

## **BYLAWS**

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### **ARTICLE I**

#### *Purpose*

**SECTION 1. Name:** The name of the organization shall be the Society for Neuro-Oncology ("SNO").

**SECTION 2. Purpose:** SNO is organized to promote development of the field of neuro-oncology as follows: by establishing and promoting high standards for the treatment of patients with cancer affecting the nervous system; by encouraging the accurate reporting of the results of advances in the field; by elevating and sustaining the education of all involved in neuro-oncology, and by encouraging mutual fellowship, goodwill, and scientific collaboration among physicians and scientists actively involved in the field of neuro-oncology.

**SECTION 3. IRC Section 501(c)(3) Purposes:** SNO is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE II**

#### *Officers*

**SECTION 1. Positions.** The officers of SNO shall be a President, a Vice-President, and a Secretary-Treasurer. Officers must have a graduate degree consisting of medical doctor (M.D.), doctor of osteopathy (D.O.), doctor of philosophy (Ph.D.), or equivalent, alone or in combination, and must reside in North America.

**SECTION 2. Election and Term of Office.** The President, the Vice-President, and the Secretary-Treasurer shall be elected by active members and shall serve for a term of two years. Elections for President, Vice-President and Secretary-Treasurer shall be held every two years. If a vacancy occurs in the office of President, the Vice-President shall exercise the duties of President. If a vacancy occurs in any office other than President, the Board of Directors may elect a person to fill the unexpired term. Neither the President or Vice-President shall serve consecutive terms, but may be re-elected in future years after an

interval of two years has elapsed. An incoming president may not represent the same medical specialty as the outgoing president. The Secretary-Treasurer may serve no more than four consecutive terms (eight years).

**SECTION 3. *Resignation and Removal.*** Any officer may resign at any time by delivering a written resignation to the President or Secretary-Treasurer. Such resignation shall take effect upon its receipt or at any later date specified. Whenever in the judgment of the members the best interests of SNO would be served thereby, any officer may be removed from office by the affirmative vote of two-thirds of the members, at any meeting of the members duly called either in person or by electronic mail or teleconference, and at which a quorum is present.

**SECTION 4. *President.*** The President shall be the chief executive officer of SNO, shall be a member ex-officio of all standing committees, shall be the Chair of the Board of Directors, and shall be generally responsible for fulfilling the purpose of SNO as articulated by the membership, the Board of Directors and these Bylaws. The President, or in the President's absence, the Vice-President, or in the Vice-President's absence the Secretary-Treasurer, shall preside at all meetings of SNO.

**SECTION 5. *Vice-President.*** In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such others duties as the Board of Directors may prescribe.

**SECTION 6. *Secretary-Treasurer.*** The Secretary-Treasurer shall maintain the minutes of meetings of the Board of Directors, and shall perform like duties for standing committees when required. The Secretary-Treasurer shall cause notice to be given of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the President, under whose supervision the Secretary-Treasurer shall function. The Secretary-Treasurer shall keep a membership book containing the name and address of each member. The Secretary-Treasurer shall have custody of the seal of SNO, and the Secretary-Treasurer shall have authority to affix the seal to any instrument requiring it and to attest to its authenticity. The Board of Directors may give general authority to any other officer to affix and attest to the seal of SNO. The Secretary-Treasurer shall also attest all instruments signed by the President or Vice-President. The Secretary-Treasurer shall certify and keep the original or a copy of these Bylaws as amended or otherwise altered to date. The Secretary-Treasurer shall have custody of all SNO funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to SNO, and shall deposit all monies and other valuable effects in the name and to the credit of SNO in such depositories as may be designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of SNO as ordered by the Board of Directors, taking proper vouchers for such disbursements. The Secretary-Treasurer shall make a report of the finances of SNO annually to the Board of Directors, and shall otherwise render an account of transactions as Secretary-Treasurer and of the financial condition of SNO in accordance with currently acceptable accounting practices.

**SECTION 7. *Reimbursement.*** Officers shall not be entitled to compensation for their services as Officers, but may receive reimbursement for any reasonable expenses incurred in authorized activities.

