

ARTICLE C4.1 GOVERNMENT

C4.1.1 The affairs of the Society shall be managed by a Board of Governors chosen from its membership which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the Board of Governors shall consist of the President, the most recent available past President, nine members-at-large and the President elect (if not currently a member-at-large).

The nine members at-large of the Board shall be elected from the corporate members of the Society of Member grade or higher. The term of each member-at-large shall be three years, with the term of three members-at-large beginning and ending during the second Business Meeting of the fiscal year of the Society at a time designated annually by the Board of Governors

Members-at-large of the Board of Governors shall be limited to one full term of service. Additional service as a member-at-large may occur after an interruption of one or more years or as a consecutive partial term.

C4.1.2 The Officers of the Society shall consist of the President, the President elect, the past President who is serving on the Board of Governors, the members-at-large of the Board of Governors, the senior vice presidents, the vice presidents, the Executive Director, the Secretary, Treasurer, and such others as the Board of Governors may appoint.

C4.1.3 The President shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of one year. The President may not serve more than one term except if he or she is appointed to fill a vacancy.

C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term.

C4.1.5 A vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall be elected for a term of three years. Additional service as the same vice president may occur after an interruption of one or more years or following a partial term.

- C4.1.6 Successor members of the Board of Governors shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.
- C4.1.7 Each Board of Governors at its first meeting shall appoint for one year an Executive Director, a Secretary and a Treasurer all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may also appoint an Assistant Secretary and an Assistant Treasurer who shall be Officers of the Society.
- C4.1.8 The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the positions of President, at-large members of the Board of Governors and vice presidents to be filled at each annual election.
- C4.1.9 Other nominating committees having the same powers may be constituted by the membership of the Society.
- C4.1.10 The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. Seven voting members of the Board of Governors shall constitute a quorum.
- C4.1.11 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.
- C4.1.12 The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful. Such expenses shall include the cost of reasonable settlement made with a view to curtailment of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled as a matter of law.