



9/1/2018

Bylaws of the Society for Modeling and Simulation International as of July 2018

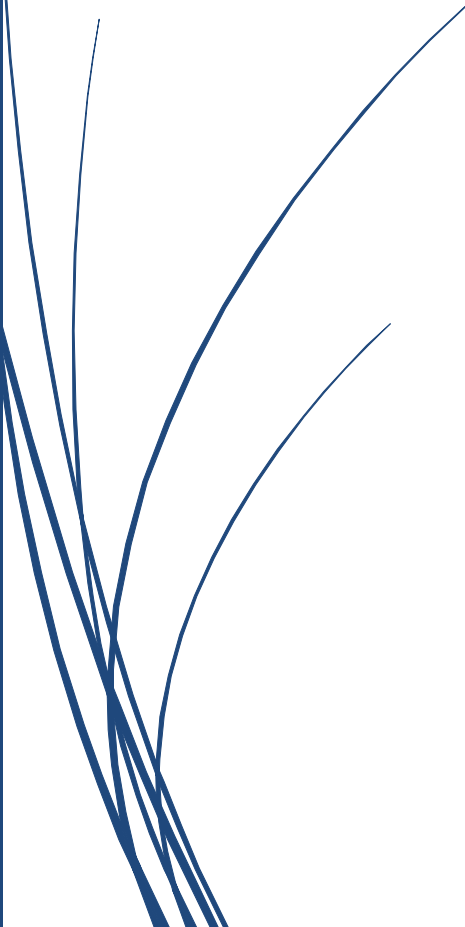


Table of Contents

- 1. Name & Corporate Offices..... 4
 - 1.1 Name.....4
 - 1.2 Location.....4
- 2. Purpose..... 4
 - 2.1 Purpose.....4
 - 2.2 Activities.....4
 - 2.3 Nonprofit Nature, General Restrictions, and Dissolution.....4
- 3. Membership..... 5
 - 3.1 General.....5
 - 3.2 Levels of Individual Membership.....5
 - 3.3 Levels and Type of Institutional Membership.....6
 - 3.4 Nature of Membership6
 - 3.5 Voting Rights and Eligibility for Office6
 - 3.6 Chapters.....6
 - 3.7 General Membership Provisions7
- 4. Grades 7
 - 4.1 General.....7
 - 4.2 Senior Membership7
 - 4.3 Fellow Membership.....7
 - 4.4 Life Membership.....7
- 5. Affiliated Organizations..... 8
- 6. Sub-Organizations..... 8
- 7. Awards & Recognitions 8
- 8. Finances..... 9
 - 8.1 Dues.....9
 - 8.2 Corporate Expenditures9
 - 8.3 Accounts.....9
 - 8.4 Annual Budget9

9.	Board of Directors and Committees.....	9
9.1	Board of Directors.....	9
9.2	Executive Committee and Operation Committees.....	13
9.3	Board of Director Committees.....	14
9.4	Other Committees.....	15
10.	Officers.....	16
10.1	Principal Officers.....	16
10.2	Eligibility and Terms of Office.....	16
10.3	Officer Responsibilities.....	17
10.4	Powers of Officers.....	18
10.5	Compensation of Officers.....	18
10.6	Removal of Officers and Directors.....	19
11.	Administration.....	19
11.1	Office Staff.....	19
11.2	Restrictions.....	19
12.	Parliamentary Authority.....	19
12.1	Authority.....	19
12.2	Special Rules of Order.....	19
13.	Changes to the Bylaws.....	19

1. Name & Corporate Offices

1.1 Name

The legal name of the Society is Simulation Councils, Inc. DBA, The Society for Modeling and Simulation International, hereinafter referred to as SCS or the Society. SCS is a trademark organization and its sub-organizations, McLeod Modeling and Simulation Network (M&SNet) and McLeod Institute of Simulation Sciences (MISS) are trademarked names of the Society.

1.2 Location

The Headquarters of the Society are located in the City of San Diego, County of San Diego, and State of California, USA. The Society may have satellite offices, either within or without the County of San Diego, State of California, as the Board of Directors may determine or as the affairs of the Society may require.

2. Purpose

2.1 Purpose

The Society is a not-for-profit association founded for the primary purpose of promoting an understanding, appreciation, and utilization of computer-based modeling, simulation, and related fields.

