

BYLAWS
of the
SOCIETY FOR MAINTENANCE AND RELIABILITY PROFESSIONALS
Amended January, 2010; Amended July 25, 2012; Amended November 21, 2014;
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Amended July 27, 2018; October 22, 2018; December 13, 2019; Amended April
24, 2020; Amended September 25, 2020

ARTICLE I: NAME AND OFFICES

Section 1. *Name.* The name of the organization is SOCIETY FOR MAINTENANCE AND RELIABILITY PROFESSIONALS, incorporated under the General Not For Profit Corporation Act of the State of Illinois within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended (hereafter “SMRP” or “Society”).

Section 2. *Offices.* The Society shall maintain a registered office in the State of Illinois and a registered agent at such office. The Society may have other offices within or without the State, as the Board of Directors shall determine.

ARTICLE II: PURPOSES AND OBJECTIVES

Section 1. *Purposes and Objectives.* The purposes and objectives of the Society are:

- A. To instill excellence in maintenance and reliability professionals.
- B. To perform such functions as shall promote and support maintenance and reliability education for people, production and quality processes to improve the work environment, including but not limited to supporting maintenance and reliability as an integral part of business and asset management; presenting a collective voice on maintenance and reliability issues and advancing innovative reliability practices; and facilitating information exchange through a structured network of maintenance and reliability professionals.
- C. To do any and all lawful acts and to perform and furnish any and all lawful services which may be deemed to be useful and desirable in order to carry out any of the above purposes and objectives or to conduct any of the above activities.

ARTICLE III: MEMBERSHIP

Section 1. *Membership Classifications and Qualifications and Voting Rights.* The Society shall have six (6) classifications of members, as follows:

- A. *Individual Member.* Individuals who are part- or full-time maintenance and reliability professionals engaged in work, research, or consultation relating to maintaining plants and facilities and/or pursuing research in connection with improving the science and procedures of maintenance and reliability may join SMRP, and shall have the right to vote at the Annual Business Meeting, may hold office, and may serve on the Board of Directors.

- B. ***Executive Member Company.*** Companies and other organizations that employ maintenance and reliability professionals engaged in work or research relating to maintaining plants and facilities and/or pursuing research in connection with improving the science and procedures of maintenance and reliability, and have a maintenance process supported by a policy of continuous improvement that demonstrates a formal organizational commitment toward improving reliability of equipment and operations, may join SMRP.
- C. ***Supplier Member.*** Individuals, companies and other organizations that are providers of goods and services supporting the maintenance and reliability function may join SMRP. Membership shall not in any way imply endorsement of their goods and services by SMRP. Each Supplier Member shall have the right to vote at the Annual Business Meeting. Supplier Members holding SMRPCO certifications may serve as Directors on the Board of Directors.
- D. ***Student.*** Individuals who are enrolled in full-time programs related to maintenance, reliability or physical asset management at a two- or four-year accredited college or university. Students may join SMRP, but are not entitled to voting privileges, may not hold office, and may not serve on the Board of Directors.
- E. ***Honorary Member.*** Individuals who have held an office or position in another related organization, made substantial contributions, or provided expertise to the profession may join SMRP, but are not entitled to voting privileges, may not hold office, and may not serve on the Board of Directors.
- F. ***Lifetime Member.*** All Past Chairs of SMRP shall be made Lifetime Members without further action of the Board of Directors, and shall have the right to vote at the Annual Business Meeting.
- G. ***Other Member Classifications.*** Additional classifications of membership may be created by the Board of Directors from time to time to accommodate special needs and/or changes within the maintenance and reliability community.

Section 2. *Application Procedure.* An individual or company applying for membership shall complete and sign the membership application form provided by the Society, indicating the classification of membership for which he/she/it is applying, and submit it to the principal office of the Society with the annual membership dues payment. All membership applications will be processed and administered by the Society's management in accordance with the criteria and procedures set forth in these Bylaws.

