

# Society Constitution and Bylaws

---

*Approved by Council on June 9, 2001, with revisions approved by vote of the membership, June 4th, 2007. Further revisions approved by vote of the membership, January 15<sup>th</sup>, 2020.*

## Constitution

### ARTICLE I. - Name

The name of this organization shall be the American Peptide Society, Inc.

### ARTICLE II. - Purpose

Section 1.

The purposes of the Society are to advance, promote and disseminate knowledge of the chemistry and biology of peptides and proteins, and to support the community of peptide scientists. The Society is committed to including and supporting all individuals engaged in or interested in peptide science.

Section 2.

The Society is organized exclusively for scientific, literary, educational or charitable purposes within the meaning of Section 501 (c) [3] of the Internal Revenue Code of 1954.

Section 3.

Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c) [3] or corresponding portion of any future United States Internal Revenue Code.

### ARTICLE III. - Officers

The Officers of the Society shall be the President, the President-Elect, Immediate Past-President, the Secretary and the Treasurer.

## **ARTICLE IV. - Council**

The Council shall serve as the Board of Directors and is composed of the elected Councilors.

## **ARTICLE V. - Membership**

The Society shall consist of various categories of membership including Active Members, Student Members, Honorary Members, and Associate Members.

## **ARTICLE VI. - Meetings**

The Society shall hold at least one scientific meeting and one General Assembly of the membership of the Society every two years. The Council shall hold at least one annual business meeting. Special meetings may be held as required.

## **ARTICLE VII. - Amendments**

Section 1.

A petition to change the Constitution must bear the signatures of at least fifty Active Members or of a majority of the Council. Active Members shall be notified of the proposed amendment(s). Enactment requires the approval of three-fifths of those Active Members responding and voting by mail ballot or electronic ballot on the proposed amendment(s). Enactment also requires the approval of a two-thirds majority of elected Council members.

Section 2.

Amendments made necessary by law will become effective immediately without membership consent unless a vote is requested by the Council.

## **ARTICLE VIII. - Termination**

If the Society ceases to exist, all monies and assets of the Society after payment of all outstanding debts, shall be contributed to the Federation of American Societies For Experimental Biology, which is tax exempt under Section 501 (c) [3] of the Internal Revenue code. Another nonprofit organization may be designated for partial or full contribution upon termination of the Society if approved by the Executive Committee and by a 2/3 vote of the entire Council.

# **Bylaws**

## **ARTICLE I. - Membership**

## Section 1. Membership Categories

1. Active Member: Any professionally qualified scientist engaged or interested in the chemistry or biology of peptides and proteins, as defined by the Council, shall be eligible for active membership in the Society. Active Members are eligible to vote in Society elections if they are Active Members as of December 31 of the previous calendar year.
2. Student Member: Any qualified undergraduate or graduate student engaged in the chemistry or biology of peptides and proteins shall be eligible for Student Membership.
3. Honorary Member: Any meritorious individual who is approved by a vote of the Council shall be accepted as an Honorary Member of the Society.
4. Associate Member: Any individual shall be eligible for an Associate Membership, which is granted by vote of the Council. Associate Members are not Active Members, but are otherwise given access to communications and promotions that are available to Society members.

## Section 2. Application and Election of Members

Admission as a member in any of the categories set forth in Section 1 shall be determined by vote of the Council. The Council shall first satisfy itself as to the eligibility and fitness of an applicant for admission in such a manner as it shall designate.

## Section 3. Membership Resignation

Any Member may resign from the Society by delivering to the Secretary a signed letter of resignation or an electronic communication from a verifiable source.

## Section 4. Review of Membership

Periodically, the Council may review membership to ensure Active Members are current contributors to peptide science and/or the peptide science community. This review can result in a change in membership status, for example from an Active Member to an Associate Member.

## Section 5. Suspension or Expulsion of Members

Any Member may be either suspended or expelled following due process for conduct prejudicial to the Society as governed by Article XII. However, Article VI, Section 3 of the Bylaws shall exclusively govern the suspension of a Member for nonpayment of dues.

## Section 6. Membership Reinstatement

Any former Member not expelled by the Council may apply to the Chair of the Membership Committee for reinstatement to Society membership. The candidate will resume full membership following Committee recommendation, approval by Council and payment of a reinstatement fee.

#### Section 7. Privileges of Active Members

Only Active Members shall be eligible to vote, to be elected to the Council, and to be officers of the Society.