2.2 Activities

To accomplish its purpose, the Society:

- Serves the international technical community, society, and members of SCS
- Promotes local technical meetings, emphasizing both balanced coverage of all areas of simulation, and cooperation between societies and other organizations having complementary interests
- Sponsors or co-sponsors national and international technical conferences and professional development seminars
- Produces high-quality technical publications and educational materials about simulation and related fields
- Promotes interest in and communication about simulation and related fields
- Arranges for display and demonstration of equipment used in simulation and allied arts
- Promotes education, research, and development in its fields of interest
- Serves as a resource for information on simulation
- Sponsors awards to recognize achievements in the field of simulation
- Abides by its Code of Ethics

2.3 Nonprofit Nature, General Restrictions, and Dissolution

2.3.1 Purpose. The Society is formed for scientific, educational, and eleemosynary purposes exclusively. None of the net income of this Society shall inure to the benefit of any individual.

2.3.2 Restrictions. No person may be denied membership or full participation in Society activities because of race, sex, creed, national origin, citizenship, immigration status, or place of residence.

2.3.3 Tax-Exempt Status. The Society is a "tax-exempt organization." "Tax-exempt organizations" are here defined to be within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 as amended, which organizations are being operated exclusively for one or more tax-exempt purposes within the meaning of, and which otherwise qualify under, the provisions of said Section 501(c) (3) and the regulations pertaining thereto as said section and regulations are amended from time to time.

2.3.4 Dissolution. If the Society is, at some time in the future, unable to carry out its purpose, then dissolution of the Society shall be governed by the following. Upon dissolution of the Society and winding up of its affairs, the Board of Directors shall solicit or identify one or more tax-exempt organizations, as defined herein, to take over the affairs and assets of the Society. The Board of Directors shall give preference to organizations that are organized and operated for purposes similar to those of this Society, and this Society's affairs and assets shall be distributed in such proportions, as the Board of Directors shall determine, such that the purpose of the Society is carried forward for the benefit of its membership.

3. Membership.

3.1 General.

Society membership consists of various Types and Levels. Types consist of Individual & Institutional. Levels for Individuals consist of Regular, Professional, and Student & Retiree. Levels for Institutions consist of Silver, Gold & Platinum. Members in good standing are those whose dues are current and are considered to comply with the Society's code of ethics and behavior. The Society offers membership to individuals and organizations worldwide, as well as certain restricted privileges to members of affiliated organizations. The Board of Directors determines privileges, fees and conditions of membership.

3.2 Levels of Individual Membership

3.2.1 Regular Membership. Regular membership is available to those individuals who are professionally engaged in the activities of the Society. Active participation is defined to include but not be limited to, attendance at or participation in meetings sponsored by the Society, or authoring material included in any of the publications of the Society.

3.2.2 Professional Membership. Professional membership is available to those individuals who are professionally engaged in the activities of the Society. Active participation is defined to include but not be limited to, attendance at or participation in meetings sponsored by the Society, service on a committee of the Society, or authoring material included in any of the publications of the Society and payment of dues. This

level of membership entitles the member to the all the benefits of regular membership as well as additional benefits as established by the Board of Directors and Executive Committee.

3.2.3 Retired Membership. Members who are retired (no longer employed on a full-time basis), who so certify their retirement, and who have been SCS members for at least the previous year may declare themselves as "retired" for the purpose of their dues assessments. Retired Members are recognized as members at the grade of membership they held immediately preceding their declaration.

3.2.4 Student Membership. Any person regularly enrolled on; at least, a three-quarter's basis in an accredited institution of higher learning, including a graduate student who holds a teaching fellowship, may become a Student Member upon validation of their student status.

3.3 Level and Type of Institutional Membership

3.3.1 Institutional Membership. Any corporation, association, institution, or partnership, may be admitted as an Institutional Member of the Society and receive benefits upon application and payment of the annual dues. The Institutional Member may designate a specific individual to be their representative to SCS.

3.4 Nature of Membership

Each grade of membership is entitled to specific benefits as set forth by the Board of Directors. Each member receives the designated membership publication of the Society on any suitable media, and notices of SCS sponsored meetings and other activities.

3.5 Voting Rights and Eligibility for Office

All members at any level who are in good standing and the designated representative of each Institutional Membership are eligible to vote in the SCS Elections. The designated representative of an Institutional Member is considered a voting member of the Society regardless of his or her personal membership status. Such a representative has only one vote, on behalf of the Institutional member she or he represents. Members in good standing are those whose dues are current (if applicable) and are considered to comply with the Society's code of ethics and behavior. To be eligible to hold an SCS office on the Board of Directors, serve on an Executive Committee or be in an Executive Conference role, a Society member must have an active Retiree, Professional or Institutional Membership in good standing.

