a meeting of the Board or through the procedures for obtaining action without a meeting.

## **ARTICLE VI. OFFICERS**

Section 1. Enumeration. The officers of the Society shall be a President, a President-Elect, a Past-President, a Secretary, and a Treasurer. If at any time it should be deemed expedient to combine the offices of Secretary and Treasurer this shall be done by the simple election of the same person to both offices. No other combination of offices may be held by one person.

Section 2. Election. The President-Elect will be elected biennially on the same ballot as that used to elect members of the Executive Board as described in Article V, Section 2 of these By-Laws. The terms of the President, President-Elect, and Past-President will be two years. The terms of office for Secretary and for Treasurer will be four years. Elections for these two offices will be held one year in advance so that there will be a Secretary-elect and a Treasurer-elect. All officers must be members of the Society. The terms of office for officers will begin at the end of the biennial meeting.

Section 3. President. The President when present shall preside at all meetings of the Society. The President shall have generally executive charge and control of the management of the affairs of the Society, subject to the general control of the Executive Board, and shall perform the duties ordinarily incident to such office in other similar incorporated societies, and such other duties as the Executive Board shall from time to time

designate. The President in consultation with the Executive Board shall appoint such committees as are prescribed in Article VIII of these By-Laws.

Section 4. Secretary. The Secretary shall keep a record of the membership of the Society, minutes of the meetings of the membership and of the meetings of the Executive Board respectively and shall perform all the duties ordinarily incident to that office, shall maintain such other records deemed appropriate by the Executive Board, and shall perform such other duties and have such other powers as the Executive Board shall from time to time designate. In the absence of the Secretary a secretary pro tempore shall be appointed by the Executive Board to perform the duties of the Secretary. If the Secretary is not a resident of the State of Illinois, the Executive Board shall appoint a Resident Agent in Illinois.

Section 5. Treasurer. The Treasurer shall, except as otherwise ordered by the Executive Board, keep or cause to be kept in books belonging to the Society complete and accurate accounts of all moneys, funds, and property of the Society, and of all disbursements, resources, and liabilities of the Society, and shall have the care and custody of the money, funds, valuable papers, documents, and securities of the Society. The Treasurer shall collect dues and disburse funds of the Society according to the direction of the Executive Board at the meetings of the Board, or whenever they may require it, correct statements showing the financial condition of the Society. The Treasurer shall have and exercise, under the supervision of the Executive Board, all the powers and duties ordinarily incident to such office in similar organizations; provided, however, that no promissory note or bond shall be given in the name of the Society unless previously authorized by a vote of the Executive Board, and in such case the name shall be signed by the Treasurer and counter-signed by the President. The Treasurer shall, when and if required by the Executive Board, file with the Board a bond in such form and amount, and with such surety or sureties, as may be approved by the Board, conditioned for faithful performance of the duties as Treasurer.

Section 6. Vacancies and Removal. If the office of any officer, one or more, becomes vacant by reason of death, resignation, removal, or otherwise, a successor or successors who shall hold office for the unexpired portion of the term shall be chosen in accordance with Article V, Section 3 of these By-Laws. The members, at any meeting called for the purpose by a vote of the majority of the members of the Society, may remove from office any officer of the Society and elect a successor.

Section 7. Resignation. Any officer may at any time resign in accordance with the provisions of Article V, Section 10.

## **ARTICLE VII. ELECTIONS**

The Executive Board shall direct a Nominations Committee to determine a slate of candidates for officers and members of the Executive Board taking into consideration nominations received from the membership. The Nominations Committee will be chaired by the Past Past-President and will include two additional members of the Society who are not members of the Executive Board who will be selected by the current President in consultation with the Nominations Committee Chair.

In those instances in which the Nominations Committee places more than two individuals on the ballot for an office, members will rank order all candidates (1-k) from top choice (1) to bottom choice (k) and the lowest mean ranking will be used to determine the outcome of that election. Members must vote on every candidate to have their vote counted.

The President of the Society shall ordinarily serve in that office for two years but shall not, in any case, serve in that office for a total of more than four years. The offices of Secretary and of Treasurer may be filled by the same individual without limit of time subject to the requirement of election every four years. Members of the Executive Board may serve without limit of time subject to re-election for any four-year term.

