

**CONSTITUTION AND BYLAWS OF
AMERICAN PHYSICAL SOCIETY**

ARTICLE I - NAME

The name of this corporation is American Physical Society (the “Society”).

ARTICLE II - PURPOSE

In the firm belief that an understanding of the nature of the physical universe will be of benefit to all humanity, the Society shall have as its objective the advancement and diffusion of the knowledge of physics.

ARTICLE III - MEMBERSHIP

Section 1. *Membership.* The membership of the Society shall consist of Members and Fellows (who collectively are referred to as “members” or the “membership”).

Section 2. *Members.* There may be accepted as Members persons of any of the following classes: (a) students interested in physics or physics-related science; (b) teachers of physics; (c) other persons professionally trained in physics and engaged in its advancement; (d) persons engaged in lines of work related to physics; and (e) persons who are not professionally engaged in either physics or related lines, but whose interest and activity in the science would make them desirable Members. Applications to become a Member shall be considered according to procedures established by the Council of Representatives (the “Council”).

Section 3. *Fellows.* There shall be elected as Fellows only those Members who have made exceptional contributions to the physics enterprise as determined by procedures established by the Council. The Council’s vote on admission to Fellowship shall be determinative, subject to procedures established by the Council.

Section 4. *Maintenance of Membership.* Requirements for maintenance of membership, including payment of dues, shall be fixed by the Board of Directors (the “Board”) from time to time.

Section 5. *Termination of Membership.* A member may be terminated for nonpayment of dues or for other reasons specified by the Board, in accordance with policies established by the Board. Such termination shall not relieve the member from other obligations that may exist.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. *Composition and Term.* The Board shall be responsible for the overall management of the Society, including all matters of corporate governance and finance. The Board shall consist of the President, the President-Elect, the Vice President, the Immediate Past President (collectively, the “Presidential Line”), the Treasurer, and nine Councilors (including the Speaker of the Council) elected by the Council to serve as members of the Board

(“Directors”). The President shall have the right to designate an additional non-voting Director to provide needed expertise, with such designation subject to the approval of the Board. If the term of such appointment exceeds (or is extended to exceed) one year, the appointment shall also be subject to the approval of the Council. The Chief Executive Officer (the “CEO”) and the Editor in Chief shall serve as ex officio, non-voting, members of the Board. The President shall be the Chair of the Board. Directors who are elected by the Council shall have a term of three years. A Councilor shall be eligible for election as Director at the end of his or her first year of service on the Council, or may become a Director upon his or her election as Speaker of the Council. The Directors elected by the Council shall be classified by the Board into three classes of three, with one class up for election each year. If a Councilor who is not already a Director is elected as Speaker of the Council, such person shall serve contemporaneously as a Director, and the Council shall then and thereafter adjust the number and terms of other persons to be elected as Directors in each year in order to equalize the three classes of directors to the extent the Council deems practical. In no event shall the number of Directors elected by the Council, including the Speaker of the Council, exceed nine.

Section 2. *Authority and Duties.* The Board shall have overall responsibility for the governance and affairs of the Society, including:

- a. determining strategy for the Society;
- b. overseeing the financial affairs of the Society;
- c. overseeing the publishing and other operations of the Society;
- d. all other responsibilities given to the Board by the Constitution and Bylaws; and
- e. all other responsibilities necessary to govern the affairs of the Society.

Section 3. *Meetings.* The Board shall meet at least three times per year. Additional meetings may be called by a majority of the members of the Board, or by the President. Notice of meetings shall be given at least 15 days in advance of the date of such meeting. A majority of Directors (other than ex officio or non-voting Directors) then in office shall constitute a quorum. An affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4. *Action Without a Meeting.* Any action that may be taken by the Board at a meeting may be taken without a meeting if each Director (other than ex officio or non-voting Directors) delivers to the Society a signed consent (or equivalent electronic transmission) describing the action to be taken and signifying the Director’s consent to such action.

Section 5. *Removal.* The Board may, by vote of at least two-thirds of the Directors voting at a meeting at which a quorum is present, remove a Director for cause, as determined by reference to the District of Columbia Nonprofit Corporation Act provisions relating to the removal of Directors. Any Director who is removed as a Councilor pursuant to Section 7 of

Article V shall automatically be removed from the Board without further action. Any person who serves on the Board by virtue of his or her status as an officer of the Society pursuant to Article VII shall cease to serve on the Board at the time as such person ceases to be an officer.