3.6 Chapters

SCS members, with the approval of the Board, charter smaller groups (Technical, Student or Local Chapters) whenever centers of special interests or population density make such divisions useful. The Board of Directors may adopt regulations for such charters from time to time. Chapters are chartered and governed by the Board of Directors and have as their goal an increase in the Society's membership base through encouragement of participation among persons involved in simulation and its related fields. The Chapters are expected to

conduct activities for their members who are also encouraged to write papers and to attend conferences. A Local Chapter can be formed within a school, company, or other organization. The formation of Student Chapters is highly encouraged. Those interested in a specific professional or technical domain can form a Technical Chapter. Chapter members must be members of the Society.

3.7 General Membership Provisions

The Board of Directors has the following specific powers related to membership and affiliations of the Society.

- To find, by majority vote, that continuing an affiliation agreement with another society no longer serve the purpose of the Society. Such a motion, if carried, may result in a formal motion at the next Annual Meeting to cancel that charter, which cancellation requires a majority vote of all Directors-in-office to be carried.
- To refuse admittance to membership, or to cancel the existing membership of any individual who is seen to violate the principles and ethical standards of the Society.

4. Grades

4.1 General

The Society also confers a variety of Grades to qualified members. These are Senior Membership, Fellow Membership & Life Membership. The details & qualifications for these are:

4.2 Senior Membership

Members who have been with the Society for more than five years may apply for the grade of Senior Member. Upon review and approval of the member's qualifications by an evaluation committee a Senior Member grade can be conferred.

4.3 Fellow Membership

Members who have been with the Society and have obtained the Senior Member grade can apply to become an SCS Fellow. Upon review and approval of the member's qualifications by the SCS Board of Directors a Fellow grade may be conferred. The grade of Fellow of SCS recognizes unusual distinction in the profession. Conferment as a Fellow is by motion of the Board of Directors on the recommendation of the Fellow Selection Committee.

4.4 Life Membership

The Executive Committee, on the recommendation of the Membership Committee, approves election to Life Membership. Those individuals recommended for Life Membership should be held in such high esteem in their field that their acceptance of this honor would be an asset to the Society in promoting its goals. These individuals will be exempted from membership dues for life. To be eligible, the following criteria must be met:

- The candidate must have been recognized as an SCS Fellow or Senior Member and must be a member of SCS in good standing at the time of their nomination
- The candidate must have achieved unusual professional distinction in the fields of simulation and allied computer technology which is worthy of special recognition

- The candidate must be a prominent member of the professional community
- The candidate must be at least 65 years' old

5. Affiliated Organizations

The Society may identify other organizations with whom it desires to affiliate to better accomplish its mission to serve its members and the M&S community. To be considered as an affiliate organization must be non-profit and must be committed to improving the M&S community in some significant way. The relationship must provide benefits to the Society's membership, or enhance its ability to accomplish its mission. Such relationships may be established only with the approval of the Board of Directors.

The President-Elect is responsible for managing all current and proposed organizational affiliations, including the appointment of representatives from SCS to the affiliate, upon Board approval. The Board of Directors can establish a relationship between the Society and an affiliated organization. The Society may seek such affiliations, or other organizations may petition the Society for such an affiliation. In either case the President-Elect, working with the candidate affiliate, will prepare for board approval an Affiliation Agreement listing the terms and conditions of each affiliation, along with the benefits, privileges, and obligations to be provided to and from each party to the agreement. Every agreement will ensure that the Society can terminate the agreement at any time, solely at its own discretion, with, or without cause by providing written notice.

The President-Elect will maintain a current list of all affiliated organizations and will report annually to the Board of Directors the status of all affiliations. The President-Elect with approval of the Executive Committee appoints representatives to affiliated organizations. The report will include an evaluation as to whether the relationship continues to provide benefit to the society and a recommendation as to whether the affiliation should be continued or terminated. An Affiliated Organization is an organization, which is deemed by the Board of Directors to have some benefit to the Society. In order for an affiliated organization to be established, a written agreement between the Society and the candidate organization must be established. This agreement will specify the benefits and responsibilities of both parties to the agreement

6. Sub-Organizations

McLeod Modeling and Simulation Network (M&S Net) and McLeod Institute of Simulation Sciences (MISS) are sub-organizations of SCS. McLeod Modeling and Simulation Network ("M&S Net") was established in 2003 and McLeod Institute of Simulation Sciences (MISS) was established in 1995 by SCS to support the activities of SCS and their purpose was to provide an organizational structure that will serve to integrate and enrich, within its organizations, modeling and simulation activities throughout the world on behalf of SCS. The SCS Board of Directors will oversee the activities of the two groups.

