

Council of State and Territorial Epidemiologists



Updated June 2021

CSTE Vision

Using the power of epidemiology to improve the public's health.

CSTE Mission

CSTE promotes the effective use of epidemiologic data to guide public health practice and improve health.

Support effective public health surveillance and epidemiology practice through training, capacity development, and peer consultation.

Develop standards for practice.

Advocate for resources and scientifically-based policy.

COUNCIL OF STATE AND TERRITORIAL EPIDEMIOLOGISTS

Amended and Restated Bylaws

ARTICLE I. NAME

The name of this organization shall be the Council of State and Territorial Epidemiologists, Inc., hereafter referred to as CSTE.

ARTICLE II. PURPOSES; STATUS; GOVERNING INSTRUMENTS

Section 1. Purposes. CSTE is organized and shall be operated exclusively for such purposes as are exempt within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Internal Revenue Code") including but not limited to, the following purposes: (a) to establish and maintain close working relationships among state, local, tribal, territorial, and other epidemiologists; (b) to consult with and advise appropriate disciplines in other health agencies; and (c) to provide technical advice and assistance to the Association of State and Territorial Health Officials and affiliated agencies. In furtherance of such purposes, CSTE shall have full power and authority to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Executive Board in its discretion, to carry out any of the purposes of CSTE, as set forth in CSTE's Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (as amended the "Code"), within and subject to the limitations of Section 501(c)(6) of the Internal Revenue Code.

Section 2. Section 501(c)(6) Status.

- (a) CSTE shall be neither organized nor operated for pecuniary gain or profit.
- (b) No part of the net earnings of CSTE shall inure to the benefit of, or be distributable to, any member, director, officer, or trustee of CSTE or any other private person, but CSTE shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II, Section 1 above.
- (c) Notwithstanding any other provisions of these Bylaws, CSTE not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code.
- (d) It is intended that CSTE shall have, and continue to have, the status of an organization that is exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code. All terms and provisions of these Bylaws and the Articles of Incorporation of CSTE, and all authority and operations of CSTE, shall be construed, applied, and carried out in accordance with such intent.

Section 3. Governing Instruments. CSTE shall be governed by its Articles of Incorporation, these Bylaws, and policies and procedures that are approved and

adopted by the Executive Board and the Active Members.

ARTICLE III. MEMBERSHIP AND VOTING

Section 1. Classes of Membership. CSTE shall have the following classes of paid membership, whereas collection of dues is described in Section XI:

(a) Individual Membership.

- i. *Active Members.* All persons engaged in the practice of epidemiology for a government public health authority at the local, tribal, state, and territorial levels shall be eligible for active membership. More than one person from a local jurisdiction, tribe, state, or territory may be an Active Member of CSTE, including eligibility for office and committee participation.
- ii. *Associate Members.* Associate membership shall be open to any former Active Member whose status has changed, rendering him/her ineligible to continue as an Active Member, and to epidemiologists who practice in federal, military, or international health agencies; academic institutions; nongovernment private volunteer organizations; medical-care organizations; or for-profit business. Associate Members shall enjoy all the rights and privileges of Active Members except the rights to vote at the Annual Meeting or any Regular or Special Meeting of the members of CSTE, serve on the Executive Board of CSTE, serve as Committee Chair or Consultant, or hold elected office.
- iii. *Student Members.* Persons currently enrolled full time in an undergraduate or graduate program who are actively pursuing a degree in public health or a related field are eligible for student membership. Student Members shall enjoy all the rights and privileges of Active Members except the rights to vote at the Annual Meeting or any Regular or Special Meeting of the members of CSTE, serve on the Executive Board of CSTE, serve as Committee Chair or Consultant, or hold elected office.
- iv. *Emeritus Members.* Retired former Presidents of CSTE shall be eligible for emeritus membership. Emeritus Members shall enjoy all the rights and privileges of Active Members except the rights to vote at the Annual Meeting or any Regular or Special Meeting of the members of CSTE; serve on the Executive Board of CSTE; serve as Committee Chair; or hold elected office. Emeritus Members may serve as a Consultant and represent CSTE at the request of the President.