### **ARTICLE III**

#### ***Board of Directors***

**SECTION 1. *Powers.*** The business and affairs of SNO shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of SNO and take all lawful actions not prohibited by these Bylaws.

**SECTION 2. *Number and Election.*** The Board of Directors shall consist of fifteen voting members: the President, Vice-President, Secretary-Treasurer, and immediate Past President who shall serve during their terms; and eleven other Directors who shall be elected to three-year staggered terms by the active members. In addition, the President may appoint ex-officio Directors. Each Director elected shall hold office until such Director's successor is elected or until such Director's earlier resignation or removal. Directors may be re-elected to no more than two consecutive terms. Except for the Allied Health Representative, all Directors must be physicians or scientists with advanced graduate degrees (M.D., D.O., Ph.D. alone or in combination) and reside in North America. One Director will be elected from each of the following specialty areas:

- Allied Health
- Basic Science
- Medical Oncology
- Neurology
- Neuroradiology
- Neurosurgery
- Pathology
- Pediatrics
- Radiation Oncology
- Young Investigator (advanced degree awarded within five years prior to election)
- Other Specialties: Biostatistics/Epidemiology/Radiology/Psychology and other professionals involved in the care, education, and research for neuro-oncology patients

**SECTION 3. *Vacancies.*** Any vacancy occurring on the Board of Directors may be filled until the next election *by appointment by the President and* by the affirmative vote of a majority of the Board of Directors in office, even if less than a quorum.

**SECTION 4. *Meetings.*** Regular meetings of the Board of Directors shall be held on such dates and at such times and locations as may be designated by the Board of Directors.

**SECTION 5. *Notice.*** Notice of a meeting of the Board of Directors is to be given by email, fax, or postal mail addressed to each Officer and Director at least ten days before the meeting. Notice shall be deemed given when it is placed in the mail or at the time notice is sent electronically. The notice need not specify the purpose or business of the meeting.

**SECTION 6. *Quorum and Vote at Meetings.*** At any meeting of the Board of Directors, one-third of the Board of Directors in office shall constitute a quorum for the transaction of business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute or these Bylaws. If, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the original meeting.

**SECTION 7. *Action Without Meeting.*** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by or designated by response via electronic mail from all of the Board of Directors.

**SECTION 8. *Telephone Meetings.*** Any or all of the Board of Directors or of any committee of the Board of Directors may participate in a meeting of such Board of Directors or committee by means of conference telephone or similar communications equipment.

**SECTION 9. *Resignation and Removal of Directors.*** Any Director may resign by written notice to the President. Unless a later date is specified in such notice, the resignation shall take effect upon its receipt. Whenever, in the judgment of the Board of Directors, the best interests of SNO will be served

thereby, any Director may be removed from office by a two-thirds vote of the Board of Directors in office, at any meeting of the Board of Directors duly called and at which a quorum is present.

**SECTION 10. *Committees.*** The Board of Directors may, by a resolution adopted by a majority of the Board of Directors in office, appoint from among its members one or more committees composed of two or more Directors, for such purposes and with such powers as the Board of Directors may provide, except that no such committee shall have or exercise the authority of the Board of Directors in the management of SNO.

**SECTION 11. *Reimbursement.*** Directors shall not be entitled to compensation for their services as Directors or as committee members but may receive reimbursement for any reasonable expenses incurred during authorized activities.

#### **ARTICLE IV** *Membership*

**SECTION 1. *Members.*** There shall be four categories of membership in SNO: Full Member, Trainee Member, Student Member and Emeritus Members. Only Full Members, Trainee Members and Emeritus Members shall be entitled to vote in general elections and in SNO business meetings. The membership is international in scope and there is no limit to the number of members.