7. Awards & Recognitions

The Society offers numerous awards for exemplary achievement. These awards highlight different areas of achievement in modeling and simulation and honor those whose contribution to the simulation community, or to the society, has been widespread & significant. The Awards & Recognitions Committee (ARC) coordinates these awards.

8. Finances

8.1 Dues

The Board of Directors is responsible for establishing membership dues paid to society headquarters for new and renewing members of the Society. Any members who have paid dues of all grades shall cease to be members when their dues are in arrears greater than 60 days and they have been duly notified there of termination will be automatic.

8.2 Corporate Expenditures

The Board of Directors is responsible for establishing policy that controls corporate expenditures. The Executive Committee is responsible for ensuring adherence to the Board's policies and the Executive Director is the Society's primary agent for executing and controlling expenditures. The Executive Director shall document all expenditures and shall retain proper vouchers on file. At least once each fiscal biennium, the Board of Directors shall have the Society's accounts audited by a Certified Public Accountant. The Executive Committee shall enact resolutions as needed or required for establishing, altering, or closing all monetary accounts of the Society, and for designating signatories to these accounts subject to the restriction that the Executive Director shall have signature authority on all monetary accounts of and for the Society except as directed by the Board of Directors.

8.3 Annual Budget

The Executive Committee is responsible for ensuring adherence to the annual budget, which shall be prepared by the Executive Director. The budget is then presented to the Treasurer and approved by the Board of Directors. Significant planned deviations from the budget require approval of the Executive Committee and timely notification to the Board of Directors.

9. Board of Directors and Committees

9.1 Board of Directors

9.1.1 Board of Directors' Composition. The Board of Directors and all of direct the affairs of the Society the below are voting board members the composition of the Board of Directors is as follows:

- Nine directors at large, voted upon by the entire SCS membership
- The Treasurer and Chairman, elected by the board from
Among the members of the Board of Directors.
- The President, President-Elect, and Immediate Past President.
- The Executive Director, who is also the Secretary

The Board of Directors shall elect from among their ranks a Chairman. The same individual may not hold the offices of the Chairman of the Board, the President-Elect, and the President of the Society. Members in good standing at the time of the election, with the exception of Student Members, may be elected to the Board of Directors. The board chair shall serve a term of one year and may succeed him or herself.

9.1.2 Board of Directors' Functions. The Board of Directors meets at least once each year to set policy, hear reports, review and approve the budget, and to consider other

business. The Chair or any two board members may call meetings of the Board of Directors. All board members must be notified of the board meetings. The Board of Directors has the ultimate responsibility to the membership for the successful operation of the Society.

9.1.3 Board of Directors' Meetings. All meetings of the Board of Directors and all committees shall be open to Society members in good standing, except Executive Sessions, which may be called to discuss privileged information such as personnel actions. Declarations of closed Executive Sessions require approval of the majority of Directors or committee members present. California Corporate Code, Section 5211 (6) (a) states Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Sections 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (A) Each director participating in the meeting can communicate with all of the other directors concurrently.

9.1.4 Board of Directors' Responsibilities. The Board of Directors is responsible for:

- Providing notice of and conducting their meetings in accordance with California Corporate Code Section 5210-5215
- Controlling the business of the Society through the issuance of policy
- Auditing and ensuring compliance with and accountability for adherence to board policies and public law
- Reviewing and approving a multi-year strategic guidance document
- Continuously improving governance methods
- Establishing Executive Director compensation
- Selecting and vetting Society leadership candidates
- Each member will serve on one or more standing committee.

9.1.5 Voting by the Board of Directors. The greater of one third of the Board of Directors in office constitutes a quorum for a vote on any motion requiring approval. A majority of votes cast shall authorize any act of the Society except as otherwise provided in these Bylaws.