(b) Council Membership. The Council comprises of one active member representing each member State and Territorial Health Agency. For membership and voting purposes included in these bylaws, the District of Columbia and nations who have signed a Compact of Free Association with the United States (a Freely Associated State) are considered to have status equivalent to a state or territory. Each member agency provides one-member representative to the Council that is the State or Territorial Epidemiologist or designee. The membership term of a State and Territorial Health agency is a one-year calendar period from January to December.

Section 2. Voting.

(a) Election of the Executive Board. Before each Annual Meeting of the Council, the Active Members shall vote by electronic ballot to elect members of the Executive Board. Electronic ballots shall include the option of write-in candidates. Only one vote per Active Member shall be allowed. A majority of the votes cast shall be required to elect members of the Executive Board. When more than two candidates are running for an office, and no one candidate received a majority of the vote, then a run-off election shall be held between the two candidates who received the most votes.

(b) Council decisions, such as position statements, are made by vote with only one vote per state or territory Council member. Unless action is taken without a meeting by a ballot in writing or by electronic transmission pursuant to article IX section 7 below or a special meeting pursuant to Article IX Section 2 below, these votes must be cast in person at the Annual Council Meeting or the applicable Regular or Special Council Meeting.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Executive Board. All corporate powers of CSTE shall be exercised by or under the authority of, and the business and affairs of CSTE shall be managed under the direction of the board of directors, which shall be known as the "Executive Board."

Section 2. Composition of the Executive Board. The Executive Board shall consist of no fewer than 10 Active Members and no more than 13 Active Members, of which four are the Officers, and at least two of which shall be "The State or Territorial Epidemiologist" of a state or territory.

(a) The Officers of the Executive Board shall consist of a President, a Vice President, a President-Elect and a Secretary-Treasurer.

(b) The Executive Director shall be an ex officio member of the Executive Board without a vote.

Section 3. Terms of Office for Officers.

(a) The Officers shall be elected from among the Active Members by a majority vote of the Active Members.

(b) The President-Elect shall serve as such from the close of the next Annual Meeting of the Council until the close of the following Annual Meeting of the Council (as defined in Article IX, Section 1), when they automatically become President.

(c) The President shall serve from the close of the Annual Meeting of the Council at which their term as President-Elect ends until the close next Annual Meeting of the Council when they automatically become Vice President.

(d) The Vice President position shall serve from the close of the Annual Meeting of the Council at which their term as President ends until the close of the next Annual Meeting of the Council.

(e) The Secretary-Treasurer shall serve approximately a three-year term, from the close of the next Annual Meeting of the Council to the close of the Annual Meeting of the Council following the end of such three-year term.

(f) No Officer shall be eligible to immediately succeed themselves in the office to which they were previously elected.

Section 4. Terms of Office for non-Officer members of the Executive Board. Executive Board Members shall serve approximately three-year terms from the close of the next Annual Meeting of the Council to the close of the Annual Meeting of the Council following the end of such three-year term. Any Executive Board member may resign at any time by giving prior written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Executive Board. The acceptance of such resignation shall not be necessary to make it effective. No resignation shall discharge any accrued obligation or duty of an Executive Board Member.

Section 5. Eligibility for Service on the Executive Board. Only Active Members of CSTE shall be eligible to serve on the Executive Board. When running for a position on the Executive Board, Active Members must disclose their employer, salary source(s) and any potential conflict(s) of interest.

Section 6. Nomination of Candidates for the Executive Board. The Executive Board shall consider and vote on the recommendation of the Governance and Nominating Committee as described in Article VII. This Committee shall present at least two candidates for each Executive Board position to the Active Members unless only one candidate can be identified. The Governance and Nominating Committee of the Executive Board shall solicit nominations from among the Active Members for consideration by the Executive Board. It will strive to have a diverse slate of nominees with a focus on geography, epidemiology expertise and other such dimensions of diversity that serve the interests of CSTE. Candidates for President-Elect and Secretary-Treasurer shall not be from the same state or territory as current officers, and no more than two members of the Executive Board shall be from the same state or territory.