## **ARTICLE VIII. COMMITTEES**

The following standing committees shall be appointed by the President with the approval of the Executive Board. Committee members must be current SSSP members. The terms of service of standing committee members will be set in such a manner as to allow sufficient continuity for effective conduct of the duties of the committee. Ordinarily at least one member of each standing committee will be a member of the Executive Board of the Society.

Section 1. Membership Committee. The Membership Committee shall consist of a Chairperson and no fewer than two additional members appointed by the President with the approval of the Executive Board. This Committee shall review all applications for membership of the Society, conduct such further inquiries as appear necessary to establish the qualifications of applicants for membership, and recommend acceptance or rejection of each applicant to the Executive Board, on the basis of the information available to them. The Committee shall also recommend to the Executive Board from time to time such policies and guidelines for admission to membership of the Society as appear to be appropriate. The Chairperson of the Membership Committee shall serve on the Executive Board. The Membership Chairperson may be selected from the general membership, be approved by the Executive board, and if this occurs will be considered an ex-officio member of the Executive Board.

Section 2. Committee on the Program for the Biennial Meeting. The Committee shall consist of a Chairperson and additional members appointed by the President with the approval of the Executive Board. This Committee shall have the complete responsibility for planning the program for the biennial scientific meeting, which is to be held in conjunction with the biennial meeting. The Committee shall prepare the invitation for submission of presentations at the meeting, the announcement of the meeting, and related program details. It will be the special care of this Committee to so plan the program that there is adequate time allowed for discussion of presentations by members from the floor of the meeting.

Section 3. Meeting Committee. The President shall appoint a Meeting Committee to oversee the local arrangements for the biennial scientific meeting and the conjoined biennial meeting. One member of this Committee shall be the Chairperson of the Committee on the Program for the Biennial Meeting. All business matters relating to the conduct of the meeting shall be between the Chairperson of the Meeting Committee and the Treasurer of the Society.

Section 4. Committee on Publications. The Committee on Publications shall consist of a Chairperson and additional members appointed by the President and approved by the Executive Board. This committee shall publish bulletins, newsletters, programs, abstracts of scientific papers, a directory of members, and such other publications as the Executive Board shall authorize. It shall make from time to time recommendations to the Executive Board regarding relationships with commercial publishers insofar as these are consistent with the purposes and status of the Society.



Section 5. Committees on Scientific Affairs. These Committees shall consist of a Chairperson and additional members appointed by the President (or by another member to whom the President has delegated this authority) and approved by the Executive Board. These Committees shall make recommendations to the Board of Directors regarding the award to individuals, members or non-members of the Society, such tokens of recognition for meritorious contributions to psychopathy as appear warranted from time to time (e.g., R.D. Hare Lifetime Achievement Award, Cheryl Wynne Hare Memorial Award, Jevon Newman Award for Distinguished Early Career Contribution to the Scientific Study of Psychopathy).

Section 6. Website Committee. The Website committee shall consist of a Chairperson and additional members appointed by the President and approved by the Executive Board. The committee shall maintain, evaluate and modify the Society's website as a viable organ, responsive to the needs of its membership, with oversight from the Executive Board. It shall make recommendations to the Executive Board regarding how to design, implement, and leverage the Society's web presence to promote the conduct and communication of scientific research in the field of psychopathy and to encourage education and training in those fields of science that contribute to research in psychopathy. The Chairperson of the Website Committee shall be invited to attend Executive Board meetings but does not have voting privileges.

Section 6. Ad Hoc Committees. The President may appoint Ad Hoc Committees from time to time as deemed necessary to further the purposes of the Society.

## **ARTICLE IX. DUES**

The amount of biennial dues, membership application fees, and penalties for late payment, if any, shall be determined by vote of the membership at the biennial meeting after presentation by a recommendation by the Executive Board. Dues are payable in the first instance upon election, and thereafter **by December 31 for the upcoming two calendar years**. Any member whose dues remain unpaid for two years will be deemed to have resigned. Any member deemed to have resigned on this basis may be reinstated without further application upon payment of all dues owed.

## **ARTICLE X. PROCEDURES**

Section 1. Robert's Rules of Order shall govern all proceedings of the Society unless otherwise indicated by the provisions of the Articles of Organization, these By-Laws, or the laws of the State of Illinois. Interpretation of the rules shall be the responsibility of the Chairperson of the relevant meeting.

Section 2. The American Psychological Association's Ethical Principles of Psychologists and Code of Conduct has been adopted by SSSP. Members of SSSP are expected to follow the principles of ethical conduct as described by this Ethical Guide.