**SECTION 2. *Age of Members.*** There shall be no restriction on the age of a member.

**SECTION 3. *Full Member.***

- A.** An applicant for Full Membership in SNO must have a demonstrated professional interest and/or practice which includes neuro-oncology. Full Membership is open to clinicians, researchers, industry professionals, nursing professionals, foundation personnel, and all others whose work focuses on CNS tumor treatment or research. An applicant for Full Membership must have a record consistent with the highest ethical, medical and scientific standards of his or her profession.
- B.** Each applicant for Full Membership shall file with the SNO Administrative Office a current curriculum vitae (CV) or professional resume and such other information as deemed necessary by the Membership Committee to determine the applicant's qualifications for membership. The names of applicants for Full Membership who do not file such documentation with the SNO Administrative Office within six months of their application shall be forwarded to the Membership Committee who shall obtain information as necessary to determine the applicant's qualifications for membership.

**SECTION 4. *Trainee Member.*** An applicant for Trainee Membership must be a professional who is actively engaged in a formal scientific or clinical subspecialty training program (residency, fellowship, etc.) that would lead to eligibility for Full Membership. A Trainee Member may not hold a faculty appointment and no individual shall remain a Trainee Member for longer than six (6) years. Each applicant for Trainee Membership shall file with the SNO Administrative Office a current curriculum vitae (CV). Trainee members shall be entitled to a reduced rate in annual membership dues as determined by the SNO Board of Directors.

**SECTION 5. *Student Member.*** An applicant for a Student Membership must be a medical student, graduate student or undergraduate student at an accredited institution of higher learning. Each applicant for Student Membership shall file with the SNO Administrative Office a current curriculum vitae (CV), resume, or other documentation which confirms such enrollment. No individual shall remain a Student Member for longer than six (6) years. Student Members shall be entitled to a reduced rate in annual membership dues as determined by the SNO Board of Directors. Student Members shall not be eligible to vote in general elections or at the business meetings of SNO.

**SECTION 6. *Emeritus Member.*** Any Full Member who has remained in good standing for five (5) consecutive years and has attained the age of sixty-five (65) may apply for Emeritus Membership. Requests for Emeritus status shall be submitted by the member to the Membership Committee. Emeritus Membership may also be awarded to any member of SNO by special dispensation of the Membership Committee. Emeritus Members shall have all the privileges of Full Membership. Emeritus Members shall be entitled to a reduced rate in annual membership dues as determined by the SNO Board of Directors.

## **ARTICLE V**

### ***Meetings and Elections***

**SECTION 1. *Meetings of the Members.*** The business meeting and any other regular meetings of the members shall be held on such dates and at such times and places as are determined by resolution of the Board of Directors, upon at least forty-five days written or electronic mail notice to members.

**SECTION 2. *Quorum and Voting Requirements.*** The presence of thirty percent of the active members (or twenty members, whichever is higher) entitled to vote shall constitute a quorum for the transaction of business. The affirmative vote of a majority of those present at a meeting at which a quorum exists shall be sufficient to take or authorize any action of SNO, unless otherwise required by law or these Bylaws.

**SECTION 3. *Nominations for Office.*** No later than June 1 of each year, the Nominating Committee shall select and report to the Secretary-Treasurer the names of nominees for the offices to be filled. The Secretary-Treasurer shall advise the active membership in writing of the nominees by June 15. No later than July 15, any twenty active members of SNO may nominate any additional eligible candidate for office in writing signed by each and sent to the Secretary-Treasurer.

**SECTION 4. *Elections.*** Each Active Member of the SNO shall be entitled to vote in the election of Officers and Directors. The Secretary-Treasurer shall send ballots containing the names of all qualified candidates to each Active Member by August 1. Ballots must be returned no later than *September 15*. Votes for each candidate shall be tabulated and the candidate with the most votes in each office shall be elected. In the event of a tie vote in any election of Officers or Directors, the President shall cast the deciding vote. Those duly elected shall be notified and take office on *September 16*.

**SECTION 5. *Rules of Order.*** The President or other the officer presiding at such meeting shall establish from time to time such rules as shall be deemed appropriate.