9.1.6 Board of Directors Action without a Meeting. An action required or permitted to be taken by the board may be taken without a meeting if all directors individually or collectively consent in writing to that action and if, subject to subdivision (a) of Section 5224, the number of directors then in office constitutes a quorum. The written consent or consents shall be filed with the minutes of the proceedings of the board. The action by written consent shall have the same force and effect as a unanimous vote of the directors. For purposes of this subdivision only, "all directors" does not include an

“interested director” as defined in subdivision (a) of Section 5233 or a “common director” as described in subdivision (b) of Section 5234 who abstains in writing from providing consent, where (1) the facts described in paragraph (2) or (3) of subdivision (d) of Section 5233 are established or the provisions of paragraph (1) or (2) of subdivision (a) of Section 5234 are satisfied, as appropriate, at or prior to execution of the written consent or consents; (2) the establishment of those facts or satisfaction of those provisions, as applicable, is included in the written consent or consents executed by the non-interested or non-common directors or in other records of the corporation; and (3) the non-interested or non-common directors, as applicable, approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

9.1.7 Board of Directors’ Elections. Elections for members of the Board of Directors shall be held on an annual basis in accordance with the terms of office specified in the Bylaws. It is the responsibility of the Nominating Committee to provide the names of willing and eligible candidates in sufficient quantity to fill all existing positions as defined in the Bylaws. All members of the Society in good standing shall be notified in a timely manner of the vacant positions for the upcoming election and shall be allowed to submit the names of potential candidates to the Nominating Committee. Individual nominations are subject to qualification verification by the Nominating Committee. Any qualified member of the Society may submit a petition of candidacy for the office of President-Elect or Director-at-Large in accordance with policy established by the Board of Directors. To qualify as a candidate for President-Elect a member must have served or currently be serving on either the Board of Directors or the Executive Committee.

9.1.8 Interested Persons. Pursuant to Section 5227 of the California Corporations Code, no more than forty-nine percent (49%) of the directors serving on the Board may be “interested persons.” For purposes of this Paragraph 5.1.9, “interested person” shall mean either (i) any person who is currently being compensated by the Society for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. The provisions of this Paragraph 5.1.9 shall not affect the validity or enforceability of any transaction entered into by the Society.

9.1.9 Standard of Conduct. Pursuant to Section 5231 of the California Corporations Code, a director shall perform the duties of a director, including duties as a member of any committee established by the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Society and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or

presented by:

- One or more officers or employees of the Society whom the director believes to be reliable and competent in the matters presented;
- Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- A committee of the Board upon which the director does not serve, as to matters within the designated authority of said committee, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Pursuant to Section 5233 (a) Except as provided in subdivision (b), for the purpose of this section, a self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest and which does not meet the requirements of paragraph (1), (2), or (3) of subdivision (d). Such a director is an "interested director" for the purpose of this section. (b) The provisions of this section do not apply to any of the following:

(1) An action of the board fixing the compensation of a director as a director or officer of the corporation. (2) A transaction which is part of a public or charitable program of the corporation if it: (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program. (3) A transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of 1 percent of the gross receipts of the corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000). (c) The Attorney General or, if the Attorney General is joined as an indispensable party, any of the following may bring an action in the superior court of the proper county for the remedies specified in subdivision (h): (1) The corporation, or a member asserting the right in the name of the corporation pursuant to Section 5710. (2) A director of the corporation. (3) An officer of the corporation. (4) Any person granted relator status by the Attorney General. (d) In any action brought under subdivision (c) the remedies specified in subdivision (h) should not be granted if: (1) The Attorney General, or the court in an action in which the Attorney General is an indispensable party has approved the transaction before or after it was consummated; or (2) The following facts are established: (A) The corporation entered into the transaction for its own benefit; (B) The transaction was fair and reasonable as to the corporation at the time the corporation entered into the transaction; (C) Prior to consummating the transaction or any part thereof the board authorized or approved the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's interest in the transaction. Except as provided in paragraph (3) of this subdivision, action by a committee of the board shall not satisfy this paragraph;