Section 6. *Vacancies.* Any vacancy on the Board with respect to a Director elected by the Council may be filled by vote of the Council for the remainder of such Director's term, provided that the person so elected must have been qualified for election to such Board seat at the time that the original term began. Any vacancy on the Board arising by reason of a person ceasing to serve as an officer who sits on the Board by virtue of such office shall be filled by the person selected to replace such officer.

Section 7. *Executive Committee.* The Board shall create an Executive Committee consisting of the Presidential Line, the Speaker, the CEO (as a non-voting member), and such other Directors, if any, as the Board may specify. The Executive Committee shall have the power to take actions in lieu of the Board during periods between meetings of the Board with respect to the day-to-day operations of the Society, implementation of strategies and plans approved by the Board, and matters requiring immediate action. Actions of the Executive Committee must be reported to the Board within ten (10) days. A majority of the members of the full Executive Committee shall constitute a quorum for any meeting, and the affirmative vote of a majority of the members of the full Executive Committee shall be required for the approval of any action of the Executive Committee.

Section 8. *Audit Committee.* The Board shall create an Audit Committee consisting of Directors who are not officers of the Society or otherwise directly involved in the business management of the Society (although at the discretion of the Board the Treasurer may serve on the Audit Committee). Following each fiscal year the Audit Committee shall review the audit of the Society's financial statements with the Society's auditors and submit a written report to the Board, which shall include recommendations on fiscal management issues.

Section 9. *Finance Committee.* The Board shall create a Finance Committee consisting of the Treasurer (who shall be the Chair of the Committee), the President-Elect, and such other Directors as the Board may specify. The Finance Committee shall oversee the budget process and shall oversee the Society's investments and financial affairs.

Section 10. *Governance Committee.* The Board shall create a Governance Committee, consisting of such persons as the Board may specify. The Governance Committee shall be responsible for reviewing periodically the effectiveness of governance structures and processes, including the Articles of Incorporation and Constitution and Bylaws of the Society and the Policies and Procedures of the Society, and for making recommendations to the Board and the Council of any appropriate changes.

Section 11. *Compensation Committee.* The Board shall create a Compensation Committee consisting of the Presidential Line and such other Directors, if any, as the Board may specify. The Compensation Committee shall review and advise the Board regarding compensation of the CEO and other staff officers of the Society.

Section 12. *Other Committees.* The Board may create from time to time one or more other standing or special committees of the Board composed entirely of one or more Directors. The Board may delegate to such committees any powers of the Board that are authorized to be delegated by law. The Board may also create from time to time one or more other committees, the membership of which need not be limited to Directors, that are advisory but do not have the delegated authority of the Board.

Section 13. *Committee Meetings.* Except as otherwise specified herein or in the Policies and Procedures of the Society, a majority of the members of any committee reporting to the Board shall constitute a quorum for any meeting of such committee, and the affirmative vote of a majority of the members present at such meeting shall be required for the approval of any action by such committee.

ARTICLE V - COUNCIL OF REPRESENTATIVES

Section 1. *Authority and Duties.* The Council shall focus on all matters of science and membership, including science policy. Responsibilities of the Council, subject to the ultimate oversight and direction of the Board, shall include:

- a. establishment and oversight of the publications of the Society;
- b. approval of policy statements and science strategy of the Society;
- c. establishment and oversight of Divisions, Topical Groups, Forums, and Sections;
- d. election of nine Councilors to the Board;
- e. election of the Speaker of the Council;
- f. scientific meetings and conferences;
- g. admission of Members and election of Fellows and the standards and requirements for membership and Fellowship;
- h. all prizes, awards, and other honors bestowed by the Society;
- i. final approval of any amendment to the Constitution and Bylaws; and
- j. any other responsibilities that relate to the scientific mission of the Society and are referred to the Council by the Board, or that are raised by the Council on its own motion or in response to requests by Councilors or Members.

The Council may bring recommendations to the Board and the Board shall formally respond to those recommendations. The Council may not take actions inconsistent with the decisions of the Board regarding the overall management of the Society.

