

## **AIBS Enacts Governance Changes to Advance Strategic Plan**

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# AIBS Enacts Governance Changes to Advance Strategic Plan

RICHARD T. O'GRADY

*The purposes of the Institute shall be... to foster and encourage research and education in the biological sciences... [, to] assist societies, other organizations, and biologists in such matters of common concern as can be dealt with more effectively by united action... [, and to] provide a voice for biologists in the public forum.*

—Excerpt, AIBS Constitution, Founding and Newly Revised

**C**hanges are sweeping across the biological sciences and the practice of biology. Leading research areas and questions are changing rapidly; for example, 10 years ago, sustainability and systems biology were only just emerging, whereas today they fill the pages of journals and occupy time in classes. Interdisciplinary problems are changing the conduct of research, collaborations, and the education of students. All of this necessitates a changed approach to the life sciences at four-year colleges, community colleges, universities, research institutes, funding organizations, businesses, and scientific societies from that of only a decade ago.

AIBS must keep pace. In early 2010, AIBS began long-range planning to evaluate the Institute's past performance in order to assess its future role as an organization representing biology and to focus its efforts in effective and sustainable activities.

As is the case for many scientific organizations, individual membership in AIBS has declined for 40 years from a peak of 15,000 members in 1970 to 2300 today. But in contrast to most scientific organizations, AIBS also has scientific societies and other organizations as members, whose numbers have increased from 61 in 1975 to almost 160 member organizations today, representing more than 250,000 individual biologists. Clearly, there is a strong perception by the leaders and members of scientific societies and organizations that AIBS plays an important and unique role. How, we asked, can AIBS enhance that?

AIBS collected and analyzed data about and from the AIBS membership, surveyed individual biologists and biological organizations, and spoke with the leaders of key organizations that influence biology. Articles in *BioScience* will soon summarize this research. One point came through clearly: Changes in AIBS's governance would improve AIBS's ability to fulfill the mission of fostering united action as it was envisioned in its founding constitution.

Recommendations on changes to AIBS's Constitution and Bylaws were solicited from AIBS members during an

open-comment period in the fall of 2011 and were incorporated into the final versions where that was feasible. In November 2011, in accordance with the amendments procedure, a vote was held among AIBS individual members, who voted overwhelmingly to approve the changes. AIBS's new Constitution and Bylaws, effective 2012, are reproduced below (Appendix 1) and on the AIBS Web site.

## What are the goals of these changes?

- To have the leadership encompass a greater representation of all of biology,
- To allow for strategic appointments to the Board, and
- To extend the terms of leadership positions to make it possible to sustain initiatives over multiple years with leadership continuity.

## How do these changes affect the Board?

The Board structure will now

- Convert the elected–sitting–past-president succession to a president office and a vice president office, each with two year terms,
- Allow for multiple terms for a president and vice president with a limit of three consecutive terms in the same office,
- Create officer positions elected by the Board,
- Add four to eight Board-elected seats,
- Maintain four Board seats from the organizational membership—the AIBS Council—and to reduce individual membership Board seats from four to two
- Add a Board member from the organizational or individual membership to the Executive Committee

These changes will allow AIBS to broaden its representation beyond a historical core of ecology, evolutionary biology, and environmental biology to areas such as cellular and molecular biology, development, and genetics, along with emerging areas, including synthetic biology and computational biology. They will also ensure that the diversity of the

AIBS leadership is maintained with respect to skills, work setting, career stage, and other professional factors to maximize opportunities for AIBS and its programs to benefit from an inclusive range of human talents.

With these governance changes now in place, AIBS's long-range planning continues into 2012, with the goal

of producing a new AIBS strategic plan before the end of the year.

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*Richard T. O'Grady is executive director of AIBS and ex officio member of the AIBS Board of Directors.*

## **APPENDIX 1**

### **AMERICAN INSTITUTE OF BIOLOGICAL SCIENCES, INC.**

#### **CONSTITUTION**

(Date Approved: November 2011. Date Effective: January 2012)

##### **ARTICLE I. Name**

The name of this association shall be the AMERICAN INSTITUTE OF BIOLOGICAL SCIENCES, INC., hereinafter called the Institute.

##### **ARTICLE II. Purposes**

The purposes of the Institute shall be the advancement of the biological sciences and their applications to human welfare, and to foster and encourage research and education in the biological sciences, including the medical, environmental, and agricultural sciences. To serve these purposes, the Institute will assist societies, other organizations, and biologists in such matters of common concern as can be dealt with more effectively by united action; hold and sponsor scientific meetings; cooperate with local, national, and international organizations concerned with the biological sciences; provide a voice for biologists in the public forum; promote unity and effectiveness of effort among all those who are devoting themselves to the biological sciences and their applications; and foster the relations of the biological sciences to other sciences, to the arts and industries, and to the public good.