## **ARTICLE VI**

### ***Fees***

**SECTION 1. *Initiation Fees and Annual Dues.*** The initiation fee and the annual dues shall be established by the Board of Directors at a meeting where a quorum is present. Applicants for membership in SNO who have received notification of approval of their membership by the Board of Directors on or before September 1 in any year shall pay the initiation fee and annual dues. Applicants elected to membership subsequent to September 1 in any year shall pay the initiation fee but shall not be required to pay annual dues until the following year.

**SECTION 2. *Suspension for Nonpayment.*** Members who do not pay such fees and dues to SNO shall become delinquent on October 15. A default in payment of fees or dues owing for one year shall automatically cause suspension of a member. Any member whose membership in SNO is suspended because of nonpayment of dues as required may apply to the Membership Committee for reinstatement. This Committee shall recommend reinstatement or rejection to the Board of Directors,

which shall then vote on such suspended member's reinstatement. Such vote may take place between annual meetings by electronic mail or written ballot submitted by fax or postal mail, or by direct vote at a meeting of the Board of Directors. A majority vote of the Board of Directors shall be required for reinstatement.

**SECTION 3. *Special Assessment.*** The Board of Directors shall have the power to impose special assessments.

## **ARTICLE VII** *Committees*

**SECTION 1. *Standing Committees.*** The President shall appoint the Chair (or Co-Chairs) and members of all SNO standing committees with the exception of the Chair of the Nominating Committee. The President, Executive Director and the Chief Administrative Officer shall be *ex officio* members of all committees. The standing committees shall include the following:

- A.** The Audit Committee shall consist of the Chair(s), Vice President of the Society and the Secretary-Treasurer. The committee shall have the responsibility of overseeing annual internal audit of the Society's financial affairs, and conveying the audit to the President and the Board, who may approve review of the audit by external committees as needed. The committee shall also advise and make recommendations to the Board of Directors based on findings of such audits. The Audit Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- B.** The Awards Committee shall consist of the Chair who shall be the immediate past Scientific Program Chair. Standing members of the Awards Committee shall include the current Scientific Program Chair(s), the President, Vice President, and the Secretary/Treasurer. Other members with specific expertise in a subspecialty may be added at the discretion of the Chair. The Awards Committee shall develop criteria for all SNO meeting awards, annually review meeting award candidates, and forward to the Board a list of awards and award recipients to be honored at the Annual Meeting. The Awards Committee Chair shall serve a one-year term.
- C.** The Bylaws Committee shall consist of the Chair(s), the Secretary/Treasurer (*ex officio*) and two other members who shall review the Bylaws annually and make recommendations for revision as necessary. Members of this committee shall review any proposed changes and advise the Board of Directors on proposed revisions. The Bylaws Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- D.** The Communications Committee shall consist of the Chair(s), the Secretary/Treasurer (*ex officio*) and other members who shall be responsible for the news section of the Society's official journal and the Society's newsletter, and will have the responsibility of advising the Board of Directors on the Society's internal and external communications. The Communications Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- E.** The Fellowship Match Committee shall consist of the Chair and other members who shall be responsible for developing and applying codes of conduct for fellowship programs, developing and applying codes of conduct for residents, developing match participation agreements, and other actions as necessary to ensure the operations of an effective fellowship matching program. The Fellowship Match Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- F.** The Future Sites Committee shall consist of the Chair(s), a previous Chair of the Annual Meeting Committee and two other members who shall review potential sites and hotel proposals for future meetings, evaluating size and appropriateness of meeting space, availability and quality of

sleeping rooms, proposed room rates, and recommends to the Board the most appropriate venue. The Future Sites Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.