Section 7. An Executive Board or Officer position shall be considered prematurely vacated when the Active Member in that position dies, resigns, is removed, or becomes ineligible or unable to continue as a member of the Executive Board or an Officer. In case of a premature vacancy of a member of the Executive Board, the Executive Board shall elect a replacement.

- (a) In case of a premature vacancy of any office other than the office of President and President Elect, the President shall recommend one or more replacements to the Executive Board who shall elect each replacement, who shall serve until the next election cycle of the Executive Board, at which time an Active Member of CSTE shall be elected only for the remainder of the term.
- (b) In case of a premature vacancy in the office of President, the Vice President shall serve as President until the next election cycle of the Executive Board.
- (c) In case of premature vacancy in the office of President Elect, the Governance and Nominating Committee shall nominate two eligible candidates among Active

Membership to submit for Executive Board approval before convening a special election.

- (d) In case of premature vacancies in both the offices of President and Vice President, the President-Elect shall serve as President for the remainder of the term.

Section 8. Removal of an Executive Board Member. An Executive Board Member may be removed with cause, as determined by the Executive Board in its sole discretion, by a unanimous vote of all members of the Executive Board, except the Executive Board Member being considered for removal. If an Executive Board Member changes jobs during their term, this job change should be announced at the next Executive Board meeting. Based on the nature of the job change, the Executive Board may take no action or may vote on removal of the Board Member as described above.

Section 9. General Duties, Authorities, and Procedures of the Executive Board.

- (a) The Executive Board shall have the authority to act in the name CSTE on matters requiring action. It shall report such actions to all members of CSTE by either distribution or Internet posting of minutes of meetings of the Executive Board.
- (b) The Executive Board shall approve all amendments to these Bylaws and the Articles of Incorporation of CSTE before submission to the Council for a vote.
- (c) All proposed policy and position statements of CSTE shall be recommended by the Program and Policy Committee described in Article VII and then submitted to the Executive Board and, if approved by the Executive Board, submitted to a vote of the Council.
- (d) A record shall be kept of all Executive Board proceedings (including Position Statement Responses and Financial Affairs) and made available to CSTE membership.
- (e) All questions considered by the Executive Board shall be decided by a majority of the Executive Board present at a meeting at which a quorum is present.
- (f) The findings or actions of the Executive Board shall be subject to reconsideration by a petition of a minimum of five State or Territorial Epidemiologists or a minimum of ten percent of the Active Members.
- (g) If a potential conflict of interest involves a member of the Executive Board, that member shall declare the conflict of interest and the Executive Board shall determine whether that Board Member should recuse themselves from participating in any decision related to the potential conflict of interest.
- (h) The President has the authority to call an Executive Session(s) of the Executive Board.

Section 10. Exculpation of Executive Board Members. No person who is serving or has served as a member of the Executive Board of CSTE shall have any liability to CSTE for monetary damages for any action taken, or any failure to take any action, as a member of the Executive Board, except liability:

- (a) For any appropriation, in violation of their duties, of any business opportunity of

CSTE;

(b) For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(c) For the types of liability set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or

(d) For any transaction from which such person derived an improper personal benefit.

The limitation of liability conferred in this Article IV, Section 11, shall be in addition to and not in lieu of all other limitations, immunities, and indemnities conferred by law, these Bylaws, and the Articles of Incorporation of CSTE.

ARTICLE V. ADDITIONAL DUTIES OF OFFICERS

Section 1. Additional Duties of the President.

The President shall preside at all meetings of the members of the Council and the Executive Board and shall supervise the affairs of CSTE. In their absence, the Vice President shall preside at any such meeting. In the absence of both the President and Vice President, the President-Elect shall preside at the meeting.

Section 2. Remuneration and Reimbursement to the Executive Director. Remuneration of the Executive Director shall be recommended by the President and approved by the Officers. The President shall provide general oversight and approve any reimbursement to the Executive Director.

Section 3. Additional Duties of the Secretary-Treasurer.