### **ARTICLE II. - The Officers and Council**

#### Section 1. Election of Council

1. The Society shall be governed by a Council which shall serve as a Board of Directors and consist of at least fifteen Members, each of whom shall serve for a period of six years. Council members shall serve for no more than two full consecutive terms. In the event of a change in election process (section 5, below), Councilors may exceed their designated terms for a limited period of time (not to exceed one year) until newly elected Council Members have officially taken their office.
2. With the exception of a change in the election process (section 5, below) the Councilors shall be elected in odd numbered years by written ballot or electronic ballot distributed to the Active Members at least sixty days prior to the biennial Symposium or by May 1, whichever is the longer period of time. To be valid, ballots must be returned to the business office of the Society or to another site designated on the ballot, at least fifteen days prior to the biennial Symposium. Validation of election results shall be made by the Executive Committee prior to the biennial business meeting at which time the terms of office of the new Councilors shall commence. Exceptions to this timetable for ballot return and validation is allowed in the case of a change in the election process as approved by Council.
3. (1) One third of the Council is to be elected in each biennial election. (2) There shall be more nominees for the vacant Council seats than there are vacant seats. (3) Nominations for expiring Council seats are to be solicited from the membership. Nominations by the Nominating Committee may not be limited to those individuals' names provided by the membership. Petition nominations for the Council receiving the signature support of twenty-five Active Members and received by March 1 of the odd numbered year will automatically be placed on the ballot. (4) The Nominating Committee shall inform the Council of all names to be put on the ballot. (5) The written ballot or electronic ballot shall be accompanied by biographical information for each candidate. The voting procedure shall be determined by the Council.

4. (1) The five successful candidates for Councilor shall have received the five highest numbers of votes. (2) Write-in votes shall not be accepted. Votes cast for individuals not on the ballot will not be included in the final tally.
5. If a vacancy occurs on the Council, the Council shall designate an Active Member to serve until the next election in the subsequent odd numbered year.

## Section 2. Election of Officers

1. (1) The President-Elect is to be elected in each biennial election. The Secretary and Treasurer are to be elected in alternate biennial elections. (2) There shall be at least two nominees for each office. (3) Direct election of Officers will follow procedures that are in accordance with those for direct election of Council relative to the activities of the Nominating Committee and timetable for nominations, balloting of active members of the Society, and validation of the election. (4) The current President and Immediate Past President cannot be a candidate for the office of President-Elect.
2. The Executive Committee will consist of the President of the Society (who will serve as Chairperson of the Executive Committee), the President-Elect, the Past President, the Secretary and the Treasurer of the Society. The Council may give to this Executive Committee any of the Council's powers or functions, when approved by a 2/3 vote of the entire Council.
3. Should the Nominating Process fail to identify an eligible candidate for any office, the Officers shall be elected by a majority vote of the Council. With the exception of a change in the election process (section 5, below), this election of Officers shall take place following the biennial election of the Council at the biennial meeting of the Council. No Councilor shall hold more than one office at a time. The term of an Officer designated to fill a vacancy shall be the unexpired term of his/her predecessor.

## Section 3. Terms of Officers

The terms of the President, President-Elect and Immediate Past President shall be two years. The Secretary and the Treasurer shall be elected for four year terms at alternate biennial elections, thereby resulting in overlapping terms. The Secretary and Treasurer may be reelected to their offices. In the event of a change in the election process (section 5, below), Officers may exceed their designated terms for a limited period of time (not to exceed one year) until newly elected Officers have officially taken their office.

## Section 4. Succession of Officers

1. The President-Elect shall succeed to the office of the President upon completion of the President's term. If a vacancy occurs in the office of the President, the President-Elect

will succeed to the office of the President upon notification by the Executive Committee. If the President is unable or unwilling to act, the President-Elect will temporarily assume the duties of President. If the unfulfilled term is more than one year, the completion of the resigned President's term shall constitute the President-Elect's Presidential term. In this circumstance both a President and President-Elect will be elected in the next election. If the unfulfilled term is less than one (1) year the President-Elect shall, upon recommendation by majority of the Council, serve as President for the remainder of the unfulfilled term and for the succeeding full term. A President-Elect succeeding to the office of the President shall not serve as President for more than three consecutive years. Following the completion of the President's two year term, he/she will serve a two year term as Immediate Past-President and remain a member of the Executive Committee.