- G.** The Guidelines and Reported Outcomes Committee shall consist of the Chair(s), the Secretary/Treasurer (ex officio) and other members who shall be responsible for the evaluation of internally and externally produced clinical practice guidelines of potential relevance to neuro-oncology practice and recommending approval or revisions before consideration by the Board. The Guidelines and Reported Outcomes Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- H.** The International Outreach Committee shall consist of the Chair(s) and other representative international members recommended by the Chair or President, as approved by the Board of Directors. The committee shall have the responsibility of advising and making recommendations to the Board of Directors on international affairs, promoting international membership, and shall develop the criteria and review candidates for SNO international outreach travel grants and fellowships. The International Outreach Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- I.** The Annual Meeting Committee shall consist of the Scientific Program Chair(s), Education Day Chair (or Co-Chairs), and the immediate past Chair(s) of the Annual Meeting Committee and other members representing each of the SNO specialty areas who shall supervise and coordinate all aspects of the next SNO Scientific Meeting and Education Day. The Meeting Committee members shall serve a one-year term and such term may be renewable at the discretion of the President.
- J.** The External Relations Committee shall consist of the Chair(s) and other members who shall evaluate and provide guidance to the Board regarding initiatives and programs between SNO and external organizations such as sister membership societies, nonprofit associations and continuing medical education providers. The External Relations Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- K.** The Membership Committee shall consist of the Chair(s) and four members who shall make recommendations to the Board of Directors concerning efforts to promote and increase membership in Society. They shall also review and vote on all applicants for membership and shall evaluate a member's professional conduct as requested by a majority of the Board of Directors. The Membership Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- L.** The Nominating Committee shall consist of the following members: the past President (Chair), the President, the Vice-President, and two members chosen by the non-officer members of the Board of Directors. The Nominating Committee shall present to the Secretary-Treasurer two (2) candidates for the Board of Directors or for election to offices of SNO by June 1 in each year. In selecting candidates for office, the Nominating Committee shall consider the candidates past service and demonstrated commitment to the mission of SNO.
- M.** The Public Policy Committee shall consist of the Chair(s), the Secretary/Treasurer (ex officio) and other members who shall advise the Board on legislative, regulatory and advocacy issues that may impact or be of interest to the SNO membership. The committee shall evaluate and recommend official position statements and act as a conduit for enquiries of a public policy nature from external constituencies. The Public Policy Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- N.** The Website Committee shall consist of the Chair(s) and other members who shall have the responsibility of coordinating and overseeing the Society's official website. The Website

Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.

- O. The Wellness Committee shall consist of the Chair(s) and other members who shall have the responsibility of recommending initiatives and programs to the Board of Directors that contribute to the improvement in wellness and work/life balance amongst the SNO membership. The Wellness Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- P. The Women in Neurooncology Committee (WiN) shall consist of the Chair(s) and other members who shall recommend to the Board initiatives and programs that contribute to the advancement of the careers of women members of SNO. The Women in Neurooncology's Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- Q. The Young Investigators Committee shall consist of the Chair(s) and other members who shall have the responsibility of advising the Board of Directors on issues pertaining to graduate students, residents, fellows and members within the first five years of their initial clinical or academic appointment. The Young Investigators Committee shall also have the responsibility of coordinating the SNO Grant Review initiative. The Young Investigators Committee members shall serve a two-year term and such term may be renewable at the discretion of the President.
- R. The SNO Historian shall be appointed by the President and shall maintain and update the historical archives of the Society. A report will be generated by the Historian each year. The Historian shall serve a two-year term and such term may be renewable at the discretion of the President.

**SECTION 2. *Other committees.*** The President may appoint on an ad hoc basis committees other than standing committees.

**SECTION 3. *Quorums.*** The majority of each committee shall constitute a quorum thereof. Each committee may select its own secretary.

**SECTION 4. *Annual Report.*** The Chair of each standing committee shall make an annual report to the Board of Directors at a time designated by the President and shall otherwise report to the Board of Directors upon request as warranted by such committee's activities.

**SECTION 5. *Expenditures.*** Except to the extent specified in these Bylaws or authorized by resolution of the Board of Directors, no committee or committee Chair or member shall be authorized to represent or bind the SNO in any manner or to any degree, or to incur any liability, obligation, contract or debt on behalf of the SNO.

**SECTION 6. *Term of office.*** The term of office of a member of any committee shall end with the conclusion of the term of the President in office at the time of appointment.