(a) The Secretary-Treasurer shall ensure a record is kept of all elections by active members and resolutions and proceedings of the Executive Board and Council.

(b) The Secretary-Treasurer shall issue all notices of meetings of members, the Executive Board and the Council.

(c) The Secretary-Treasurer shall monitor the Executive Director's actions to

- (i) Keep appropriate records of all moneys received or expended by CSTE,
- (ii) Keep a register of members of CSTE, and
- (iii) Ensure an audit of the financial statements of CSTE by an accredited independent certified public accounting firm at least once a year.

(d) The Secretary-Treasurer shall chair the Finance and Audit Committee of the Executive Board (Article VII)

Section 4. Delegation of Secretary-Treasurer Functions. The Secretary-Treasurer may delegate any and all functions of the office of the Secretary-Treasurer to the Executive Director.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 1. Executive Director. CSTE shall also have an Executive Director who shall be the chief executive officer of CSTE and will have general supervision of the business and affairs of CSTE. The Executive Director shall report to the President and the Executive Board. The Executive Director will have any other authority and shall perform any other duties that the Executive Board may delegate to them from time to time. The Executive Director shall have the right to attend and participate in all meetings of the Council and/or the Executive Board, except during an Executive Session(s) of the Executive Board. The Executive Director shall also have the right to attend and participate in all committees (individually a "Committee" and collectively, the "Committees"). The Executive Director shall not have any voting rights at any committee established by these Bylaws or at any Executive Board meetings.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees of the Executive Board. The standing committees of the Executive Board shall be Program and Policy, Finance and Audit, and Governance and Nominating.

Section 2. Program and Policy Committee.

- (a) Purpose and Duties. The Program and Policy Committee shall oversee and coordinate the various programs and policy development of CSTE and shall advise the Executive Board on these activities. The Program and Policy Committee shall advise the Executive Board of the need to establish or abolish Ad Hoc Committees such as Steering Committees (Article VII, Section 5), and perform such other duties as indicated in its Committee Charter as approved by the Executive Board.
- (b) Composition and Leadership.
 - (i) The Program and Policy Committee shall comprise no fewer than three and no more than five members of the Executive Board; the Chairs of each of the Steering Committees (Article VII, Section 5); and other Active Members of CSTE, including other Ad Hoc committee chairs and members (Article VII, Section 5), appointed by the Program and Policy Committee as needed to fulfill the charge of the Program and Policy Committee.
 - (ii) A member of the Executive Board, if serving as an Ad Hoc Committee Chair (Article VII, Section 5), will not count against the maximum five members of the Executive Board serving on the Program and Policy Committee nor toward the minimum number of Executive Board Members required to serve on the Program and Policy Committee.
 - (iii) The President shall appoint a member of the Executive Board as Chair of the Program and Policy Committee subject to approval by the Executive Board.

Section 3. Finance and Audit Committee.

- (a) Purpose and Duties. The Finance and Audit Committee shall oversee the financial activities of CSTE including engaging an independent certified public accounting firm annually to audit the financial statements of CSTE, ensure that internal controls are in

place to protect the assets of CSTE, and perform such other duties as indicated in its Committee Charter as approved by the Executive Board.

(b) Composition and Leadership.

- (i) The Finance and Audit Committee shall comprise no fewer than three Executive Board members.
- (ii) The Finance and Audit Committee shall engage a consultant, other than the independent certified public accounting firm referred to in Article VII, Section 3, part a, to advise on financial matters.
- (iii) The Finance and Audit Committee Chair shall be the Secretary-Treasurer of the Executive Board.

Section 4. Governance and Nominating Committee.

(a) Purpose and Duties. The Governance and Nominating Committee shall ensure compliance with CSTE's Articles of Incorporation and these Bylaws; propose amendments to these Bylaws as necessary or desirable from time to time; recruit and present candidates for election to the Executive Board; and perform such other duties as indicated in its Committee Charter as approved by the Executive Board.

(b) Composition and Leadership.