Section 3. *Voluntary Resignation.* Any member may resign by either filing a written resignation with SMRP's Secretary and/or Executive Director and/or by not renewing membership, but such resignation shall not relieve the member of the obligation to fully pay any dues, fees, assessments, or other charges previously accrued and unpaid as of the date of resignation.

Section 4. *Involuntary Termination of Membership.* The Board of Directors, by the affirmative vote of two-thirds (2/3) of all of the members of the Board, may censure, suspend or expel a member for cause after an appropriate hearing with due notice, conducted in accordance with procedures adopted by the Board of Directors. The Board, by a majority vote of the members present and voting at a regular or special meeting, may terminate the membership of any member who becomes ineligible for membership, or fails to meet its financial obligations, as set forth in Article IX, Sec. 3. All rights, privileges and interest of SMRP membership shall cease upon termination of membership. Such termination shall not relieve the member of its obligations for dues, fees, assessments or other charges accrued and unpaid.

Section 5. *Reinstatement.* Upon written request signed by a former member and filed with SMRP's Secretary and/or Executive Director, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate, which may include payment of previously delinquent dues and assessments.

Section 6. *Transfer of Membership.* Membership in the Society is not transferable or assignable to another business entity or organization that is eligible for membership.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. *Annual Business Meeting.* An Annual Business Meeting of the members shall be held at a time and place to be determined by the Board of Directors; provided, however, that the Annual Business Meeting shall whenever possible be held in conjunction with SMRP's Annual Conference. The purpose of the Annual Business Meeting shall be for the transaction of such business as may come before the members.

Section 2. *Special Meetings.* Special meetings of the members may be called by the Chair or the Board of Directors, or upon written request by not less than one-third (1/3) of the members having voting rights, for the purpose(s) stated in the call of the meeting.

Section 3. *Notice of Meetings.* Written notice stating the place, date, and hour of any meeting of members shall be delivered to each voting member not less than ten (10) nor more than sixty (60) days before the date of such meeting, unless otherwise provided by law or these Bylaws. In case of a special meeting, the purpose(s) for which the meeting is called shall be stated in the notice.

Section 4. *Quorum.* Thirty (30) voting members present shall constitute a quorum at a meeting. If a quorum is not present, a majority of the voting members present may adjourn the meeting to another time without further notice. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5. *Manner of Action.* If a quorum is present, the affirmative vote of a majority of the members present and voting shall be the act of the members, unless the act of a greater number is required by statute or these Bylaws.

Section 6. *Proxies.* No member may act by proxy on any matter.

Section 7. *Voting by Mail or Other Means.* Any vote, including the election of Officers, may be conducted by mail, facsimile or other electronic means in such manner as the Board of Directors shall determine, consistent with these Bylaws, or as may otherwise be allowed by law.

Section 8. *Informal Action by Members.* Any action required to be taken at an Annual Business Meeting, or any other action which may be taken at a meeting of the members, may be taken without a meeting by mail, email, or other electronic means, provided such action receives approval of a majority of the members, or such larger number required by the Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting of the members.

ARTICLE V: BOARD OF DIRECTORS

Section 1. *General Powers.* The Board of Directors shall manage the affairs of SMRP, and shall have strategic direction and policy-making authority with respect to all matters and interests of the Society as a whole, including all subsidiary organizations. All such explicit and implied powers of the Society not regulated by the Articles of Incorporation, or these Bylaws, shall be exercised by the Board of Directors.

Section 2. *Number.* The Board of Directors shall consist of not less than five (5) and not more than ten (10) members, in addition to the five (5) Officers of the Society who shall serve on the Board.

Section 3. *Appointment and Term of Office.* Directors shall be appointed by the Executive Committee of the Society by a majority vote of the Officers, and shall hold office for a term of one (1) year or until his/her successor is appointed. Directors shall be eligible for re-appointment provided they continue to meet the qualifications required by Section 4 of this Article V. Each Director may serve a maximum of three (3) consecutive terms. The terms shall begin and end at the Annual Business Meeting of the members, or as soon thereafter as conveniently possible.

