

# CONSTITUTION – BENTHIC ECOLOGY MEETING

## Article I

### Name

The Name of this organization shall be the Benthic Ecology Meeting ("BEM").

## Article II

### Purposes

**Section 1.** The Benthic Ecology Meeting is a nonprofit organization registered in Alabama and established to run a meeting yearly with the purpose of exchange of scientific information on marine benthic ecosystems and to foster the next generation of marine benthic biologists.

The mission of the BEM is to: promote research in marine benthic ecosystems; support the exchange of information about marine benthic ecology and foster the next generation of marine benthic ecologists through student participation.

**Section 2.** The BEM is organized exclusively for educational and scientific purposes.

**Section 3.** Notwithstanding any other provision of the Constitution and Bylaws, the BEM shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (the "Code"); or (ii) by a corporation contributions to which are deductible under Code Section 170 (c)(2).

**Section 4.** No substantial part of the activities of the BEM shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the BEM 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.

## Article III

Membership in the BEM is open to individuals wishing to participate in promoting the purposes of the BEM. Members join the organization upon registration and payment for the annual meeting.

## Article IV

### Dues

The BEM's membership dues shall be set by the BEM President ~~Governing Board~~ as specified in the Bylaws.

## **Article V**

### **Governing Board**

The affairs of the BEM are managed by a Governing Board. It is the Governing Board's duty to carry out the affairs and purposes of the BEM, and to this end the Governing Board may exercise all powers of the BEM, subject to the restrictions and obligations set forth by law and in the BEM's Articles of Incorporation, this Constitution and the Bylaws.

The Governing Board shall consist of the BEM officers and two Board members elected at-large by the BEM membership. The Governing Board may change the number of Board members elected at-large as necessary to accommodate the purposes of the BEM.

The Board may appoint such additional *ex officio*, non-voting members of the Board as the Board shall deem necessary to accomplish the purposes of the BEM.

The BEM's President shall be the Chair of the Governing Board and will be the organizer of the next upcoming Benthic Ecology Meeting.

All Governing Board members must be members in good standing of the BEM.

## **Article VI**

### **BEM Activities**

In support of its mission, the BEM convenes a yearly meeting to bring together the membership and other interested individuals to present scientific findings and to hold the organization's annual business meeting, whose agenda is determined by the board.

## **Article VII**

### **Amendments**

Constitutional amendments shall be circulated electronically to all members or presented at the annual business meeting. Adoption of said amendments shall be by ~~the~~ electronic affirmative vote of at least a majority of the membership participating in the vote, provided a quorum is reached.

A simple majority of the membership participating in the vote shall constitute a quorum for such purposes.

Changes in the Bylaws shall be made by the board and approved by the membership.

## **Article VIII**

### **Duration and Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county of which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article IX**

### **Headquarters**

The headquarters of the BEM shall be determined by a majority vote of the Governing Board (see “Bylaws, Article I”). The BEM headquarters will: (a) maintain the BEM bank account under the Treasurer’s supervision, (b) house and maintain the BEM society website, and (c) maintain an electronic database containing the BEM constitution, meeting minutes, and historical documents.

## **BYLAWS**

### **Article I**

#### **Governing Board**

**Section 1. Composition, election, term, and qualifications.** The Governing Board shall consist of the BEM officers (see Article II) and two Board members elected at-large by the BEM membership.

The Governing Board may change the number of Board members elected at-large as necessary to accommodate the purposes of the BEM.

The Board may appoint such additional ex officio, non-voting members of the Board as the Board shall deem necessary to accomplish the purposes of the BEM.

The Members at-large of the Governing Board shall be elected by the membership and shall each hold office for a (3)-year term. The terms of the Members at Large are staggered, so that ~~two~~ both terms do not expire in the same year.

All Governing Board members must be members in good standing of the BEM. Board members shall be at least twenty-one (21) years of age.

**Section 2. Regular Meetings.** The Governing Board will hold a regular board meeting at

the annual BEM conference without notice required other than these Bylaws and such resolution. If the date, time, and place of a Board meeting is fixed by the Bylaws or the Governing Board, the meeting is a regular meeting. All other meetings are special meetings.