and (D) (i) Prior to authorizing or approving the transaction the board considered and in good faith determined after reasonable investigation under the circumstances that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or (ii) the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or (3) The following facts are established: (A) A committee or person authorized by the board approved the transaction in a manner consistent with the standards set forth in paragraph (2) of this subdivision; (B) It was not reasonably practicable to obtain approval of the board prior to entering into the transaction; and (C) The board, after determining in good faith that the conditions of subparagraphs (A) and (B) of this paragraph were satisfied, ratified the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors. (e) Except as provided in subdivision (f), an action under subdivision (c) must be filed within two years after written notice setting forth the material facts of the transaction and the director's interest in the transaction is filed with the Attorney General in accordance with such regulations, if any, as the Attorney General may adopt or, if no such notice is filed, within three years after the transaction occurred, except for the Attorney General, who shall have 10 years after the transaction occurred within which to file an action. (f) In any action for breach of an obligation of the corporation owed to an interested director, where the obligation arises from a self-dealing transaction which has not been approved as provided in subdivision (d), the court may, by way of offset only, make any order authorized by subdivision (h), notwithstanding the expiration of the applicable period specified in subdivision (e). (g) Interested directors may be counted in determining the presence of a quorum at a meeting of the board, which authorizes, approves or ratifies a contract or transaction. (h) If a self-dealing transaction has taken place, the interested director or directors shall do such things and pay such damages as in the discretion of the court will provide an equitable and fair remedy to the corporation, taking into account any benefit received by the corporation and whether the interested director or directors acted in good faith and with intent to further the best interest of the corporation. Without limiting the generality of the foregoing, the court may order the director to do any or all of the following: (1) Account for any profits made from such transaction, and pay them to the corporation; (2) Pay the corporation the value of the use of any of its property used in such transaction; and (3) Return or replace any property lost to the corporation as a result of such transaction, together with any income or appreciation lost to the corporation by reason of such transaction, or account for any proceeds of sale of such property, and pay the proceeds to the corporation together with interest at the legal rate. The court may award prejudgment interest to the extent allowed in Section 3287 or 3288 of the Civil Code. In addition, the court may, in its discretion, grant exemplary damages for a fraudulent or malicious violation of this section.

9.2 Executive Committee and Operating Committees

9.2.1 Executive Committee Membership. Members of the Executive Committee are the Executive Director, the President, the President-Elect, the Immediate Past President and the Activity Vice Presidents for Conferences, Publications, Membership, and Education. The President manages the Executive Committee.

9.2.2 Operating Committees. Each of the four Activity Vice-Presidents, Vice President of Conferences, Vice President of Membership, Vice President of Education and Vice President of Publications must appoint and maintain a committee to assist them in fulfilling their responsibilities. These committees will report to and be subject to the supervision of the Executive Committee.

9.2.3 Operating Committee Membership. The Operating Committees are chaired by the Activity Vice-Presidents. Each committee shall consist of at least two members, who may or may not be a part of the SCS Board of Directors.

9.2.4 Operating Committee Responsibilities. Each committee shall be responsible for:

- Carrying out the procedures as established by the Executive Committee that pertain to their individual Activity area;
- Updating the procedures handbook(s) that contain the most recent versions of procedures that pertain to their Activity area;
- Overseeing the operations within their Activity area to ensure compliance with Board policies and Executive Committee procedures;
- Reporting on the status of operations in their Activity area on at least a quarterly basis
- Performing other duties as designated by the Executive Committee.

9.3 Board of Directors Committees

9.3.1 All Board of Directors' committees are standing Board committees and must be chaired by a current Director. All members of these committees must be current Directors. These committees report directly to the Board of Directors and are responsible for assisting the board in the efficient execution of their duties.

9.3.2 Governance Committee. The governance committee is responsible for continuously monitoring, evaluating and updating (as necessary) the governance structure of the Society and for maintaining the policies established by the board, and based on that ongoing review, propose governance and policy changes to the board. This committee is responsible for ensuring the Society's operations are conducted in accordance with established board policies. The Immediate Past President chairs this committee.

9.3.3 Strategic Planning Committee. The strategic planning committee is responsible for developing, maintaining, evaluating and updating the Society's long-term mission and vision. This committee is also responsible for ensuring the Society's operations support and are aligned with the Society's planning. The President-Elect shall chair this committee.

9.3.4 Audit Committee. The audit committee is responsible for overseeing the Society's financial reporting processes, monitoring the Society's accounting policies, monitoring the Society's internal control processes, ensuring open communication within and without the Society with regard to the audit function, and ensuring the Society's accounts are audited by an outside agency at least biennially. The Treasurer shall chair this committee.

9.3.5 Personnel Committee. The personnel committee is responsible for providing oversight of personnel policy for employees of the society. These responsibilities include; executing the Executive Director's contract, setting the Executive Director's salary; evaluating the Executive Director's performance; establishing personnel policy for board approval; and providing a process for employees to appeal management decisions they feel to not comply with SCS policy. The board chair shall chair the committee. The President, Treasurer and Secretary shall be voting members.

9.4 Other Committees

In addition to the following committees, the Board of Directors and the Executive Committee may establish *ad hoc* or standing committees as hereinafter provided and may define their power, duties, and functions, and adopt rules governing them.