##### **ARTICLE III. Membership**

Membership in the Institute shall be open to persons or organizations who share the stated purposes of the Institute.

##### **ARTICLE IV. Officers**

The Officers of the Institute shall be the President, the Vice-President, the Secretary, and the Treasurer, each with terms of office as specified in Article VI herein.

##### **ARTICLE V. Executive Committee**

The Executive Committee shall be composed of the Officers of the Institute plus one additional member of the Board of Directors appointed by the President each year to a one year term, such selection to be made with the advice of the Board. The Executive Committee shall act on behalf of the Board of Directors between the meetings of the Board of Directors.

##### **ARTICLE VI. Board of Directors**

The Board of Directors shall establish policy for the Institute, and shall be responsible for the fulfillment of the scientific and corporate obligations of the Institute.

The Board of Directors shall be composed of the four Officers of the Institute plus not less than ten or more than 14 additional positions, making for a total Board size of 14 to 18. The Board shall elect the Officers and four to eight of the other Board positions, the Council shall elect another four positions, and the Individual Membership shall elect another two positions.

All Board positions have terms of three years except those of President and Vice-President, each of which has a term of two years. Re-election to multiple terms for all Board positions, including President and Vice-President, is permitted; the President and Vice-President may serve no more than three consecutive terms of two years each in their respective offices. Directors shall continue in office until their successors have been duly elected and assumed office, or unless they resign, are removed, or are otherwise unable to fill an unexpired term.

The members of the Board of Directors, individually and collectively, shall be held harmless by the Institute, to the fullest extent permitted by law, in any action alleging injury or damage, direct or consequential, arising out of the performance of their duties except where Board members are adjudged guilty of willful misfeasance or malfeasance in the performance of their duties.

##### **ARTICLE VII. Council**

The Council shall provide effective and responsible guidance to the Institute. The Council shall consist of the Board of Directors and one Representative appointed by each Institutional Member. Each Council Representative, by virtue of this appointment, shall be deemed an Individual Member of the Institute.

The Council shall, (1) review the actions of the Board of Directors, (2) make recommendations to the Board of Directors on matters of policy for action and response by the Board of Directors, (3) consider agenda items brought

before it by the Board of Directors, (4) initiate agenda items for its meetings, and (5) elect Representatives from its ranks to the Board of Directors as per Article VI herein.

#### **ARTICLE VIII. Executive Director**

An Executive Director shall be appointed by the Board of Directors as the chief executive officer of the Institute. The Executive Director shall supervise the staff, properties, and operations of AIBS, and carry out the policies and directives of the Board of Directors and the Executive Committee. The Executive Director will serve *ex officio* (without vote) on all committees, boards, and councils.

#### **ARTICLE IX. Bylaws**

The provisions of the Constitution of the Institute shall be carried out in accordance with the current Bylaws of the Institute.

#### **ARTICLE X. Amendments**

Amendments to this Constitution may be initiated by the Board of Directors, the Council, or by a petition to the Board of Directors by 25 Individual Members of the Institute. After receiving advice from the Council, the Board of Directors must approve amendments by a two-thirds

majority vote. Amendments must then be ratified in a ballot by two-thirds of those Individual Members of the Institute voting.

#### **ARTICLE XI. Dissolution**

Dissolution of the Institute for any cause may be initiated by the same mechanism used for amending the Constitution. Dissolution must be in accordance with the applicable regulations of the 1954 Internal Revenue Code, Section 501, or any amendments thereto.

All funds or other assets of the Institute, including any rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor organization, which has among its principal purposes the encouragement, development, and dissemination of knowledge in the biological sciences, and has qualified as an exempt organization under Section 501 of the 1954 Internal Revenue Code, or any amendments thereto.

The selection of the successor organization shall be approved by a two-thirds majority of the Board of Directors and be named in the Board's minutes and its Articles of Dissolution, but need not be named in the motion or petition for dissolution.

—END—

### **AMERICAN INSTITUTE OF BIOLOGICAL SCIENCES, INC.**

#### **BYLAWS**

(Date Approved: November 2011. Date Effective: January 2012)

#### **ARTICLE I. Membership**

**Section 1. Individual Membership.** There shall be eight classes of Individual Members: Regular Member, Student Member, Sustaining Member, Life Member, Emeritus Member, Honorary Member, Family Member, and Teacher Member. Individual Membership may be obtained by application to the Executive Director. A person may be elected an Honorary Member by a majority vote of the Board of Directors. The criteria for membership are:

- (1) Regular Member: A person who is engaged in pursuits contributing to the development and advancement of the biological sciences.
- (2) Student Member: A person who is enrolled at least half time in an institution of higher learning.
- (3) Sustaining Member: A person qualified as a Regular Member, but who wishes to provide additional financial support for the Institute.
- (4) Life Member: A person qualified as a Regular Member, but who chooses to pay life-time dues.
- (5) Emeritus Member: A person who has been a Regular Member or a Sustaining Member for at least ten consecutive years, and is retired.