Section 4. *Qualifications.* A Director must be an SMRP member in good standing holding a SMRPCO certification.

Section 5. *Regular Meetings.* Regular meetings of the Board of Directors shall be held at such times as may be determined by the Board. Notice of meetings shall be delivered to each Director not less than ten (10) days in advance of such meeting, unless otherwise provided by law or these Bylaws.

Section 6. *Special Meetings.* Special meetings of the Board of Directors may be called by the Chair or upon written request of any two (2) other Officers. The person(s) calling a special meeting of the Board shall fix the time and place of any such meeting and shall state in the notice the purpose(s) for which the meeting is called. Notice of such special meetings shall be delivered to each Director not less than five (5) days in advance of such meeting, unless otherwise provided by law or these Bylaws.

Section 7. *Quorum.* A majority of the Directors and Officers shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors and Officers are present at said meeting, a majority of those present may adjourn the meeting to another time without further notice. Withdrawal of Directors and Officers from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 8. *Manner of Action.* The act of a majority of the Directors and Officers present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute or these Bylaws.

Section 9. *Proxies.* No Director or Officer may act by proxy on any matter.

Section 10. *Voting by Mail or Other Means.* Any vote may be conducted by mail, facsimile or other electronic means in such manner as the Board of Directors, in its discretion, shall determine, consistent with these Bylaws, or as may otherwise be allowed by law.

Section 11. *Attendance by Telephone.* Directors and Officers may participate in and act at any meeting of the Society through use of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology allowable under law, but only to the extent allowed by the Board of Directors. Such participation in the meeting shall constitute attendance in person at the meeting.

Section 12. *Informal Action.* Directors and Officers may take any action that they could take at any meeting of the Directors without a meeting by mail, email or other electronic means if a fax, email or other written record of approval of the action so taken is submitted by all the Directors and Officers entitled to vote on the subject. Such consent shall have the same force and effect as a unanimous vote.

Section 13. *Action Without a Quorum.* The Chair or Vice Chair and any one other Officer may act, as needed, on behalf of SMRP without a quorum to protect, maintain or take advantage of special circumstances that may benefit SMRP. Any actions taken under this proviso must be reported to the Board of Directors at its next regularly scheduled meeting, and are subject to review and final approval of the Board of Directors with a quorum present.

Section 14. *Voluntary Resignation.* Any Director may resign from his/her position at any time by written notice delivered to the Chair and/or Executive Director, and such resignation shall be effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

Section 15. *Vacancies.* Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the Officers. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 16. *Removal.* Any Director appointed by the Executive Committee may be removed with or without cause by a two-thirds (2/3) affirmative vote of the Executive Committee, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all Officers stating that the purpose of the meeting is to vote on removal of the named Director(s). Any member of the SMRPCO Commission may be recommended for removal by a two-thirds (2/3) affirmative vote of the SMRP Board of Directors at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all Officers stating that the purpose of the meeting is to vote on removal of the named Commission member. If the recommendation for removal is approved, the SMRPCO Chair or Vice Chair shall meet to consider and act on the recommendation within 30 days. If action is not taken within 30 days, the action recommended by the SMRP Board of Directors shall be implemented.

Section 17. *Compensation.* Directors shall not receive salaries or other compensation for their services as such, but, pursuant to approval of the Board of Directors, may be reimbursed for reasonable expenses incurred in the performance of their duties as SMRP Directors.

ARTICLE VI: OFFICERS

Section 1. *Officers.* The elective Officers of the Society shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. Elective Officers shall serve on the Board of Directors. The Chair, Vice Chair, Treasurer and Secretary shall have voting rights. The Immediate Past Chair shall not have voting rights, but shall be an advisor to the Executive Committee and the Board of Directors.