9.4.1 Standing Committees established by the board. Standing committees are established by the Board of Directors and are ongoing from year to year, unless otherwise chartered by the Board of Directors. Chairs of standing board committees are appointed by the Chairman of the Board and serve at his/her pleasure. Such appointments are automatically vacated upon completion of the Chairman's term of office.

9.4.2 Nominating Committee. The nominating committee is a standing committee that shall be chaired by the Immediate Past President. The committee must have at least three members who are selected by the Chair, all of whom must be members of the Society in good standing. The nominating committee must meet at least once annually and is responsible for selecting candidates, vetting candidates, collecting nomination forms, collecting petition forms, and recommending a slate of candidates to the Board.

9.4.3 Fellow Selection Committee. The fellow selection committee is a standing committee that shall be chaired by the Immediate Past President. The committee must have at least three members one of whom must be a current fellow. The fellow selection committee must meet at least once annually to review, consider and/or nominate fellow candidates to be reviewed and approved by the SCS Board.

9.4.4 President's Council. The president's council is a standing committee

that is typically chaired by the Immediate Past President. The committee consists of all past presidents of the Society. The president's council meets as necessary or as convened by the sitting President to advise, train or assist the President at his direction.

9.4.5 Standing Committees established by the Executive Committee.

Standing committees may be established by the Executive Committee and are ongoing from year to year, unless otherwise chartered by the Executive Committee. The President appoints members of the standing committees; such appointments are automatically vacated upon completion of the President's term of office. Standing committees are established as needed to address special issues that the Executive Committee deems important.

9.4.6 Ad Hoc Committees. *The Board of Directors may establish ad hoc committees and the Executive Committee as the need arises, with each committee reporting to the entity that chartered it. The chair of each ad hoc committee is appointed according to its charter, or otherwise elected by members of the committee. Ad hoc committees will be reviewed annually by the SCS Board and dissolved when its purpose is accomplished by a board vote.*

9.4 Indemnity for Litigation.

The Society hereby agrees to exercise the power to indemnify 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 such person is or was a director, officer, employee or other agent (as defined in Section 5238 of the California Corporations Code) of the Society, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

10. Officers

10.1 Principal Board of Directors Officers

The principal Officers of the Society are:

Chairman
President
President-Elect
Immediate Past President
Secretary
Treasurer

10.2 Eligibility and Terms of Office

10.2.1 Officer Eligibility. In order to be eligible to serve as an Officer, with the exception of the Executive Director, an individual must be a current member in good standing

10.2.2 Filling Officer Vacancies. The President-Elect will fill vacancies in the Office of the President and if a President-Elect then it can be filled by a Past President, starting

with the most recent. In the event of a vacancy in the office of President-Elect, the Board Chair will appoint an interim President-Elect from among the elected Board members to fill the unexpired term, but a new election will be required to select the President in this case – the appointed President-Elect will not automatically become President. An appointment to serve an unexpired portion of a term shall not disqualify such Officer from succeeding himself or herself.

10.2.3 Executive Director. The Executive Director of the Society is hired by and reports to the Chair of the Board of Directors. Eligibility requirements for the Executive Director are established by the Board of Directors to meet the requirements of the Society. The Executive Director is an at will employee. When authorized by a BOD motion, the Executive Director will establish a line of credit to support Society operations, open and close bank accounts, secure credit and may pledge Society assets (e.g. cash) as collateral.

10.2.4 The President. Presidential candidates must be members in good standing whom have previously served on the Board of Directors or on the Executive Committee in some capacity in order to be eligible for the office of President. The term of office for the President is one year. The President cannot succeed him or herself. In the event that the President is unable to complete his or her term, the Immediate Past President shall assume the office of President. Should this individual be unable to serve the unexpired part of the term, the office shall be transferred to the former President of most recent service who is able to assume this office. In the event that there is no former President who is willing or able to assume office, the President-Elect shall then assume the office of President. The Office of President is conferred to the President-Elect automatically at the expiration of the President's term. The President serves a 1-year term, but that term may be renewed or extended for an additional 1-year term by vote of the Board up to potentially three more years for a term not to exceed 4 years and to be voted on each year and extended thereafter based on the performance of the President.

10.3 Officer Responsibilities

10.3.1 The President. The President is the Chair of the Society's Executive Committee. The President in conjunction with the Executive Committee shall prepare an Annual Report describing the accomplishments, activities, challenges, etc. of the Society to the Board of Directors.