- (i) The Governance and Nominating Committee shall comprise no fewer than four Executive Board members.
- (ii) The Governance and Nominating Committee shall have a Nominating Sub-Committee comprising two Executive Board Members from the Governance and Nominating Committee and four non-Executive Board Members selected from the Active Members.
- (iii) The President shall appoint a member of the Executive Board as chair of the Governance and Nominating Committee subject to approval by the Executive Board. This appointee shall also chair the Nominating Subcommittee.

Section 5. Ad Hoc Committees of the Executive Board. Ad hoc Committees may be established or abolished by the Executive Board from time to time as desirable in its judgment to conduct the work of CSTE. Each Ad hoc Committee of the Executive Board shall have such authority as delegated by the Board.

(a) Steering Committees. Steering Committees are Ad Hoc Committees of the Executive Board that oversee and coordinate program activity of CSTE. Steering Committees may be established or abolished by a motion from the Program and Policy Committee, the Executive Board, or the President with approval by the Executive Board. Steering Committees should have representation for epidemiology expertise with a minimum of 3 Steering Committees other than Infectious Diseases, with consideration for historic Steering Committee domains such as [Chronic Disease, Maternal and Child Health, Oral Health; Environmental Health, Occupational Health, Injury; Surveillance and Informatics]. Steering Committee activities are subject to oversight by the Program and Policy Committee.

(b) Ad Hoc Committee Chairs. Ad Hoc Committee Chairs shall be Active Members and appointed by the President and approved by the Executive Board and serve terms

reviewed annually by the Executive Board.

(c) Sub-Committees. Ad Hoc Committee Chairs may establish Sub-Committees as they deem appropriate and shall appoint the chairs of Sub-Committees from CSTE's Active Members, with terms reviewed annually by the Ad Hoc Committee Chair. Sub-Committee activities are subject to oversight by the relevant Ad Hoc Committee.

Section 6. Written Reports. Committee Chairs shall submit to the Executive Board in a timely manner a written report of the activities of their Committee and Sub-Committees under its purview.

Section 7. Working Rules of Committees. Standing Committees, Ad Hoc Committees and Sub-Committees may adopt working rules consistent with these Bylaws. These rules are to be reviewed and approved by the Governance and Nominating Committee before their adoption.

ARTICLE VIII. CONSULTANTS AND LIAISONS

Section 1. Appointment of Consultants. Upon recommendation from any member of the Executive Board, the President may designate Active Members with relevant expertise to serve as Consultants to CSTE on specific topics as necessary.

Section 2. Duties of Consultants.

(a) Consultants shall respond to inquiries, return correspondence, assist with policy development, and attend meetings and special events about the consultancy.

(b) Consultants shall follow standing CSTE policies and resolutions where applicable.

(c) Consultants shall notify the CSTE National Office and must receive approval from the Executive Director before attending any external meeting representing CSTE.

(d) Consultants shall submit a report to the Executive Board, enumerating and briefly summarizing the content of each substantial consultative contact. The CSTE National Office shall be copied on any correspondence authored or received by Consultants.

(e) If a potential conflict of interest involves a consultant, that consultant shall declare the conflict of interest, and the Executive Board shall determine whether that consultant should recuse themselves from participating in the activity (ies) with the potential conflict of interest.

Section 3. Appointment of Liaisons. Upon recommendation from any member of the Executive Board, the President may appoint Active Members of CSTE with relevant expertise to serve as Liaisons to other organizations, agencies, and committees. Liaisons shall be appointed annually.

Section 4. Duties of Liaisons. As requested by the President, Liaisons shall represent CSTE to other organizations, agencies, and committees to provide epidemiologic and other scientific expertise. The Liaison shall be appointed annually.

ARTICLE IX. MEETINGS OF THE COUNCIL AND THE EXECUTIVE BOARD

Section 1. Annual Meeting of the Council; Notice. There shall be an Annual Council Meeting at a time and place determined by the Executive Board. Notice of the time, date, and place of the Annual Meetings of the Council shall be given in accordance with the provisions in the Code.

Section 2. Special Meetings of the Council; Notice. On petition of a group of 15 or more of the members of the Council, or on the order of the Executive Board, the President shall call a Special Meeting of the Council. Notice of the time, date, and place of any Special Meeting shall be given in accordance with the provisions of Article X below no fewer than 24 hours before such Special Meeting.