Section 2. *Composition.* The Council shall consist of four General Councilors elected by the membership at large, four International Councilors, whose primary residence is outside the United States, elected by the membership at large, the Presidential Line, the Treasurer, Councilors representing the Divisions, Forums, and Sections, and Councilors representing Committees of the Society as determined by procedures established by the Board and the Council. The number of Councilors representing Divisions, Forums, and Sections shall be determined according to procedures established by the Council. The CEO and Editor in Chief (as defined in Article VII) shall serve as ex officio members of the Council, without the right to vote. At its discretion the Council may request other persons to sit with the Council as advisors. To be eligible to serve as a Councilor, a person must be a member of the Society in good standing.

Section 3. *Leadership.* The Council shall elect a Speaker, pursuant to procedures established by the Council. The Speaker must at all times be a member of the Council. The Council shall be led by a Steering Committee consisting of the Speaker, the President-Elect, the CEO (on a non-voting basis), and members elected from among the Councilors according to procedures established by the Council. The Speaker shall lead the Steering Committee. The Steering Committee shall develop and oversee the Council's work, define issues of importance for Council deliberation, plan the meetings of the Council, and determine the draft agenda for Council meetings. The Steering Committee shall have the authority to conduct the affairs of the Council between Council meetings, provided that the Steering Committee may not contradict Council or Board policies or decisions. Actions of the Steering Committee must be reported to the Council within ten (10) days.

Section 4. *Meetings.* The Council shall have regularly scheduled meetings at least twice a year, at dates determined by the Council. Additional meetings shall be held as scheduled by the Speaker or at the request of at least one quarter of the Councilors, or at the request of the President-Elect. Notice of additional meetings shall be given to Councilors at least 20 days in advance of the date of such meeting. The Speaker shall preside over Council meetings. The presence of a majority of Councilors, including at least three officers of the Society or two officers and the Speaker, shall constitute a quorum. Except as otherwise provided herein, a majority of votes cast at a meeting at which a quorum is present shall be sufficient to constitute the action of the Council. Council meetings shall be open to members of the Society, except during periods when the Speaker or the President-Elect declares an executive session. The Speaker shall advise the Board of all actions taken by the Council.

Section 5. *Election Meeting.* One Council meeting per year shall be designated by the Steering Committee as the Election Meeting. At this meeting, the Council shall elect the members of the Steering Committee, the members of the Board to be elected by the Council pursuant to Article IV, and such other individuals as the Council may have the right to elect. At the Election Meeting during any year in which the term of the Speaker is ending, the Council shall elect the next Speaker. Notice of the date of the Election Meeting shall be given to the Board at the time it is set, and no less than 60 days prior to the date of the Election Meeting.

Section 6. *Term.* Councilors shall be elected to a four-year term.

Section 7. *Removal.* The Council may, by vote of at least two-thirds of the Councilors voting at a meeting at which a quorum is present, remove a Councilor for cause, as determined by reference to the District of Columbia Nonprofit Corporation Act provisions relating to the removal of Directors. Any Councilor who is removed from the Board pursuant to Section 5 of Article IV shall automatically be removed from the Council without further action. Any person who serves on the Council by virtue of his or her status as an officer of the Society shall cease to serve on the Council at the time as such person ceases to be an officer.

Section 8. *Vacancies.* Any vacancy arising on the Council with respect to a Councilor elected by the members may be filled by vote of the Council for the remainder of such Councilor's term. Any vacancy arising on the Council with respect to a Councilor elected or designated by a Division, Forum or Section may be filled by such Division, Forum or Section for the remainder of such Councilor's term.

Section 9. *Nominating Committee.* The Council shall create a Nominating Committee, the membership of which shall consist of a Chair, the Chair-Elect, the most recent Past Chair, the Immediate Past President, and an additional six members elected by the Council to staggered three-year terms, not more than two of whom may be Councilors. The Chair-Elect shall be elected annually by the members in accordance with Article IX. The Chair-Elect shall serve a one-year term, followed by a one-year term as Chair, followed by a one-year term as the most recent Past Chair. The Nominating Committee shall prepare for the members of the Society a slate of at least two candidates for each of the positions of Vice President, Treasurer, Chair Elect of the Nominating Committee, and the vacant positions of General Councilor and International Councilor. The Nominating Committee shall also prepare a slate of candidates for each other position specified by the Board or the Council from time to time.

Section 10. *Other Committees.* The Council may create from time to time one or more other standing or special committees composed of persons specified by the Council. The Council may delegate to such committees such responsibilities of the Council as the Council may deem appropriate, and such committees shall report to the Council and, to the extent requested by the Board, to the Board.