**SECTION 7. *Meetings.*** Any committee shall meet at the call of its Chair or of any two members of the Committee.

**SECTION 8. *Voting.*** Each committee member shall be entitled to one vote, either in person, by electronic mail, or by signed proxy.

**SECTION 9. *Publications.*** Publications and official information, proceedings, and papers presented at SNO sponsored scientific meeting and committee investigations must be approved by the Board of Directors before publication. However, the SNO Newsletter may be published after approval by the President (or his/her designee) and the Secretary-Treasurer.

## ARTICLE VIII



## *Foundation of the Society for Neuro-Oncology*

**SECTION 1. Purpose.** The Foundation will have responsibility limited to fundraising for SNO. The Foundation will also make recommendations for use of funds to the Board of Directors, but the ultimate decisions regarding the use of such resources will remain with the Board of Directors. Funding will be utilized for meritorious purposes as designated and approved by majority vote of the Board of Directors.

**SECTION 2. Administrative Structure.** The Foundation will be part of and governed by the Society for Neuro-Oncology. The Foundation will report administratively to the Board of Directors. The Foundation will consist of executive board members who will serve a four-year term that may be renewed for two additional terms at the discretion of the SNO Board of Directors. The number of Foundation board members will be determined by the Board of Directors to be sufficient to execute the business of the Foundation. The Foundation shall include a Chairperson, who will also become a non-voting member of the Board of Directors. The Chairperson of the Foundation cannot be the current President of SNO.

**SECTION 3. Meetings and Reports.** The Foundation will meet at the Annual Meeting of SNO and the Chairperson will prepare an annual report which will be submitted prior to the annual meeting to the Board of Directors. The Foundation will also meet in person or by teleconference at other times as deemed necessary to carry out its functions.

**SECTION 4. Relationship of the Partners Advisory Council (PAC) to SNO.** The PAC will be an external committee of the Foundation and is not an official committee of the Society for Neuro-oncology or governed by SNO except as designated herein. The PAC will consist of a committee, which can include the current Chairperson of the Foundation, one Officer (President, Vice President, Secretary or Treasurer) of the Board of Directors as appointed by the Board to a two year term coincident with their Board Officership, and additional committee members at large, the latter consisting of members appointed by the Platinum sponsors to SNO during the 12 month period as defined from the last day of the SNO annual meeting from the preceding year, to the last day of the annual meeting of the current year. The PAC will meet at the annual meeting or at other times it deems necessary. The PAC can make recommendations to the Chairperson of the Foundation for consideration by the Foundation, who may convey such recommendations if approved by majority vote of the Foundation to the Board of Directors for consideration. Any decisions regarding such recommendations will be subject to majority vote of the Board in Article VIII Section 1 above. The Officer of the Board serving on the PAC will abstain from voting on any such recommendations made to the Board by the Foundation.

## **ARTICLE IX**

### *Journal*

**SECTION 1.** The Society shall publish a scholarly journal, which shall be the official journal of the Society to which all Society members shall automatically subscribe, with the exception of senior and honorary members.

**SECTION 2.** The Board of Directors shall appoint an Editor-in-Chief of the Journal who must be an Active Member of the Society and who shall serve for a period of seven years, renewable once for a three-year term, but not more than ten consecutive years.. This period may be lengthened or shortened for due cause by approval of the Board of Directors. The Editor-in-Chief shall appoint an Editorial Board of limited tenure; members of the Editorial Board shall serve for periods of two, three, four or five years, renewable at the discretion of the Editor-in-Chief but for not more than ten consecutive years. The majority of the Editorial Board shall be composed of Active or Associate members of the Society. The size of the Editorial Board will be such as to meet the needs of the Journal as determined by the Editor-in-Chief. The Editor-in-Chief, with the advice of the Editorial Board, shall have full authority and

responsibility for control of the Journal editorial policy and arrangements for publication. The Editor-in-Chief will be an ex-officio member of the Board of Directors with no voting rights.

When a new Editor-in-Chief is to be selected, a Search Committee shall be appointed by the President with approval of the Board of Directors no later than one year before the expiration of the term of the incumbent Editor-in-Chief.