**Section 3. Special Meetings.** Special meetings of the Governing Board may be called by or at the request of the President or at least twenty percent of the Board members then in office. The person or persons authorized to call special meetings of the Governing Board may fix any place-as the place for holding any special meeting of the Governing Board called by them.

**Section 4. Notice.** Notice of any special meeting of the Governing Board shall be received by each Board member by telephone or email, mail or private carrier, not less than seven (7) days before the time set for such a meeting, and must include the date, time, place, and purpose of the meeting

**Section 5. Quorum.** A majority of the members of the Governing Board in office shall constitute a quorum for the transaction of business at any meeting of the Governing Board.

**Section 6. Manner of Acting.** The act of a majority of the voting Board members present at a meeting at which a quorum is present shall be the act of the Governing Board, except as otherwise provided by law, by the BEM Articles of Incorporation, or by the Constitution and/or Bylaws. Each voting Board member shall have one (1) vote on all matters submitted to a vote of the Governing Board. No voting by proxy shall be permitted.

**Section 7. Teleconferencing.** Any person participating in a meeting of the Governing Board may do so by any means of communication by which all Board members participating may hear each other simultaneously during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 8. Action by Unanimous Written Consent.** Any action required to be taken at a meeting of the Governing Board or any action which may be taken at a meeting of the Governing Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members entitled to vote with respect to the subject matter thereof.

**Section 9. Minutes and Parliamentary Procedure.** Full minutes of each meeting of the Governing Board shall be recorded by the Secretary, containing results of the deliberations of the Governing Board. The minutes shall be submitted to the Governing Board for approval at the subsequent meeting of the Governing Board. All meetings of the Governing Board shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with the Constitution and Bylaws of the BEM, and the BEM Articles of Incorporation, or rules adopted by the Governing Board for its own governance.

**Section 10. Removal or Resignation of Board members.** The membership may remove one or more Board members elected by the members, without cause. A Board member elected by the membership may be removed by the membership only at a special meeting of the membership called for the purpose of removing the Board member, and the meeting notice must state that the purpose or one of the purposes, of the meeting is removal of the Board member. A Board member elected by the Board to fill the vacancy of a Board member elected by the membership may be removed without cause by the membership, but not the Board. A designated Board member may be removed by an amendment to the Articles of Incorporation or Constitution deleting or changing the designation. Any Board member may resign at any time by giving written notice to the President, Secretary, or to the Governing Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 11. Vacancies.** Any vacancy occurring in the Governing Board may be filled at any time by the Governing Board. A Board member appointed by the Governing Board to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. Vacancies may be filled by the affirmative vote of a majority of the Governing Board present at a meeting at which a quorum is present. If the holder of a particular office is designated as a Board member by virtue of their office, and that person dies or resigns from office, his or her successor to that office shall automatically become a Board member.

## **Article II**

### **Officers**

**Section 1. Definition of Officers.** The officers of the BEM shall consist of a **President, Past-President, President-Elect, Secretary, and Treasurer** (the "Officers"). The Governing Board may appoint such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Governing Board. All Officers shall be members of the Governing Board by virtue of their office, unless otherwise determined by the Governing Board. No person may simultaneously hold more than one office.

**Section 2. Election or Appointment, Term and Qualifications.** The at-large board members and Secretary shall be elected by the membership in elections held for this purpose in odd- numbered years so that their terms are staggered. Their election shall be held electronically not less than one month prior to the annual meeting and concurrent with meeting registration and annual dues payment. Upon election, the newly elected at-large board members and Secretary will serve for three years.

The President-elect shall be elected by the governing board in elections held for this purpose every year at the annual Board meeting or electronically not less than one after the annual meeting. Upon election, the President elect will serve until one month after the end of the upcoming annual meeting when they will become the President and will serve in this capacity until one month after the end of the annual meeting that they host at which

time they will serve for an additional year as the Past-President.

The Treasurer shall be appointed by an affirmative vote of the majority of the governing Board and will serve until they resign or until a new Treasurer is appointed by the governing Board. Qualifications important for appointment of Treasurer is experience in handling institutional fiscal matters and a general knowledge of federal and state tax laws as pertains to non-profit agencies.

Officers shall be at least twenty-one (21) years of age.