ARTICLE VI - JOINT OVERSIGHT COMMITTEES

The Board may create, and the Board and the Council shall have joint oversight over, committees having responsibilities relating to both the general operations of the Society and scientific matters. Such committees may include a Physics Policy Committee, a Panel on Public Affairs, and a Committee on Scientific Publications. The makeup and responsibilities of such committees shall be set forth in the Policies and Procedures established by the Board.

ARTICLE VII - OFFICERS

Section 1. *Officers.* The following are the principal officers of the Society: the President, the President-Elect, the Immediate Past President, the Vice President, the Treasurer, the CEO, and the Editor in Chief. The Board shall appoint a Secretary, and may appoint one or

more other officers and define their duties as needed. Officers shall be appointed in accordance with Sections 10 and 11 of this Article VII.

Section 2. *President.* The President shall be Chair of the Board and preside at all meetings of the Board. The President shall make public statements on behalf of the Board and shall represent the Society externally. The President shall perform such other functions as may be provided in the Constitution and Bylaws or as may be specified by the Board. The President or the President's designee shall serve as chair of any business meeting of members.

Section 3. *President-Elect.* The President-Elect shall act in place of the President if the latter is unable to perform his or her duties. The President-Elect shall perform such other functions as may be provided in the Constitution and Bylaws.

Section 4. *Vice President.* The Vice President shall act in place of the President-Elect if the latter is unable to perform his or her duties. The Vice President shall perform such other functions as may be provided in the Constitution and Bylaws.

Section 5. *Immediate Past President.* The Immediate Past President shall provide guidance to the President and other officers regarding the operation of and plans and strategies for the Society, and shall perform such other duties as are assigned by the Board or the President.

Section 6. *Treasurer.* The Treasurer shall oversee the general conduct of the financial affairs of the Society. The Treasurer shall be responsible for oversight of both financial affairs and deployment of financial resources to best achieve the mission of the Society.

Section 7. *Chief Executive Officer.* The CEO shall be hired by and serve at the direction of the Board as the Society's chief executive officer. The CEO shall manage the operations of the Society, and shall do so in accordance with Board policies.

Section 8. *Editor in Chief.* The Editor in Chief shall have responsibility for the scientific journals published by the Society, especially for ensuring the quality, relevance and scientific integrity of those journals. The Editor in Chief shall report to the CEO.

Section 9. *Secretary.* The Secretary, shall be responsible for preparing or supervising the preparation and maintenance of the minutes of the meetings of the Board, the Council and Annual Business Meetings of the Society, a record of all actions taken by any of the foregoing without a meeting, and a record of all actions taken by any committee on behalf of the Board. The Secretary shall also be responsible for authenticating the foregoing records and all other corporate records that the Society is required to maintain in accordance with the District of Columbia Nonprofit Corporations Act.

Section 10. *Appointment and Election of the Presidential Line.* The Nominating Committee shall be responsible for making nominations to the Council for Vice President. The members shall elect the Vice President in accordance with Section 1 of Article IX. The Vice President shall serve for one year as Vice President, followed by one year as President-Elect, followed by one year as President, followed by one year as Immediate Past President.

Section 11. *Election of Other Officers.* The members shall elect the Treasurer pursuant to Section 1 of Article IX. The Board shall be responsible for appointing the CEO, and such other officers, other than those in the Presidential Line and the Treasurer, as the Board may determine by resolution from time to time. The CEO and the Board shall jointly select and appoint the Editor in Chief.

Section 12. *Qualifications.* The Treasurer and the Vice President must each be a member of the Society in good standing at the time of election. The Board may establish qualifications for other officers.

Section 13. *Terms.* The following shall be the terms of office for each of the officers:

- a. The term of office for the Vice President shall be one year beginning on January 1 of the calendar year following the year the Vice President was elected to office.
- b. The term of office for the President-Elect shall be one year beginning on January 1 of the calendar year following the year such person served as Vice President.
- c. The term of office for the President shall be one year beginning on January 1 of the calendar year following the year such person served as President-Elect.
- d. The term of office for the Immediate Past President shall be one year beginning on January 1 of the calendar year following the year such person served as President.
- e. The term of office for the Treasurer shall be three years and the Treasurer shall be eligible for reelection to one additional three-year term.
- f. The term of office for the CEO, Secretary, Editor in Chief, and any other officer appointed by the Board shall be as determined by the Board.