(6) Honorary Member: A person who has rendered long and distinguished service to the biological sciences may be elected an Honorary Member.

(7) Family Member: A person qualified as a Regular Member and married to a Regular Member, but who wishes to pay reduced dues and share certain membership benefits with the spousal Regular Member.

(8) Teacher Member: A person who is a full time teacher or administrator in any pre-college grade level.

**Section 2. Institutional Membership.** A nonprofit society, corporation, academic unit, or association of regional, national, or international scope concerned with the advancement of the biological sciences may be elected an Institutional Member by majority vote of the Board of Directors. As stipulated in the Institute's Constitution, Article VII, each Institutional Member is entitled to appoint a Representative to the Council. Each Council Representative shall receive Individual Membership status in the Institute as part of the Institutional Member's dues payment. There shall be a written agreement concerning dues and mutual obligations between each Institutional Member and the Institute.

**Section 3. Corporate Membership.** Any business organization or corporation interested in the biological sciences that wishes to contribute to the support of the Institute may

become a Corporate Member. Application for membership as a Corporate Member should be made to the Executive Director. Election shall be by majority vote of the Board of Directors. There shall be a written agreement concerning dues and mutual obligations between each Corporate Member and the Institute.

## **ARTICLE II. Meetings**

**Section 1.** All meetings of the Institute, including those where votes are cast by members, shall be held in accordance with the prevailing Open Meeting laws of the District of Columbia for 501(c)(3) nonprofit organizations that are applicable to the Institute. The annual business meetings, Council meetings, and Board of Directors meetings may be conducted in person or through telephonic or electronic communications technology that allows all participants to hear or otherwise communicate with each other during the meeting; written notice of these meetings must be sent to attendees by mail, or e-mail, as directed by the member, at the address, or e-mail provided by the member or as it appears in the corporate records, at least 60 days in advance of the meeting, except in the case of special (i.e. other than those regularly scheduled) meetings of the Board of Directors, where at least 10 days advance notice is required. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors. The business to be transacted at any of the above meetings, and the date, time, and place of the meeting, shall be specified in the notice of the meeting.

**Section 2.** The Institute shall provide for at least one annual business meeting with its Individual, Institutional, and Corporate members, except as prevented by a national emergency. Additional meetings of the membership may be provided by action of the Board of Directors.

**Section 3.** The Executive Committee shall meet as often as necessary for the discharge of its duties and the fulfillment of its responsibilities.

**Section 4.** The Board of Directors shall meet no less than semi-annually. Additional meetings may be called by the Executive Committee or by a majority of the members of the Board of Directors.

**Section 5.** The Council shall meet annually at a time determined by the Board of Directors. The annual business meeting referred to in Section 1 herein may include the Council meeting. Special meetings of the Council may be called by the Board of Directors or by a majority of the members of the Council.

**Section 6.** Parliamentary procedures shall be those specified in "Robert's Rules of Order Revised."

## **ARTICLE III. Quorums**

A majority of members shall constitute a quorum for transacting the business of the Executive Committee and of the Board of Directors.

## **ARTICLE IV. Dues and Finances**

**Section 1.** Dues shall be established for each class of membership by a majority vote of the Board of Directors.

**Section 2.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into contracts or to execute and deliver instruments in the name or on behalf of the Institute; such authority may be general or confined to specific instances.

**Section 3.** All checks, drafts, or other orders for the payment of money in the name of the Institute shall be signed by such officer or officers, agency or agents, of the Institute, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4.** All funds of the Institute not otherwise employed shall be deposited promptly to the credit of the Institute in such banks or other depositories as the Board of Directors may select.

**Section 5.** The annual budget shall be subject to approval by the Board of Directors.

**Section 6.** An audit of the Institute's books and accounts by an independent certified public auditing concern shall be completed and presented annually to the Board of Directors and the Council, or more frequently if so directed by the Board of Directors.

**Section 7.** The principal of the Institute's Long-Term Capital Reserves is Board-designated; the income of the Capital Reserves must be reinvested as principal. In addition, Contingency Reserves are established by the Board to be a part of the Long-Term Capital Reserves. The procedures by which the Contingency Reserves may be used are contained within the Institute's Handbook on Policies and Procedures.

## **ARTICLE V. Fiscal Year**

The fiscal year for the Institute shall be from January 1 through December 31 of the calendar year.