Section 3. Regular and Special Meetings of the Executive Board; Notice. Regular Meetings of the Executive Board may be held between Annual Meetings at such times, on such dates, and at such places as the President or the Executive Board may prescribe. Special Meetings of the Executive Board may be convened on request of the President or a majority of Executive Board members. Notice of the time, date, and place of any regular or special meeting shall be given in accordance with the provisions of Article X below no fewer than 24 hours before such Special Meeting

Section 4. Quorum. A quorum for any Council meeting shall consist of a majority of votes entitled to be cast. A quorum for any Regular or Special Meeting of the Executive Board shall consist of a majority of members of the Executive Board.

Section 5. Telephonic and Similar Meetings. At the discretion of the Executive Board, a member of the Executive Board may participate in any Annual, Regular, or Special Meeting of the Executive Board by, or conduct the meeting using any means of communication by which all members of the Executive Board may simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 6. Rule of Procedure. The rules of parliamentary procedure according to the latest edition of *Robert's Rules of Order* shall govern all meetings of the Council and of meetings of the Executive Board.

Section 7. Actions Without a Meeting.

(a) Actions by the Council without a meeting. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting by a majority of the members of the Council entitled to vote on such action if the Council delivers a ballot in writing or by electronic transmission to every Council member. A ballot in writing or by electronic transmission shall: (1) set forth each proposed action and (2) provide an opportunity to vote for or against each proposed action. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called.

(b) Actions by the Executive Board Without a Meeting. Any action required or permitted to be taken at an Executive Board meeting may be taken without a meeting if

the action is taken by a majority of the members of the Executive Board by consents in writing or by electronic transmission describing the action taken, signed by no fewer than a majority of the members of the Executive Board.

ARTICLE X. NOTICE

Whenever these Bylaws require notice to be given to any member or member of the Executive Board, the notice shall be given by the Secretary-Treasurer in accordance with Article X. Notice under these Bylaws shall be in writing or by electronic transmission unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, electronic transmission, email, or other form of wire or wireless or electronic communication; or by mail or private carrier.

ARTICLE XI. DUES

Annual member dues for individuals and member states and territorial health agencies shall be set by a majority of the votes cast by the Council. Non-payment of dues for Council members during the prior twelve months may, at the discretion of the Officers, result in the Council member losing its right to cast a vote on Council decisions. Payment of State or Territorial health agency dues for participation on the Council does not include the individual membership of the State or Territorial Epidemiologist. The term for individual membership is one year from date of purchase.

ARTICLE XII. AMENDMENTS

Amendments to these Bylaws and the Articles of Incorporation of CSTE shall require a vote of two thirds of the Council present and voting at any Annual, Regular, or Special Meeting provided that a draft of the proposed amendments shall have been submitted to the Executive Board and distributed to the Council no later than 30 days before the first day of such a meeting or voting date.

ARTICLE XIII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

(a) Under the circumstances prescribed in this Section 1(a), CSTE shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative and whether formal or informal (a "Proceeding"), by reason of the fact that the individual is or was an Executive Board Member or an Officer of CSTE, or while an Executive Board Member or an Officer, is or was serving at the request of CSTE as an officer, director, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses (including attorneys' fees) actually and reasonably incurred by them in connection with such Proceeding, but only if such person conducted themselves in good faith, and reasonably believed: (i) in the case of conduct in their "official capacity" (as that term is defined in Section 14-3-850 of the Georgia Nonprofit Corporation Code, as amended), that such conduct was in the best interests of CSTE; (ii) with respect to all other cases, that their conduct was at least not opposed to the best interests of CSTE; and (iii) with respect to any criminal

Proceeding, that they had no reasonable cause to believe their conduct was unlawful. Notwithstanding the above, the indemnification permitted hereunder in connection with a Proceeding by or in the right of CSTE is limited to reasonable expenses (including attorneys' fees) incurred in connection with a Proceeding if it is determined that such person has met the standard of conduct required by this Section 1(a) and the Code.