Section 14. *Removal.* Officers of the Society appointed by the Board may be removed by the Board at any time with or without cause. Officers elected by the members may be removed by the Board only for cause.

Section 15. *Vacancies.* Vacancies in office shall be filled as follows:

- a. A vacancy in the office of the President shall be filled for the remainder of the calendar year by the President-Elect, who shall also serve as President the following year. The Vice President shall serve simultaneously as President-Elect during the remainder of the calendar year, and shall continue to serve as President-Elect for the next calendar year. If a vacancy occurs in the office of the President-Elect other than through advancement to Presidency, the Vice President shall become President-

Elect. In this case, and also if the office of Vice President becomes vacant for other reasons, the Board may appoint a Vice President to serve until the end of the calendar year. A vacancy in the office of Immediate Past President shall not be filled.

- b. A vacancy in the office of any other officer shall be filled by the Board.
- c. A vacancy in the office of Speaker shall be filled by the Council.

ARTICLE VIII - DIVISIONS, TOPICAL GROUPS, FORUMS, AND SECTIONS

Section 1. *Divisions.* A Division may be established by the Council, in accordance with Council procedures, to advance and diffuse the knowledge of a specific subject or subfield of physics.

Section 2. *Topical Groups.* A Topical Group may be established by the Council, in accordance with Council procedures, to advance and diffuse the knowledge of a new or emerging physics-related subfield.

Section 3. *Forums.* A Forum may be established by the Council, in accordance with Council procedures, to advance and diffuse knowledge regarding the interrelation of physics with matters not exclusively in physics.

Section 4. *Sections.* A Section may be established by the Council, in accordance with Council procedures, to organize members in any geographical region.

Section 5. *Governance.* Upon establishing a Division, Topical Group, Forum, or Section, the Council may establish the rules by which the Division, Topical Group, Forum, or Section will conduct its affairs, or may allow the Division, Topical Group, Forum, or Section to establish the rules by which it will govern its affairs, provided that:

- a. the rules of each Division, Topical Group, Forum, or Section shall provide for at least one officer elected by such Division, Topical Group, Forum or Section, who shall be responsible for its affairs;
- b. the Council shall adopt rules for Divisions, Topical Groups, Forums, and Sections, establishing the rights of Divisions, Forums and Sections to elect Councilors to the Council; and
- c. nothing in the rules of a Division, Topical Group, Forum, or Section may conflict with the Constitution and Bylaws or the Policies and Procedures of the Society.

ARTICLE IX - ELECTIONS BY MEMBERS

Section 1. *Member Voting.* The membership at-large shall vote to elect General Councilors, International Councilors, the Chair-Elect of the Nominating Committee, the Vice President and the Treasurer. In addition, members may vote for Councilors representing any Division, Forum, or Section to which they belong.

Section 2. *Nominations.* Nominations for General Councilors and International Councilors, the Chair-Elect of the Nominating Committee, the Vice President and the Treasurer shall be made by the Nominating Committee. Nominations may also be made by a petition signed by at least one percent of the members of the Society, provided that such petition is presented to the President at least eighty (80) days before the date for an election.

Section 3. *Division, Forum, and Section Councilors.* Divisions, Forums, and Sections shall have procedures for electing their Councilors. Such procedures shall provide advance notice to members of each Division, Forum, or Section of the candidates for election by them to the Council. Such procedures shall also ensure that the CEO, President and Speaker are informed of the person(s) elected by the Division, Forum, or Section no more than twenty (20) days after the date of an election.

Section 4. *Elections.* Notice of an election, shall be given during the period between ten (10) and sixty (60) days prior to the date of such election, by publication in one or more Society publications of general circulation. The Board shall establish rules for the conduct of elections and the counting of votes, provided that a summary of such rules shall be included with the notice required by this Section.

Section 5. *Voting.* Unless otherwise required by law or these bylaws, voting on any matter requiring a vote of the membership may be by ballot delivered by mail or electronic means, in accordance with procedures established by the Board from time to time.