**SECTION 3.** The Editor-in-Chief shall make an annual report to the Board of Directors and the Society on the status of the Journal. There will be a meeting of the Editorial Board at the Society's annual meeting.

**SECTION 4.** *Honorarium/compensation for Editor-in-chief of officially-designated SNO journal(s):* the Board of Directors of SNO may receive and formally review proposals for compensation of efforts of Editor-in-chief(s) of officially-designated SNO journal(s). The Board and President of SNO reserve the right to alter the proposed amount and frequency and timing of distribution of proposed compensation, following review of such proposals. Such compensation may be a one-time or recurring event as justifiable. Proposals must be approved by a two-thirds majority of the voting members of the current Board. Any approved proposal which involves recurring compensation for the Editor must be reviewed and re-approved by the Board at least every five years, and upon any personnel change in the Editor's position.

## **ARTICLE X**

### *Indemnification*

**SECTION 1.** SNO shall indemnify to the maximum extent permitted by law (but only to the extent covered by any insurance the SNO may from time to time maintain or as otherwise may determine by the Board of Directors) each officer and director, and each former such person, against expenses, judgments, and fines actually and necessarily incurred by such officer or director in connection with the defense or any action, suit, proceeding, or whatever nature, whether civil, criminal, legislative, administrative, or investigative, in which such covered person is made a part by reason of serving the SNO in such capacity.

**SECTION 2.** This indemnification extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such covered person or that such covered person shall be found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the covered person was done in good faith and with the belief that it was in the best interests of the SNO and on the reasonable assumption of its legality. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such covered person has been adjudged to be liable for negligence or misconduct in the performance of any duty.

**SECTION 3.** The indemnification herein shall not preclude other rights which such covered person may have under any agreement, vote of the Board of Directors or otherwise.

**SECTION 4.** The indemnification provided herein shall be effective only upon a determination by the Board of Directors (upon the vote of disinterested Officers and Directors only) or upon the Board of Directors' request, by independent legal counsel, that the standards for such indemnification have been met.

## **ARTICLE XI**

### *IRC 501(c)(3) Tax Exemption Provisions*

**SECTION 1. *Limitations on Activities.*** No substantial part of the activities of SNO shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and SNO shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, SNO shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**SECTION 2. *Prohibition Against Private Inurement.*** No part of the net earnings of SNO shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of SNO.

**SECTION 3. *Distribution of Assets.*** Upon the dissolution of SNO, its assets remaining after payment, or provision for payment, of all debts and liabilities of SNO shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**SECTION 4. *Private Foundation Requirements and Restrictions.*** In any taxable year in which SNO is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE XII**

### *Amendments*

These Bylaws may be amended by a majority vote of the Board of Directors by electronic mail, teleconference, or at a meeting at which a quorum exists, or by a two-thirds majority of those members present at a Business meeting at which a quorum exists, provided a written or electronic mail copy of said amendment is filed with the Secretary-Treasurer and notice therefore is given in writing to the members at least 45 days before said meeting. Any amendments failing to receive a two-thirds vote shall be submitted to the membership at large, by written or electronic mail ballot, approval of said amendment requiring a two-thirds vote of those responding within 45 days of the distribution of the ballot.

## **ARTICLE XIII**

### *General Provisions*

**SECTION 1. *Execution of Instruments.*** All checks or demands for money and notes of the SNO shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**SECTION 2. *Seal.*** The SNO may have a seal of such design as the Board of Directors may adopt. The custody of this seal shall be with the Secretary-Treasurer who shall have authority to affix the seal to all instruments for which it is required.

**SECTION 3. *Fiscal Year.*** The fiscal year of SNO shall be as determined by the Board of Directors.

**SECTION 4. *Principal Office:*** SNO is located in Harris County, State of Texas.

**SECTION 5. *Change of Address:*** The designation of the county or state of SNO's principal office may be changed by amendment of these Bylaws.

**SECTION 6. *Other Offices:*** SNO may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.