Section 2. *Election and Term of Office.* Each elective Officer of the Society shall be elected at the SMRP's Annual Business Meeting by a majority vote of the members present. The Chair shall serve a one-year term, but may serve a second consecutive year, if approved by the Executive Committee and re-elected by a majority vote of members present at the Annual Business Meeting. The Vice Chair shall serve a one-year term, but may serve a second consecutive year, if the Chair is re-elected for a second term. The Treasurer and Secretary shall each serve a two-year term. The Immediate Past Chair shall serve a one-year term, but may serve a second consecutive year if the Chair is re-elected for a second term. . Each person may serve a maximum of (8) consecutive terms as an Officer. The terms shall begin and end at the Annual Business Meeting of the members, or as soon thereafter as conveniently possible. New offices may be created at any meeting of the Board of Directors. Election of an Officer shall not of itself create contract rights.

Section 3. *Qualifications.* Each Officer position described above must be filled by an Individual SMRP Member in good standing holding a SMRPCO certification. The Chair shall have served at least one term as an Officer prior to being elected Chair.

Section 4. *Chair.* The Chair shall be the principal Executive Officer of the Society and shall preside at meetings of the members, the Board of Directors, and the Executive Committee. Subject to the direction and control of the Board of Directors, the Chair shall primarily be responsible for ensuring that SMRP's strategic initiatives are being carried out and that ideas are being sought that will result in new and enhanced services for SMRP's members. Further, the Chair shall perform all duties incident to the office of Chair and such other duties as may be assigned by the Board of Directors from time to time.

Section 5. *Vice Chair.* The Vice Chair shall perform such other duties and have such powers as may be assigned by the Chair or by the Board of Directors from time to time. Further, in the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair

Section 6. *Treasurer.* The Treasurer shall be the principal accounting and Financial Officer of SMRP and shall remain fully advised as to the financial condition of SMRP. Further, the Treasurer shall review, develop, and implement the fiscal policies of SMRP; monitor the condition of SMRP's reserve fund and ensure that it is invested according to SMRP's financial objectives; present a proposed budget for the next fiscal year to the Board of Directors for approval at the last regular meeting of the year, or as soon thereafter as possible; and regularly report to the Board of Directors on the financial conditions and the adequacy of the accounting records of SMRP. The Treasurer shall have such other duties as prescribed by the Chair or the Board of Directors from time to time.

Section 7. *Secretary.* The Secretary shall be the principal Records Officer of SMRP, and shall be responsible for ensuring that the minutes of the meetings are recorded; all business actions and votes are properly recorded; all notices are given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as assigned by the Chair or the Board of Directors from time to time. Some of the Secretary's duties may be delegated to the Executive Director.

Section 8. *Immediate Past Chair.* The Immediate Past Chair shall be a non-voting position and shall serve as an advisor to the Executive Committee and Board of Directors. This position shall serve as the chair of the nominating committee, and shall primarily be responsible for ensuring that SMRP's long-term vision is an integral part of SMRP's strategic plan, and for assisting the Chair in carrying out SMRP's strategic initiatives. Further, the Immediate Past Chair shall perform all duties incident to the office of Immediate Past Chair and such other duties as may be assigned by the Board of Directors from time to time.

Section 9. *Voluntary Resignation.* Any Officer may resign from his/her position at any time by written notice delivered to the Chair and/or Executive Director, and such resignation shall be effective when the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date.