ARTICLE X - SOCIETY MEETINGS

Section 1. *Annual Business Meeting.* There shall be at least one Annual Business Meeting of the Society each year to discuss current issues related to physics, the scientific affairs of the Society, the scientific accomplishments of the Society and its members, to take actions requiring the vote of members, and for any other purpose related to the scientific mission of the Society that the Council or the Board deems proper. The Board shall be responsible for organizing and conducting the Annual Business Meeting. Any such meeting need not be held at a geographic location provided that the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters subjected to the members, pose questions, and make comments. The Society shall provide the members notice of any such meeting during the period between ten (10) and sixty (60) days prior to the date of such meeting.

Section 2. *Other Meetings.* The Council may, at its discretion, organize and conduct additional meetings and conferences related to the scientific mission of the Society. In addition,

Divisions, Topical Groups, Forums and Sections may plan and conduct their own meetings and conferences to discuss issues of concern to the Division, Topical Group, Forum, or Section.

ARTICLE XI - INDEMNIFICATION

Section 1. *Indemnification.* To the fullest extent permitted by law, every person who is or was a Director, officer or Councilor of the Society shall be indemnified by the Society against all reasonable expenses incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he or she may become involved as a party or otherwise by reason of being or having been a Director, officer or Councilor of the Society. Before the final disposition of a proceeding in which a Director, officer or Councilor is a party because of such position, the Society shall advance to such individual funds to pay for or reimburse the reasonable expenses incurred such individual in connection with such proceeding, subject to any approval, procedural and other requirements specified in the District of Columbia Nonprofit Corporation Act.

Section 2. *Coverage.* The right of indemnification shall extend to any person otherwise entitled to it under this Article whether or not that person continues to be a Director, officer or Councilor of the Society at the time such liability or expense is incurred. The right of indemnification shall extend to the legal representatives and heirs of any person otherwise entitled to indemnification. If a person meets the requirements of this Article with respect to some matters in a claim, action, suit or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former.

ARTICLE XII - FISCAL YEAR

The fiscal year of the Society is from January 1 to December 31.

ARTICLE XIII - POLICIES AND PROCEDURES

The Board may adopt and amend from time to time Policies and Procedures for the governance and operations of the Society, subject to the approval by a vote of the Council on matters within the areas of the Council's responsibilities, provided that such Policies and Procedures shall not be inconsistent with the Articles of Incorporation or Constitution and Bylaws of the Society. The Board shall publish and make generally available to the membership any such Policies and Procedures as in effect at any time.

ARTICLE XIV - AMENDMENT

The Constitution and Bylaws may be amended by a vote of the Council, following a recommendation approved by a vote of the Board. The Board shall consult with the Governance Committee in connection with any such amendment prior to the Board's vote, and shall provide to the members at least 30 days' notice of, and an opportunity to submit comments to the Council on, any proposed amendment to the Constitution and Bylaws prior to the vote of the Council.

ARTICLE XV - TRANSITION PROVISIONS

Section 1. *Effect of Transition Provisions.* The provisions of this Article XV shall be in effect during the period (the “Transition Period”) from the date of their adoption until the Board determines by resolution that the transition has been completed, but in no event later than October 31, 2015. At the end of the Transition Period, this Article XV shall be of no further force or effect and shall no longer constitute a part of the Constitution and Bylaws, except that (i) persons appointed to the Board or the Council or to an office for terms extending beyond the Transition Period in accordance with this Article XV shall continue in such capacities until the end of such terms (and the size of the Board shall be adjusted to accommodate any increase in the number of Directors arising as a result), and (ii) Committees, Divisions, Topical Groups, Forums and Sections in existence at the end of the Transition Period shall continue in existence following the Transition Period, subject to actions of the Board or the Council in accordance with the provisions of the Constitution and Bylaws and the Policies and Procedures of the Society. During the Transition Period, the provisions of Articles I through XIV shall be modified by the provisions of this Article XV