## **ARTICLE XI. AUDIT OF BOOKS**

Provisions shall be made by the Executive Board for a periodical audit of the accounts of the Treasurer, either by a committee appointed by the President from the members of the Executive Board or by an accountant retained by the Executive Board for that purpose.

**ARTICLE XII.  
REMUNERATION**

No activity of the Society shall inure to the financial benefit of any officer, member of the Executive Board, or member of the Society. Officers and members of the Executive Board serve without remuneration. Reimbursement for expenses actually incurred by attendance at the meetings of the Society will not ordinarily be granted. Where reimbursement of such expenses appears necessary it must be approved by the Executive Board in each case, such reimbursement being ex gratia and not an admission of liability.

**ARTICLE XIII.  
PUBLIC PRESENTATION OF THE SOCIETY**

No officer or member of the Society may claim to represent the Society in any public communication without the prior approval of the Executive Board.

**ARTICLE XIV.  
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

Section 1. Contracts. The Executive Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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

Section 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.

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

Section 5. Fiscal Year. The fiscal year of the Corporation shall terminate on December 31 each year.

**ARTICLE XV.  
SEAL**

The Executive Board may adopt and alter a seal or a logo for the Society.

**ARTICLE XVI.  
DISSOLUTION**

The Corporation may be voluntarily dissolved in the manner provided in the Articles of Incorporation of the Corporation or, in the absence of any such provision, as provided in the Illinois Nonprofit Corporation Act. In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, the assets of the Corporation received from any source whatever, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the laws of the State of Illinois, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or other non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XVII. INDEMNIFICATION**

Except as provided below, any officer or other member of the Executive Board of the Society and any member of the Society serving in a capacity on behalf of the Society at the explicit request of the Executive Board shall be indemnified in full by the Society against expenses, including attorney's fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the Executive Board, necessarily paid or incurred by him or her in connection with or arising out of any claim made, or any civil or criminal action, suit or proceeding of whatever nature brought against such person, or in which such person is a party, or in which such person is otherwise involved, by reason of being or having been an officer or Board member of the Society. Such indemnification shall apply to any such person even though at the time of such claim, action, suit, or proceeding such person is no longer an officer or Board member of the Society.

No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of and consistent with the purposes and By-Laws of the Society. If such a person has not been so adjudicated such person shall be entitled to indemnification unless the Executive Board decides that such person did not act in good faith in the reasonable belief that such action was in the best interests of and consistent with the purposes and By-Laws of the Society. Expenses of the kind described in the preceding paragraph may, with the approval of the Executive Board, be advanced by the Society in advance of the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to pay all such advances in the event such person is adjudged not to have acted in good faith in the reasonable belief that his or her action was in the best interests of and consistent with the purposes and By-Laws of the Society or in the event the Executive Board decides that such person is not entitled to indemnification.

Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right that an officer or Board member may have or obtain, and shall accrue to such person's estate.

#### **ARTICLE XVIII.**

## **AMENDMENTS**

With the exception noted below, amendments to or repeal of any of these By-Laws may be proposed by any member or group of members of the Society in good standing by submitting such proposals to the Executive Board through the Secretary. Proposals for amendment submitted by fewer than ten members of the Society shall be considered at the next regular meeting of the Executive Board, and will be submitted for a vote of the membership only if endorsed by the Executive Board. Proposals made by ten or more members will automatically be submitted to the membership as a whole at the next biennial meeting of the Society.

Proposals for amendments that have been approved under one or other of these provisions within six months of an upcoming meeting of the Society shall be submitted to the membership at the next meeting of the Society. A two-thirds vote of those casting ballots shall be required for the adoption of an amendment. For the purpose of adoption of amendments, a quorum of the Society shall consist of twenty percent of the membership.

Proposals for amendments that have been approved for a vote more than six months away from the next meeting of the Society shall be submitted to the membership by electronic mail within sixty days of approval. A two-thirds vote of those casting ballots shall be required for the adoption of an amendment. Thirty days shall elapse between distribution of the ballots and counting of the votes. Amendments that are adopted shall go into effect upon notification to the membership by the Secretary, such notification being required.

Any amendment to Article II, or to the Articles of Incorporation, which, if adopted, would have the effect of modifying or extending the purposes of the Society in ways that are inconsistent with those already stated, shall require a favorable vote by not less than two-thirds vote of all of the registered members.

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