Section 10. *Vacancies.* Any vacancy occurring in the offices of SMRP shall be filled in the manner prescribed by these Bylaws for regular election to such office at any regular or special meeting of the members. An Officer elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 11. *Removal.* Any Officer may be removed from his/her position for cause by a two-thirds (2/3) affirmative vote of the members entitled to vote, whenever, in their judgment, the best interests of SMRP would be served thereby, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all members stating that the purpose of the meeting is to vote on removal of the named Officer. Such vote shall not take place until after an appropriate hearing with due notice, conducted in accordance with procedures adopted by the Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII: COMMITTEES

Section 1. *Executive Committee.* The Executive Committee shall be comprised of the Officers of SMRP and shall determine SMRP's strategic initiatives and how these initiatives are best carried out. The Executive Committee shall also exercise the authority of the Board of Directors in the management of the Society and shall transact the business of SMRP between regular meetings of the Board of Directors, as necessary. Minutes of all Executive Committee meetings shall be provided to all Directors, and the Executive Committee shall report at each Board of Directors meeting concerning its actions since the last Board of Directors meeting. Meetings of the Executive Committee may be held upon such notice and call as determined by the Chair or the Board of Directors.

Section 2. *SMRPCO.* The Board of Directors shall establish a Certification Commission, known as SMRP Certifying Organization (hereafter "SMRPCO"), which shall be responsible for independently developing policies and procedures, and making decisions related to the SMRP certification programs and compliance with ANSI personnel certification program accreditation procedures and standards as applicable. The SMRP Board of Directors shall provide strategic direction, and shall exercise financial and fiduciary oversight in order to ensure the initiatives of SMRPCO are aligned with the objectives of the Society. The Certification Commission shall be comprised of a Chair and Vice Chair serving two-year terms, and three appointed Member at Large positions, serving one-year terms. The Certification Commission shall be members in good standing and maintain a CMRP or CMRT designation. The SMRP Executive Committee must ratify the SMRPCO Chair and Vice Chair.

Section 3. *Advisory Council.* The Advisory Council shall be comprised of the Past Chairs of SMRP, shall provide historical perspective for SMRP leadership, and may be responsible for one or more of SMRP's strategic initiatives. Members of the Advisory Council may serve until such time as they are no longer willing or able.

Section 4. *Nominating Committee.* The Nominating Committee shall be comprised of the Immediate Past Chair, whom shall serve as the chair of the committee, and a maximum of four members in good standing whom are not on the existing Board of Directors or not pursuing a position on the Board of Directors. The Nominating Committee shall present its recommended slate of candidates for office to the Executive Committee at least sixty (60) days prior to SMRP's Annual Business Meeting. The committee shall also provide a recommendation for the SMRPCO Commission. The Executive Committee shall approve the slate of nominated Officers by a majority vote, and shall present such slate to SMRP's eligible voting members not less than ten (10) days prior to the Annual Business Meeting.

Section 5. *Reserve Fund Investment Committee.* The Reserve Fund Investment Committee shall be comprised of the current Chair, Vice Chair and Treasurer. The Reserve Fund Investment Committee shall be responsible for working with a professional money manager and SMRP's Executive Director to oversee the reserve fund, including investment performance, comparisons to generally accepted benchmarks for all portions of the portfolio, and annual professional money manager performance. The Reserve Fund Investment Committee shall make reports and recommendations to the Board of Directors, including recommendations for changes in the investment portfolio. Between regular meetings of the SMRP Board of Directors, the Reserve Fund Investment Committee shall exercise the authority of the Board of Directors and make necessary

decisions regarding the reserve fund investment, based on recommendations from the professional money manager and Executive Director.

Section 6. *Audit Committee.* The Audit Committee shall be comprised of not less than three (3) nor more than five (5) Directors, who do not serve in an officer capacity or on the Reserve Fund Investment Committee. The Chair shall appoint the Committee chair who shall have a sufficient financial background to be able to understand, analyze, and reasonably assess the financial statements and competency of the independent public accounting firm. The Audit Committee shall be directly responsible for the oversight of the independent public accounting firm engaged for purpose of preparing or issuing SMRP's audit report and related work. The independent public accounting firm shall report directly to the Audit Committee, which shall report to the Board of Directors at its next regularly scheduled meeting. The Audit Committee shall also assist the Board in monitoring the integrity of the financial statements of SMRP, as well as the performance and independence of SMRP's internal financial functions. Meetings of the Audit Committee may be held upon such notice and call as specified by the Board of Directors.