**Section 3. Removal or Resignation of Officers.** Any Officer may be removed from office at any time by the affirmative vote of a majority of the Governing Board present at a meeting at which a quorum is present, whenever in their judgment the best interests of the BEM would be served thereby. Any Officer may resign at any time by giving written notice to the President or to the Governing Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment at any time by the Governing Board for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Governing Board. Such action shall be effected by the affirmative vote of a majority of the Governing Board present at a meeting at which a quorum is present.

**Section 5. President.** The President shall be the principal officer of the BEM and shall in general supervise and have charge of all of the affairs of the BEM, including organization of the upcoming meeting, pursuant to the direction and oversight of the Governing Board. The President shall preside at all meetings of the Governing Board and shall serve as the Chair of the Governing Board. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Governing Board from time to time. The President shall accede to the role of Past President for one year upon expiration of his or her one-year term as President.

**Section 6. President-Elect.** The President Elect shall assume the duties of the President in the President's absence and assume other duties as assigned by the President. The President-Elect shall accede to the position of President at the expiration of the President's one-year term.

**Section 7. Past President.** The Past President shall assist the President as needed, and provide continuity to the Governing Board.

**Section 8. Secretary.** The Secretary shall record and distribute to the Board the minutes of all meetings of the Governing Board and membership meetings; maintain such minutes in one (1) or more electronic files; see that all notices are duly given in accordance with the provisions of the Constitution and Bylaws of the BEM or as required by law; authenticate records of the BEM; and in general perform all of the duties incident

to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Governing Board.

**Section 9. Treasurer.** The Treasurer shall exercise oversight over all financial business, including funds, securities, and tax filings of the BEM in accordance with the provisions of the Constitution and Bylaws of the BEM or as required by law; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Governing Board.

**Section 10. Delegation of Duties.** One (1) or more duties of any Officer of the BEM may be expressly delegated by the Governing Board or by such Officer to one (1) or more other Officers, employees or agents of the BEM, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the BEM shall in all instances be subject to Article XI (Declaration of Policy) of the BEM's Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the BEM and in matters of policy.

**Section 11. Nominations.** Nominations for elected Officers shall be made by the Governing Board.

### **Article III**

#### **Compensation**

Officers and Board members as such shall not receive any salary for their services; provided, however, that nothing herein contained shall be construed to preclude an Officer or Director from serving the BEM in any other capacity and receiving reasonable compensation for such service.

### **Article IV**

#### **Inurement**

No part of the net earnings of the BEM shall inure to the benefit of, or be distributable to, its Officers, Board members, committee members, employees, or other private persons, except that the BEM shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

### **Article V**

#### **Members**

**Section 1. Members.** The membership of the BEM shall consist of the following classes of membership: full, student, sustaining, associate, emeritus, and life. The characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of

members shall be determined by the Governing Board; provided, however, that only full, student and sustaining members may vote, hold office, or participate in official business of the organization.

(a) Full Member—A full member is an individual member wishing to promote the purposes of the BEM and whose membership is current through the payment of full annual membership dues.

(b) Student Member—Student membership is available to any individual enrolled as a full-time undergraduate or graduate student at an accredited higher education institution and whose membership is current through the payment of student annual membership dues.

(c) Lifetime Member—A life membership at full member status may be awarded by the Governing Board in recognition of exemplary and selfless service to the BEM over many years. Lifetime members are exempt from payment of dues.

The Governing Board may establish other categories of membership, with such rights and obligations as the Board may determine, and may further define the qualifications for membership eligibility and membership rights in any category.

**Section 2. Determination of Membership Dues.** The President with approval of the majority of the Governing Board shall fix the amount of membership dues and/or assessments (if any) for all classes of membership.

**Section 3. Duration of Membership.** The term of membership in the BEM is annual and is dependent upon payment of dues.

**Section 4. Termination of Membership.** Membership in the BEM shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Governing Board, pursuant to procedures established by the Governing Board. In addition, the Governing Board may, by the affirmative vote of a majority of the Board members present at a meeting of the Governing Board at which a quorum is present, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Governing Board in its sole discretion. Such member shall be given reasonable notice thereof and shall be entitled to a hearing before the Governing Board at the next regularly scheduled meeting of the Governing Board. Membership in the BEM also may be terminated by the death of a member, by the timely (as determined by the Governing Board) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

**Section 5. Voting Rights.** Only full and student members may vote, hold office, or participate in official business of the organization.