2. Should an office of Secretary or Treasurer become vacant, the Council shall elect by majority vote a Council Member to fill the unexpired term of that office.

#### Section 5. Change in the Election Process

A change in the election process may be established and approved by Council in the event of exceptional requirements to accommodate: (1) direct election of Officers, (2) direct election of Officers and Council members, (3) direct election of Officers, Council and Nominating Committee Members, and/or (4) changes in the election timetable as requested from the existing Council and/or Nominating Committee.

#### Section 6. Removal from Office

If any Officer is unable to execute his/her duties or if he/she performs them in a manner not in accord with the goals or aims of the Society, he/she may be removed from office by a vote of at least three quarters of the Council. If any Councilor is unable to execute his/her duties or if he/she performs them in a manner not in accord with the goals or aims of the Society, he/she may be removed from the Council by a vote of at least three quarters of the remaining Members of the Council. The general membership may petition the Council to consider removing any Councilor or Officer for the aforementioned reasons. Such a petition must specify reasons and require the signature of at least fifty of the Active Members. The resignation of a Councilor or Officer shall be tendered to the Council.

### **ARTICLE III. - Duties**

#### Section 1. President

The President shall be the principal Executive Officer of the Society and shall preside at all meetings of the Society, the Executive Committee and the Council. At the end of each

presidential term a report shall be made to the Members of the Society covering the activities of the Society and its Council for the full term. The President shall designate the time, place and agenda for any meeting of the Council. The President shall appoint Active Members to the Chairs of the Standing and ad-hoc Committees as required except for the Nominating, Awards, and Symposium Committees. Except for extraordinary circumstances, one Councilor shall be appointed by the President to membership of each Standing Committee. The President shall chair the Board of Inquiry in cases of professional misconduct.

## Section 2. President-Elect

The President-Elect shall, in the absence of the President, preside at all meetings of the Society and the Council. The President-Elect shall perform all executive and other duties ordinarily pertaining to the Office of a Vice President and such other duties as may be delegated to him by the Council. The President-Elect shall be a Member of the Executive Committee and shall succeed to the Office of the President at the biennial meeting next following his becoming the President-Elect. If the President-Elect is temporarily unable or unwilling to act, a Councilor designated by the Council shall act in his/her stead.

## Section 3. Secretary

The Secretary shall oversee the administration of the Society, the Council and the Executive Committee, including elections. The Secretary shall also ensure open communication among the Executive Committee, the Council and the Membership. The Secretary will oversee and certify: that minutes of all business meetings of the Society and the Council are recorded; that minutes are transmitted to all Councilors within thirty days of any such meeting; that a register is kept with the names and contact information of all Members; that a written notice of the date and location of each biennial meeting is provided to each Member at least six months prior to that meeting; that a call for abstracts to be submitted for presentation at the biennial meeting is provided to each Member; and that elections are executed in a timely manner and in accordance with the Bylaws. The Secretary shall be a Member of the Executive Committee and shall perform all other duties ordinarily pertaining to the Office of Secretary or delegated to him/her by the Council or the President. The Secretary will work with Society staff to execute these duties.

## Section 4. Treasurer

The Treasurer shall receive all dues and fees as well as funds donated to the Society and shall disburse the same as authorized by the Council. All withdrawals from the accounts of the Society shall require the signature of the Treasurer. The books, accounts, and vouchers shall be examined at least annually by the Finance Committee and a report of the examinations shall be made to the Council by the Finance Committee Chair. At least once each four calendar years an audit of the Society's books shall be made by an outside auditing firm. Such firm shall be

selected by the Treasurer. The audit results shall be transmitted to the Council through the Finance Committee Chair. The Treasurer shall be a Member of the Executive Committee and shall perform all other duties ordinarily pertaining to the Office of Treasurer or delegated to him by the Council or President. If the Treasurer is unable or unwilling to act, a Councilor designated by the Council shall act in his/her stead.

#### Section 5. Immediate Past-President

The Immediate Past-President will serve as an advisor to the President and other members of the Executive Committee and will perform such duties as designated by the President. If the Immediate Past-President is unable or unwilling to act, the office will remain open until the following term.

#### Section 6. Executive Committee

The Executive Committee is responsible to the Council for its actions. The Executive Committee of the Society shall manage the day-to-day affairs between Business and Council Meetings, except as limited by the Council. The participation of the President and two other Officers shall constitute a quorum. The Executive Committee may make its own rules for the conduct of its meetings. The Executive Committee shall keep a record of its proceedings and shall report on its proceedings to the Council.