(b) CSTE may indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any Proceeding, by reason of the fact that the individual is or was a Consultant, Liaison, employee or agent of CSTE, or while a Consultant, Liaison, employee or agent of CSTE, is or was serving at CSTE's request as an officer, director, partner, trustee, employee or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses (including attorneys' fees) actually and reasonably incurred by them in connection with such Proceeding, but only if such person conducted themselves in good faith, and reasonably believed: (i) in the case of conduct in their "official capacity" (as that term is defined in Section 14-3-850 of the Code, as amended), that such conduct was in the best interests of CSTE; (ii) with respect to all other cases, that their conduct was at least not opposed to the best interests of CSTE; and (iii) in the case of any criminal Proceeding, that they had no reasonable cause to believe their conduct was unlawful. Notwithstanding the foregoing provisions of this paragraph (b), CSTE may not indemnify any Consultant, Liaison, employee or agent of CSTE for liability arising out of conduct that constitutes: (A) Appropriation, in violation of their duties, of any business opportunity of CSTE, (B) Acts or omissions which involve intentional misconduct or a knowing violation of law; (C) The types of liability set forth in Section 14-3-831 of the Code; or (D) Receipt of an improper personal benefit. Also, notwithstanding the above, the indemnification permitted hereunder in connection with a Proceeding by or in the right of CSTE is limited to reasonable expenses (including attorneys' fees) incurred in connection with a Proceeding if it is determined that such person has met the standard of conduct required by this Section 1(a) and the Code.

(c) The termination of any Proceeding by judgment, order, settlement, or conviction or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the person did not meet the standard of conduct set forth in Section 1(a) and the Code.

(c) Notwithstanding the foregoing, CSTE shall not indemnify any person in connection with any Proceeding with respect to conduct for which they were adjudged liable on the basis that personal benefit was improperly received by the individual, whether or not involving actions in the Executive Board member's official capacity as a member of the Executive Board or as an Officer.

(d) If a person indemnified pursuant to Section 1(a) has been wholly successful, on the merits or otherwise, in the defense of any Proceeding to which they were a party because they are or were an Executive Board Member or an Officer of CSTE, CSTE shall indemnify the individual against reasonable expenses (including attorneys' fees) incurred by the individual in connection therewith.

(e) Except as provided in Section 1(e) and (h), and except as may be ordered by a court, CSTE shall not indemnify any person unless authorized hereunder and a determination has been made for a specific Proceeding that indemnification of such

person is permissible in the circumstances because they have met the applicable standard of conduct set forth in Section 1(a) and the Code. Such determination shall be made in accordance with Section 14-3-855 of the Georgia Nonprofit Corporation Code, as amended.

(f) Reasonable expenses (including attorneys' fees) incurred by a person indemnified pursuant to Section 1(a) who is a party to a Proceeding shall be paid by CSTE in advance of the final disposition of such Proceeding if the procedures set forth in Section 14-3-853 of the Georgia Nonprofit Corporation Code, as amended, are complied with.

(g) The indemnification provided by this Section 1 shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled under law or contract and shall inure to the benefit of the heirs, executors, personal representatives, or administrators of such persons.

(h) CSTE may purchase and maintain insurance on behalf of, or enter into a contract to indemnify, any person indemnified pursuant to this Section 1 against any liability asserted against or incurred by such person in their capacity as an Executive Board Member or an officer of CSTE as a Consultant, Liaison, employee or agent of CSTE, whether or not CSTE would have the power to indemnify or advance expenses to such person against the same liability under the provisions of this Section 1.

ARTICLE XIV. DISSOLUTION

Upon the dissolution of CSTE, the Executive Board, after paying or making provision for the payment of all of the liabilities of CSTE, shall dispose of all of the assets of CSTE exclusively for the purposes of CSTE, either directly or by transfer to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code as the Executive Board shall determine. Any such assets not so disposed of by the Executive Board shall be disposed of by the Superior Court of the county in which the principal office of CSTE is then located, exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for such purposes as said court shall determine.