**Section 6. Annual and Regular Meetings of the Membership.** Annual meetings of the voting membership shall be held at such time and place as may be designated by resolution of the Governing Board, upon no fewer than ninety (90) days' prior notice. The annual membership meeting shall be known as the Business Meeting. The Governing Board may provide by resolution the time and place for the holding of additional regular meetings of the voting membership without notice required other than these Bylaws and such resolution. Annual or regular meetings of the non-voting members are permitted but not required. Notice may be communicated in person, by telephone, email, mail or private carrier.

**Section 7. Special Meetings.** Special meetings of the membership may be called by, or at the request of, the President or five percent of the voting membership. The person or persons authorized to call special meetings of the voting membership may fix any place as the place for holding any special meeting of the membership called by them.

**Section 8. Special Meeting Notice.** Notice may be communicated in person, by telephone, e-mail, mail or private carrier. Notice of any special meeting of the voting membership shall be received by each member no fewer than ten days, nor more than sixty days before the meeting date, and must include the time, date, place and purpose of such meeting. Any member may waive notice of any meeting before, at or after such meeting.

**Section 9. Quorum.** Except as otherwise provided by law, by the BEM's Articles of Incorporation, or by these Bylaws, a simple majority of the membership ~~eligible to~~ shall constitute a quorum to transact business at any meeting of the voting membership called in accordance with these Bylaws.

**Section 10. Chair.** The President shall preside as Chair at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the President-Elect shall serve as temporary Chair.

**Section 11. Manner of Acting.** The act of a majority of the voting members present at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the BEM Articles of Incorporation, or by these Bylaws. Where and in the manner authorized by the Governing Board, any action required to be taken at a meeting of the voting members or any action which *may* be taken at a meeting of the voting members may be conducted by and in accordance with Section 12. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by voting members shall not be permitted.

**Section 12. Action by Written or Electronic Ballot.** Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the BEM delivers a written or electronic ballot to every member entitled to vote on the matter. A written or electronic ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written or electronic ballot pursuant to this section is valid only when the number of votes cast by

ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of Board members; and (3) specify the time by which a ballot must be received by the BEM in order to be counted.

**Section 13. Action by Written Consent.** Any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by eighty percent of the members entitled to vote with respect to the subject matter thereof. Written notice of member approval must be provided to all members entitled to vote.

**Section 14. Minutes and Parliamentary Procedure.** Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing results of the deliberations of the voting membership. The minutes shall be submitted to the voting members for approval at the subsequent meeting of the voting members. All meetings of the membership shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the BEM's Articles of Incorporation, the Act, or rules adopted by the Governing Board or the membership.

## **Article VI**

### **Committees**

**Section 1. Other Committees.** Other committees and working groups not having and exercising the authority of the Governing Board members in the management of the BEM may be designated by a resolution adopted by a majority of the Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, the President shall appoint the members of such committees and members of such committees need not be Board members. The members of the BEM committees must be members in good standing of the BEM.

The BEM President is an *ex officio* member of all committees.

**Section 2. Term of Office.** Each member of a committee shall serve a two-year term of office, which may be renewable for one (1) or more terms, and shall serve until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. There shall be no limit on the number of terms, consecutive or otherwise, that a committee member may serve.

**Section 3. Removal or Resignation of Committee Members.** Any committee member

may be removed from office at any time by the affirmative vote of a majority of the Governing Board present at a meeting at which a quorum is present, whenever in their judgment the BEM interests of the BEM would be served thereby. Any committee member may resign at any time by giving written notice to the President, Secretary/Treasurer, or to the Governing Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

**Section 4. Chair.** One (1) member of each committee shall be appointed as chair of such committee by the President, unless the appointment of such chair shall be made by resolution of the Governing Board.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum and Manner of Acting.** Unless otherwise provided in the resolution of the Governing Board designating a committee, a majority of all voting members of a committee shall constitute a quorum, and the act of a majority of the committee's voting members present at a meeting at which a quorum is present shall constitute the act of the committee. Every committee member shall have one (1) vote on all matters submitted to a vote of the committee, unless a committee member is designated by the Governing Board as a non-voting committee member. No proxy voting by committee members shall be permitted.