#### Section 7. Council

1. The Council shall be the legislative body of the Society. A majority of the Members of the Council shall constitute a quorum for the transaction of business at Council meetings. A majority vote of the Councilors present shall constitute a vote of the Council. Councilors may attend meetings in person or by teleconference.
2. Written promises to pay money above an amount set by Council must have the approval of the President except for the biennial Symposium which must have the approval of the President and the Symposium Chair.
3. The Council at its annual meeting shall review the site, format and contents of the next American Peptide Symposium.
4. The Council shall consider for approval policy recommendations from the committees.
5. The Council shall constitute the Board of Inquiry in cases of professional misconduct.
6. The Past Symposium Chair, the Symposium Chair and the Symposium Chair-Elect may attend the meetings of the Council and shall only have voting privileges if independently elected to Council.
7. Each elected Councilor must serve on at least one committee.



## Section 8. Business Office

The Council shall have the right to establish a Business Office, and to hire staff as needed.

## **ARTICLE IV. - Committees**

### Section 1. Nominating Committee

1. The Nominating Committee shall consist of seven Active Members, at least five of whom shall be elected by the membership at large. Committee Members shall serve for two years. The Chair of the Committee shall be appointed by the President of the Society.
2. The Nominating Committee shall prepare a slate of at least eight Active Members as candidates for the next Nominating Committee, none of whom shall be a Councilor or a Member of the current Nominating Committee. The election of the five Active Members shall occur on the same ballot as the election of Councilors and/or Officers. The five successful candidates for the Nominating Committee shall be those who have received the highest numbers of votes. Subsequently the Council shall designate two Active Members who are not Councilors to serve on the next Nominating Committee.
3. With the exception of a change in the election process, the Nominating Committee shall certify, by a report filed with the Secretary by February 1 prior to the next biennial meeting, its nominations for the Council and/or Officers and the next Nominating Committee.
4. An independent nomination of an Active Member for the Council may be made by a petition of at least twenty-five Active Members.
5. The Nominating Committee shall confirm that all nominees are Active Members and have consented to serve if elected. The Nominating Committee shall validate the petition nominations for Council as provided in Article II Section 1.C.3.
6. All nominations for Council and for Nominating Committee, together with associated information shall be included in ballots and issued through the Secretary. The ballots shall be mailed by post or electronically to all Active Members as provided in Article II Section 1.

### Section 2. American Peptide Symposium Committee

1. The Council shall elect the Chair of the Symposium Committee, who shall serve for two years. The Symposium Committee shall consist of the Symposium Chair, the Symposium Chair-Elect, and Active Members as appointed by the Chair and approved by a vote of the Council. The Council may appoint additional Active Members to this

committee. The immediate Past Symposium Chair shall be invited to be a Member of the Committee.

2. The Symposium Chair shall be responsible for organizing the next American Peptide Symposium, including the appointment of sub-committees as needed from among members of the Symposium Committee.
3. The Symposium Committee shall choose the formats and speakers of the next American Peptide Symposium. The Committee shall submit information about the format and contents of the Symposium to the Council for their review at least one year prior to the Symposium.
4. The Symposium Chair-Elect shall be elected by the Council. This election shall normally occur at least three years before the symposium to be chaired. The Chair-Elect becomes the Chair at the annual meeting of the Council in the year preceding the Symposium.

### Section 3. Finance Committee

A Chair for the Finance Committee shall be elected by the Council from among Council Members. The Chair shall serve for at least two years and thereafter remain as a Member of the Finance Committee for a period of two years. The chair shall appoint at least two Active Members to the Committee. The Treasurer shall be an ex-officio Member of the Finance Committee. The Finance Committee may audit the books of the Society, and shall submit a report of such audits to the Executive Committee and Council as described in Article III, Section 4. The Finance Committee shall make financial policy recommendations to the Council for approval.

### Section 4. Publications Committee

A Chair for the Publications Committee shall be elected by the Council. The Chair shall serve for at least two years and shall appoint Active Members to the Committee. The Publications Committee shall supervise all publications of the Society. This includes Society journals, conference proceedings, the Society website, and any social media accounts that represent the Society. The Publications Committee nominates the Editors of Society publications for approval by Council. It is the duty of the Publications Committee to make publication policy recommendations to Council and to report on the status of the Society website and all other publications.