Section 7. *Task Forces and Other Committees.* The Board of Directors may from time to time appoint task forces, ad hoc committees, and other types of committees (collectively referred to as "work groups") to accomplish SMRP's goals and strategic initiatives, and shall have the authority to determine the structure necessary to accomplish related tasks. All such work groups shall make periodic reports to the Board of Directors. Each work group may be dissolved by the Board of Directors when its work is completed, no longer considered necessary, or for other reasons the Board of Directors may determine.

Section 8. *Meetings.* Unless otherwise provided by the Board of Directors, each committee and/or work group may, by a majority vote, select its chair, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and establish its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

Section 9. *Quorum.* Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum.

Section 10. *Manner of Acting.* Unless otherwise provided by the Board of Directors, the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 11. *Attendance by Telephone.* Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or through any technology allowable under law, but only to the extent allowed by the Board of Directors. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VIII: CHAPTERS

Section 1. *Establishment of Chapters.* A Chapter may be organized in any area where there are twenty (20) members and the Board of Directors determines the need exists. In order to be recognized as a Chapter, the organization of members must be capable of operating its internal affairs.

Section 2. *Organization and Authority of Chapter.* The officers of the Chapter shall be a Chair, Vice Chair, Treasurer, Secretary/Historian, and Past Chair. Each Chapter shall have the power to formulate and adopt Bylaws based upon the SMRP Chapter Minimum Bylaws, provided these do not conflict with the SMRP Bylaws. Should any provision of the Bylaws of a Chapter need interpretation or construction, it shall be so established in a manner consistent with the provisions and intent of the SMRP Bylaws, as determined by the SMRP Board of Directors. Each Chapter shall have the power and authority to determine its own agenda and policies on matters relating to its Chapter's activities, to establish its own requirements for calling meetings, to prepare its own budget, and determine its own Chapter dues to spend its Chapter budget on matters relating to its Chapter and its activities, all subject to the general oversight of the SMRP Board of Directors. Each Chapter may establish the procedure for who may cast votes at the Chapter level.

Section 3. *Charter of Chapter.* Chapters will be chartered by the Society only after approval by a majority vote of the Board of Directors.

Section 4. *Dissolution of Chapter.* Upon dissolution of a Chapter, all remaining assets shall be distributed to the SMRP Foundation and allocated for scholarship awards within the meaning of Section 501(c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X: DUES, FEES AND ASSESSMENTS

Section 1. *Dues, Fees, and Assessments.* Annual dues, fees, and assessments, including but not limited to event registration fees and reimbursements, for each membership classification of the Society shall be as determined from time to time by a majority vote of the Board of Directors. The Board of Directors, by an affirmative vote of two-thirds (2/3) of the Board, may levy special assessments on the members.

Section 2. *Obligation to Pay Dues.* Membership in the Society carries a definite obligation to pay dues, fees, and assessments as established in accordance with these Bylaws. Any member not in good standing shall not be permitted to attend the Annual Business Meeting or any other SMRP meeting or conference.

Section 3. *Termination for Failure to Pay Financial Obligations.* Any member who shall be in default for three (3) months or more in the payment of dues, fees, or assessments from the due date shall be deemed to have resigned from membership and, without further notice and without a hearing, shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may, however, from time to time, prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE XI: GENERAL PROVISIONS

Section 1. *Contracts.* The Executive Committee may authorize any Officer(s) or agent(s) or the Executive Director of the Society, in addition to the Officer(s) or agent(s) so authorized by these Bylaws, to enter into any contract or execute and deliver, as set forth in the Policies and Procedures Manual, any instrument in the name of and on behalf of the Society and such authority may be general or confined to specific instances.