10.3.2 The President-Elect. The President-Elect chairs the Strategic Planning Committee, is a member of the Governance Committee and is a member of the Executive Committee. Candidates for the office of President-Elect must be members in good standing who have previously served on the Board of Directors or on the Executive Committee in some capacity, or as chair, vice chair, or program chair of one of the SCS' major conferences.

10.3.3 The Activity Vice-Presidents. The activity Vice Presidents are appointed by the incoming president and serve at the will of the President and report to the Executive Committee of which they are members. The Four Activity Vice Presidents are Vice President of Conferences, Vice President of Membership, Vice President of Education and the Vice President of Publications. They

oversee the standing operating committees related to their activity area. The term of office for each Vice President is one year. Vice Presidents may succeed themselves. Vice Presidents are subject to approval by the Board of Directors.

10.3.4 The Immediate Past President. The Immediate Past President is a member of the Board who also serves in a consultative/advisory capacity to the President and Chairman of the Board. The Immediate Past President is a voting member of the Executive Committee.

10.3.5 The Executive Director. The Executive Director is hired by the Board of Directors and is a paid employee. The Executive Director is a voting member of the Executive Committee and the Board of Directors and the Secretary for the Board of Directors. The Executive Director reports to the Board of Directors' chair. The Executive Director manages the day-to-day operations of the Society in accordance with established Board policy and Executive Committee procedures. The term of office for the Executive Director is at will. The Executive Director is responsible to supervise the SCS paid staff.

10.3.6 The Secretary. The Secretary shall maintain the legal record of Board meetings and other such duties as are determined by the Board of Directors, and is a voting member of the board.

10.3.7 The Treasurer. The Treasurer is elected by the board from among the elected board members and shall oversee the finances of the Society, report to the Board of Directors on the Society's financial status, as well as perform other such duties as are determined by the Board of Directors and is a voting member of the board. The term of office for the Treasurer is 1 year. The Treasurer may succeed his or her self.

10.3.8 Board Members. The members of the board are elected by the membership. The term of office for Board Members is 3 years. Board Members may succeed themselves. Approximately one third of the board is elected each year.

10.4 Powers of Officers

The Officers have only those powers expressly set out in these Bylaws, or which are granted to them by the Board of Directors, or which normally pertain to their offices as defined by their job description.

10.5 Compensation of Officers

Officers and Directors, with the exception of the Executive Director, shall not receive compensation for their services as officials of the Society. However, nothing herein shall preclude them from receiving compensation for serving the Society in any other capacity.

At its discretion, the Board of Directors may authorize reimbursement of officers of the Society for documented and authorized travel and per diem expenses associated with the performance of their official duties on behalf of the Society.

10.6 Removal of Officers and Directors

The Chairman of the Board via official letter or e-mail message of the importance of meeting attendance will remind a Board member who misses two consecutive meetings without an acceptable excuse. If, following that notice, the member misses a third consecutive meeting, he or she will be asked to resign. In the event that an Officer or a Director fails to execute the duties of their office or in the event of serious misconduct, an Officer or a Director may be removed for cause based on 2/3 majority vote of Directors in office. Removal from office for cause will disqualify the individual removed from running for office in the next election cycle.

11. Administration

11.1 Office Staff

Qualified individuals shall be employed or retained for the positions required to carry out the day-to-day administrative business of the Society. The Executive Director shall fill each position by hire or appointment and the individuals so hired or appointed shall serve at the pleasure of the Executive Director except as may otherwise be stated in a written contract signed on behalf of the Society by the Executive Director or the President (or if the President is not available, the President-Elect).

The agreements are subject to review and audit by the Board of Directors to ensure compliance with established policy.

11.2 Restrictions

No member of the Board of Directors or Executive Committee, with the exception of the Executive Director, may be employed by the Society, either as a staff member, contractor, or in a work for hire situation without prior explicit approval by the Board of Directors.

12. Parliamentary Authority

12.1 Authority

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

12.2 Special Rules of Order

The following special rules of order apply:

- A "majority vote" is a majority of all votes cast, ignoring abstentions and invalid ballots.
- A "quorum" of the Executive Committee is four voting members.
- A "two-thirds vote" is two-thirds of the votes cast, and a "unanimous vote" is all of the votes cast, ignoring abstentions and invalid ballots.
- The chairs of the Society's committees and Board are non-voting members of their bodies, except to break a tie vote.

13. Changes to the Bylaws

Subject to the limitations set forth in California Corporation Code Section 7150 (a), these

Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of all the Directors-in-office.