**Section 7. Meeting Procedures.** The Committee Chair shall notify members of a Committee of its meeting or meetings. The committee's chair shall designate a Secretary. Full minutes of each meeting shall be recorded by the Secretary, containing results of the deliberations of any committee with recommendations, if any, and submitted within thirty (30) days of each committee meeting to the Governing Board. Any person participating in a meeting of any committee may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. Any action required to be taken at a meeting of any committee or any action which may be taken at a meeting of any committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. All committee meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the BEM Articles of Incorporation, the Act, or rules adopted by the Governing Board.

**Section 8. Limitation on Delegated Authority.** Actions taken by committees shall in all instances be subject to Article XI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the BEM and in matters of policy.

## **Article VII**

### **Finances**

**Section 1. Fiscal Year.** The fiscal year of the BEM shall be such period established by the Treasurer with approval by the Governing Board.

**Section 2. Contracts.** The Governing Board may authorize any Officer or Officers, agent or agents of the BEM, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the BEM. Such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the BEM, shall be signed by such Officer or Officers, or agent or agents of the BEM, and in such manner, as shall be determined by resolution of the Governing Board. In the absence of such determination by the Governing Board, such instruments shall each be signed by the President of BEM.

**Section 4. Deposits.** All funds of the BEM shall be deposited to the credit of the BEM in such banks, trust companies, or other depositories as the Governing Board may select.

## **Article VIII**

### **Books and Records**

The Treasurer shall keep correct and complete books and records of account. The Secretary shall keep minutes of the proceedings of the Governing Board, committees having any of the authority of the Governing Board, and general membership meetings.

## **Article IX**

### **Waiver of Notice**

Whenever notice is required to be given under the BEM's Articles of Incorporation, Constitution, these Bylaws, or by law, the person(s) entitled to receive the notice may provide a signed, written waiver of the notice, which shall be deemed the same as the giving of such notice, without regard to the time stated in the notice. Attendance at a meeting shall constitute waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called.

## **Article X**

### **Declaration of Policy**

Responsibility and authority for any declaration of BEM policy, and/or endorsement,

and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Governing Board. Committees of the BEM are not authorized directly or indirectly to commit the BEM in any way or in any manner, financially or otherwise, without prior approval by the Governing Board, except as specified in the approved budget or in specific resolutions of the Governing Board. The Governing Board, except as herein otherwise provided, shall have control of the affairs of the BEM, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the BEM.

## **Article XI**

### **Limitation of Liability and Indemnification**

**Section 1. Limitation of Liability.** To the fullest extent permitted by the Act and the Internal Revenue Code of 1986, as the same may be amended or supplemented, the personal liability of the Officers and Board members of the BEM is hereby eliminated.

**Section 2. Indemnification.** To the fullest extent permitted by the Act and the Internal Revenue Code of 1986, as the same may be amended or supplemented, the BEM shall indemnify and hold harmless each Officer and Director of the BEM against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an Officer or Director of the BEM, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, except where the injury or damage was a result of: (i) the willful misconduct of such person; (ii) a crime, unless such person had reasonable cause to believe that the act was lawful; (iii) a transaction that resulted in an improper personal benefit of money, property or services to such person; or (iv) an act or omission that was not in good faith and was beyond the scope of authority of the BEM pursuant to the Act or the BEM's Articles of Incorporation, Constitution, or these Bylaws.

Such indemnity shall be effective only in the event that the interested Officer or Director provides the Governing Board, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Officer and Director. The BEM may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Governing Board.

## **Article XII**

### **Amendments**

To the fullest extent permitted under the Act, the power to adopt, amend or repeal the Bylaws shall rest with, and may be executed by, the Governing Board, except a bylaw

that fixes a greater quorum or voting requirement for members may not be adopted, amended, or repealed by the Governing Board. Only the members may approve such a change subject to the Act. These Bylaws may be altered, amended or repealed, and one (1) or more new Bylaws may be adopted, by the affirmative vote of a majority of the members of the Governing Board present at any duly called meeting of the Governing Board at which a quorum is present.

### **Article XIII**

#### **Governing Law**

All questions with respect to the construction of the BEM's Constitution and these Bylaws shall be determined in accordance with the applicable provisions of the laws pertaining to non-profit organizations within the home office of the BEM, which is currently in the State of Alabama.