### Section 5. Liaison Committee

A Chair for the Liaison Committee shall be elected by the Council from among Council Members. The Chair shall serve for at least two years and thereafter remain as a Member of the Liaison Committee for a period of two years. The Chair may appoint additional Active Members to the

Committee. It is the duty of the Liaison Committee to establish and maintain cordial communication with other scientific societies that foster similar goals and aims as those expressed by the American Peptide Society, Inc. or, at the request of the Executive Committee, to discuss liaisons and partnerships on behalf of the Society.

#### Section 6. Awards Committee

A Chair for the Awards Committee shall be elected by the Council from among Active Members. The Chair shall serve for at least two years and thereafter remain a Member of the Awards Committee for a period of at least two years. For each award of the Society, the Chair of the Awards Committee shall: (1) publish a call for submission of nominations for the Award; (2) choose a current Award Nominating Committee of three or more Active Members of the Society, who shall actively solicit the submission of nominations of worthy individuals for the Award; and (3) choose an Active or Honorary Member as Chair of the current Award Selection Committee. The Chair of each Award Selection Committee shall choose at least six confidential members of this committee from the members of the Society. The Chair of each Award Selection Committee shall submit to the President and Chair of the Awards Committee a confidential written report of the specific details of the procedures used to select the recipient(s) of the Award. The Awards Committee shall also evaluate proposals for establishing and funding new awards that recognize the accomplishments of scientists in research, medicine or education.

#### Section 7. Student Affairs Committee

A Chair for the Student Affairs Committee shall be elected by the Council from among Active Members. The Chair shall serve for at least two years and thereafter remain as a Member of the Committee for a period of at least two years. The Student Affairs Committee can be composed of Active and Student Members appointed by the Chair. The Student Affairs Committee shall foster activities that enhance the scientific interest of undergraduate and graduate students in the chemistry and biology of peptides and proteins, encourage their active participation within the Society, provide a position announcement service at the biennial meeting and develop other activities that will encourage continued student membership enrollment.

#### Section 8. Additional Committees

Additional committees may be formed to address areas of importance not addressed by the committees listed above. Formation of new committees, their composition, and their dissolution shall each be approved by a vote of the Council.

### **ARTICLE V - Meetings**

#### Section 1. Place and Date of Meetings

All meetings shall be held at the place and date designated by the Council. Council meetings may be held by teleconference.

## Section 2. Biennial Meetings

The biennial scientific meeting shall be called the American Peptide Symposium. The Council shall approve the place and date of the American Peptide Symposium upon recommendation by the Symposium Committee.

## Section 3. Special Meetings

Special meetings of the Members for any purpose whatsoever may be called at any time by the President or the Council. The Committee chairpersons may call independent meetings as needed. The President shall have the option of convening an Executive Committee or Council meeting at any time.

## Section 4. Council Meetings

The Council shall meet at least once per year. The Council shall meet at each American Peptide Symposium. At the request of the President or three Councilors the Council may hold a special meeting by mail or teleconference. Rules for Council approval are the same as described in Article III, Section 6.A.

## Section 5. Proxy Voting

There shall be no voting by proxy.

# **ARTICLE VI - Dues**

## Section 1. Annual Dues

The annual dues shall be set by the Council upon recommendation by the Finance Committee. Dues may be set to zero.

## Section 2. Payment of Dues

Payment of dues shall be on or before January 1 of the membership year. The dues payment shall cover the period January 1 to December 31 of each year.

## Section 3. Termination for Unpaid Indebtedness

Any Member indebted to the Society for dues or any other item for more than four months shall be notified by mail that his/her membership will be terminated unless the indebtedness is paid within two months from the date of notice. If the indebtedness remains unpaid after the two

month period Council shall terminate the membership. The Council may reinstate a former Member on such terms as Council may designate, but the reinstatement shall not become effective unless the former Member repays all indebtedness due at the time of termination.

#### Section 4. Suspension of Dues

The Council may cancel or reduce the dues or indebtedness of any Member or exempt any Member from future dues or indebtedness in any case where, in the judgment of Council, good cause is shown.

### **ARTICLE VII - Endowments, Bequests and Gifts**

#### Section 1. Endowments

Endowment funds shall be placed into an account or accounts separate from general funds. Endowment funds, principal and/or interest, shall be applied as needed pursuant to the terms set by the donor.

#### Section 2. Bequests and Gifts

Bequests and gifts may be accepted by the Council on behalf of the Society and may be used for any purpose approved by the Council. Dues from Life Members shall be considered as unrestricted contributions.