Section 2. *Deposits, Checks, Drafts, Etc.* All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Executive Committee may select and/or approve. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such Officer(s) or agent(s) of the Society and in such manner as shall, from time to time, be determined by resolution of the Board of Directors, as set forth in the Policies

Section 3. *Fiscal Year.* The fiscal year of the Society shall be as determined by the Executive Committee.

Section 4. *Books and Records.* The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and Committees, and shall keep a record giving the names and addresses, both post office and electronic, of all members at the Society headquarters. Any voting member shall have the right to examine, in person or by agent, at any reasonable time or times, the Society's books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. In order to exercise this right, a voting member must make a written demand upon the Society, stating with particularity the records sought to be examined and the purpose therefore. If the Society refuses examination, the voting member may file suit in the circuit court of the country in which either the registered agent or principal office of the Society is located to compel by mandamus or otherwise such examination as may be proper. If a voting member seeks to examine books or records of account, the burden of proof is upon the voting member to establish a proper purpose. If the purpose is to examine minutes, the burden of proof is upon the Society to establish that the voting member does not have a proper purpose.

Section 5. *Audit.* The accounts of the Society shall be audited on an annual basis by an independent public accounting firm approved by the Board of Directors.

Section 6. *Delivery of Notice.* Any notice required to be given by law, or authorized or approved by the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/Director in the records of the Society; if electronically, when transmitted to such address shown for the member/Director in the records of the Society; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 7. *Waiver of Notice.* A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person(s) entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 8. Use of Funds and Dissolution. The Society shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Society. SMRP may be dissolved by a two-thirds (2/3) vote of the members having voting rights at the Annual Business Meeting or at any special meeting of members. Upon dissolution of the Society, any funds remaining after payment of all debts and liabilities shall be distributed to a qualified not-for-profit tax exempt organization to be determined by SMRP's Board of Directors.

Section 9. Executive Director. The Board of Directors shall employ or retain a person and/or firm to administer, manage and direct all functions and activities of the Society. He/she shall have the title of Executive Director and shall have authority to employ, with the approval of the Board of Directors, a staff responsible to assist with the duties of the Executive Director. Further, the Executive Director shall have authority to execute contracts on behalf of SMRP, and may assist SMRP's Secretary in the performance of the Secretary's duties. The Executive Director shall be responsible to the Chair and to the Board of Directors, and shall perform such other duties as the Board of Directors may assign from time to time.

Section 10. Legal Counsel. The Board of Directors shall retain Legal Counsel for SMRP upon such terms and conditions as the Board shall deem advisable.

Section 11. Bonding. The Board of Directors may require any officer, employee, or agent of SMRP to furnish a fidelity bond, at the expense of SMRP, in such sum as the Board and/or the Executive Director shall prescribe

Section 12. Procedure. The most recent edition of Robert's Rules of Order shall be followed in all meetings of SMRP when not in conflict with the Articles of Incorporation, these Bylaws, or SMRP's Policies and Procedures.

ARTICLE XII: LIABILITY, INDEMNIFICATION, AND INSURANCE

Section 1. Limitation of Liability. No Director, Officer, employee, or agent of SMRP acting in his/her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director, Officer, employee or agent except to the extent dictated by law.

Section 2. Indemnification. SMRP shall indemnify and hold harmless to the extent permitted by law any person or entity who is or was acting in his/her official capacity as a Director, Officer, employee or agent of SMRP, or who is or was serving in his/her official capacity at the request of SMRP as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

Section 3. Insurance. SMRP shall purchase and maintain insurance for such indemnification of Directors, Officers, employees or agents of SMRP against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether SMRP would have the power to indemnify against such liability under the provisions of this Article XII.

ARTICLE XIII: AMENDMENTS

The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors, acting by affirmative vote of two-thirds (2/3) of all of the Directors and Officers. Such action may be taken at a regular or special meeting for which at least thirty (30) days written notice of the purpose shall be given.