Section 2. *Board of Directors.* Effective as of the start of the Transition Period (the “Effective Date”), the Board shall consist of (i) the Presidential Line, (ii) the person appointed as Treasurer pursuant to Section 5 of this Article XV, (iii) a Director, if any, appointed by the President in accordance with Section 1 of Article IV, (iv) the members of the Society’s Executive Board immediately prior to the Effective Date (the “Executive Board”) whose terms expire December 31, 2014, for terms on the Board expiring on that date; (v) the members of the Executive Board whose terms expire December 31, 2015, for terms on the Board expiring on that date; (vi) two Councilors elected by the Council from among Councilors completing the end of their second year of service on the Council on December 31, 2014, for terms on the Board expiring on December 31, 2016, and (vii) the person elected by the Council as the Speaker pursuant to section 3 of this Article XV, for a term ending on December 31, 2016. In addition, the Board shall include the Editor in Chief as an ex-officio, non-voting member and the CEO as an ex-officio, non-voting member, provided that until a CEO is appointed in accordance with Section 5 of this Article XV, the Society’s Executive Officer shall serve on the Board as an ex-officio, non-voting member in lieu of the CEO. The Council shall elect to the Board, for terms on the Board ending on December 31, 2017, three persons who are completing their first year of service on the Council on December 31, 2014.

Section 3. *Council of Representatives.* Effective as of the Effective Date, the Council shall consist of (i) those persons serving immediately prior to the Effective Date as General Councilors, International Councilors, and Councilors representing Divisions, Forums, Sections or Committees (collectively, “Incumbent Councilors”) (ii) the Presidential Line, and (iii) the Treasurer. Each Incumbent Councilor shall continue to serve as a Councilor for the remainder of his or her current term, and any person who prior to the Effective Date has been elected to replace an Incumbent Councilor effective January 1, 2015, shall become a Councilor on that date and serve for the term to which he or she was elected. In addition, the Council shall include the Editor in Chief as an ex-officio, non-voting member and the CEO as an ex-officio, non-voting member, provided that until a CEO is appointed in accordance with Section 5 of this Article XV, the Society’s Executive Officer shall serve on the Council as an ex-officio, non-

voting member in lieu of the CEO. The Speaker shall be elected by the Council, from among those Councilors whose service on the Council began on January 1, 2013, for a term commencing on the Effective Date and ending on December 31, 2016. Those persons serving as advisors to the Council immediately prior to the Effective Date shall continue to serve as advisors to the Council except as otherwise specified by the Council.

Section 4. *Committees.* Each committee in existence at the commencement of the Transition Period shall remain in effect during the Transition Period in its current form until such time as the Board (if the committee is to be created by the Board pursuant to Article IV or Article VI) or the Council (if the committee is to be created by the Council pursuant to Article V) determines to continue, modify, terminate, or change the membership of such committee. The Chair and Chair-Elect of the Nominating Committee shall continue in such positions in accordance with terms of the Constitution and Bylaws.

Section 5. *Officers.* The persons holding the offices of President, President-Elect, Vice President, Immediate Past President and Editor in Chief immediately prior to the commencement of the Transition Period shall continue in such offices, each to serve in accordance with the terms of the Constitution and Bylaws. The Executive Officer of the Society immediately prior to the commencement of the Transition Period shall continue to serve in such capacity, with the powers and authority (other than service as a voting member of the Council or the Board) then attaching to such position, until the appointment of a CEO, and during such period the Editor in Chief shall report to the Executive Officer. The Board shall by resolution fill the vacancy in the position of Treasurer by appointing a person to serve in such capacity for a term to end at the election by members conducted pursuant to Article IX. The Board shall appoint a CEO and shall be responsible for filling any vacancies in any other offices. Effective as of the start of the Transition Period, except as otherwise determined by the Board or specified in this Section 5 of Article XV, persons holding offices under the predecessor Constitution and predecessor Bylaws that are not offices under the Constitution and Bylaws shall cease to be officers of the Society, but their status, if any, as employees of the Society shall not be affected.

Section 6. *Divisions, Topical Groups, Forums and Sections.* Each Division, Topical Group, Forum and Section in existence at the commencement of the Transition Period shall remain in effect during the Transition Period in its current form until such time as the Council determines to continue, modify or terminate such Division, Topical Group, Forum or Section.

Section 7. *Election by Members.* The Board shall cause an election by members in accordance with Article IX to be held no later than July 31, 2015.

Section 8. *Other Provisions of Predecessor Constitution and Bylaws.* The provisions of the Society's prior Constitution and the Society's prior Bylaws as in effect immediately prior to the Effective Date which address policies and procedures not addressed in the current Constitution and Bylaws shall remain in effect during the Transition Period until the adoption of Policies and Procedures which address the substance of those provisions.

Section 9. *General.* During the Transition Period, the Board may by resolution adopt such other procedures as it deems appropriate to transition the operations of the Society to the procedures and processes specified in the Constitution and Bylaws.