### **ARTICLE VIII - Amendments**

#### Section 1. Initiation by Petition

A petition to change the Bylaws must bear the signature of at least fifty Active Members or a majority of the Council. Active Members shall be notified of the proposed amendment(s). Enactment requires the approval of three-fifths of those Active Members responding and voting by mail ballot on the proposed amendment(s).

#### Section 2. Amendment by Law

Amendment(s) made necessary by law will become effective immediately without membership consent unless a vote is requested by the Council.

#### Section 3. Bylaws Committee

As needed, the Council may appoint a Bylaws Committee from among Active Members. The duties of the Bylaws Committee shall be to make recommendations to the Society for such

changes in the Constitution and Bylaws as may be required for the legal and proper conduct of the Society's business.

## **ARTICLE IX - Procedure**

Procedures and other items not specified in these Bylaws or by action of the Council, shall be in accordance with the Rules of Order by Henry M. Robert.

## **ARTICLE X - Awards**

### Section 1. Scientific Awards

The Council may establish awards as is deemed appropriate for fostering the goals and principles described in Article II, Section 1 of the Constitution.

### Section 2. Travel Awards

The Council may establish travel awards for meritorious individuals to attend the Society sponsored scientific meetings. Travel award recipients need not be selected using the guidelines in Article IV, Section 6.

### Section 3. Honorary Memberships

The Awards Committee may recommend nominees for Honorary Membership to the Council for its consideration. The Council may designate meritorious individuals as Honorary Members of the Society.

## **ARTICLE XI - Professional Conduct and Disciplinary Procedures**

### Section 1.

Rules of professional conduct for Members of the Society shall be established by amendment of the Bylaws.

### Section 2.

Members shall be bound by the rules of professional conduct as established in Article XII, Section 1. Complaints involving professional conduct of a concerned member must be made in writing and shall be considered by the Executive Committee. The Executive Committee shall make such investigation of the matter as it may deem necessary and shall either dismiss the complaint or, if the Committee is of the opinion the complaint warrants trial, it shall refer the complaint to the Council, which shall constitute the Board of Inquiry.

### Section 3.

The concerned member shall receive thirty-days prior notification of the time and place of the Board of Inquiry hearing of the charges together with a written copy of the charges. The concerned member shall receive an appropriate opportunity to be heard at the hearing. The decision of the Board of Inquiry shall require a two-thirds vote. The Board's decision shall be set forth in writing and shall contain an explanation of the decision. The decision may be made available to any Member upon request if agreed to by the Member who was subject to the proceedings. The decision shall either dismiss the complaint in whole or part, or order the concerned member to be suspended from membership for a definite period or expelled from the Society. The Board of Inquiry's decision shall be final and not subject to appeal.

#### Section 4.

1. Following expiration of the term of suspension the suspended member may apply for reinstatement by sending a letter of request to the Executive Committee. Approval by the Executive Committee and Council are required for reinstatement.
2. Following a period of two years after expulsion, an expelled member may apply for reinstatement by sending a letter of request to the Executive Committee. Approval by the Executive Committee and Council are required for reinstatement.

### **ARTICLE XII - General Prohibitions**

Notwithstanding any provision of the Constitution or Bylaws which might be susceptible to contrary constructions:

#### Section 1.

The Society shall be organized exclusively for scientific and educational purposes.

#### Section 2.

The Society shall be operated exclusively for scientific and educational purposes.

#### Section 3.

No part of the net assets of the Society shall or may under any circumstances inure to the direct benefit of any Member or individual apart from performing the approved services such as audit, speaker's honorarium, etc. All such payments must be approved by a majority of the Council.

#### Section 4.

No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation. This prohibition shall not be construed to prevent

dissemination of information designed to enable legislators or government agencies to make wiser decisions.

#### Section 5.

The Society shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### Section 6.

The Society shall not be organized or operate for profit.

#### Section 7.

The Society shall not:

1. Lend any part of its income or corpus without the receipt of adequate security and reasonable rate of interest to;
2. Pay any compensation in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
3. Make any part of its services available on a preferential basis to;
4. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
5. Sell any securities or other property for less than adequate consideration in money or money's worth to; or
6. Engage in any other transactions which result in substantial diversion of its income to any Officer, Member of the Council or substantial contributor to the Society.

The prohibitions contained in Article XIII do not mean to imply that the Society may make such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.