## **ARTICLE VI. Duties of Officers**

**Section 1.** The President shall serve as the chief elected officer of the Institute, provide its scientific leadership, supervise the conduct of its affairs, and assist in establishing productive relationships with individuals and organizations critical to its success. The President shall preside over the meetings



of the Executive Committee, the Board of Directors, and the Council, and shall be the principal contact between these bodies and the staff of the Institute. The President shall appoint and charge the chairpersons and members of all Standing Committees of the Institute, such ad hoc and special committees as may be deemed necessary, and, with the advice and consent of a majority of the Board of Directors, the members of the Leadership Development Committee. The President may sign, with the Secretary, Treasurer, or any other proper officer of the Institute hereunto authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to other officers or agents of the Institute, or shall be required by law to be otherwise signed or executed. The President shall carry out other activities usually pertaining to the office.

**Section 2.** The Vice-President shall work with the President in establishing productive relationships with individuals and organizations critical to the Institute's success, shall administer the Institute's awards program and lead its strategic planning activities—each with committee support appointed as necessary by the President—shall serve as the Executive Committee's representative on the Leadership Development Committee, and shall carry out such other duties as assigned by the President or the Board of Directors. In the absence of the President, or in the event of the President's inability or refusal to carry out the duties of the office, the Vice-President shall perform the duties of the President.

**Section 3.** The Treasurer shall be the chief fiscal officer of the Institute, supervise all funds and securities of the Institute, chair the Finance Committee, and in general, perform all duties incident to the office of Treasurer, and such other duties as may be assigned by the President or the Board of Directors.

**Section 4.** The Secretary shall review and certify the minutes of the meetings of the Executive Committee, the Board of Directors and the Council, be responsible for the corporate seal and the records of the Institute, and in general, perform all duties incident to the office of Secretary, and such other duties as may be assigned by the President or the Board of Directors.

**Section 5.** All officers shall be bonded for the faithful performance of their duties.

## ARTICLE VII. Vacancies

**Section 1.** Further to Article VI, Section 2, herein the Vice-President will automatically succeed to the presidency if the office of the latter becomes vacant before the end of its normal term, in which case the Vice-President shall serve

as President for the remainder of that term of the vacant position.

**Section 2.** If a vacancy occurs in the office of Vice-President the Leadership Development Committee shall submit one or more nominations to the Board of Directors for consideration. The person so elected by the Board shall serve for the remainder of that term of the vacant position.

**Section 3.** If a vacancy occurs in the office of Secretary or Treasurer, the Nominations Committee shall submit one or more nominations for each vacant position to the Board of Directors for consideration. The person(s) so elected by the Board shall serve for the remainder of that term of the vacant position(s).

**Section 4.** If a vacancy occurs among the members of the Board of Directors elected by the Individual Membership or by the Council, the President, with the advice and consent of a majority of the Board of Directors, shall appoint a replacement to serve for no more than one year of the remaining term of the vacant position, by which time an election shall be held to fill the empty seat by the Individual Membership or Council.

## ARTICLE VIII. Duties of Executive Director

The Executive Director shall be the chief executive officer of the Institute, and shall supervise or carry out policies and directives of the Executive Committee and the Board of Directors. The Executive Director shall be authorized, within the budget of the Institute, to employ such persons as are necessary for the proper conduct of the affairs of the Institute, and to determine the compensation to be paid therefor. The Executive Director shall supervise the staff of the Institute, facilitate their work, and evaluate their performance annually. The Executive Director shall make such reports, recommendations, and suggestions to the Executive Committee, the Board of Directors, and the Council as shall be judged to be for the benefit of the business of the Institute. A vacancy in the office of Executive Director shall be filled by the Executive Committee with the advice and consent of a majority of the Board of Directors. The Executive Director, and appropriate staff designated by the Board of Directors, shall be bonded for the faithful performance of their duties.

## ARTICLE IX. Leadership Development Committee

The Leadership Development Committee shall consist of the Vice-President representing the Executive Committee, plus three Board members appointed by the President each year with the advice and consent of a majority of the Board: one from the Board-elected seats, one from the Council-elected seats, and one from the Individual-membership-elected seats. The Committee shall elect its Chair from its ranks each year. The Leadership Development Committee shall identify and prepare future leaders of the Institute; prepare a slate of nominees for the annual Board elections as described in

Article X herein; inform the nominees of the responsibilities of the offices for which they are being nominated; and ascertain the willingness of each nominee to serve, if elected.

## **ARTICLE X. Elections and Terms**

**Section 1.** Elections are held each calendar year depending on the number of Board vacancies coming open in the next calendar year. Board term years run from January 1 through December 31 of a given year. Newly elected Board terms start on January 1 following the year in which the election was held.

**Section 2.** The Board of Directors shall elect the four Officer positions. Additional nominations for Officers may be placed on the ballot by any 25 Individual Members or 10 Council Representatives and filed with the Executive Director within 30 days after the call for nominations has been issued, together with a signed statement of consent from each person so nominated. The final ballot shall be voted on by all members of the Board of Directors through secret ballot.

**Section 3.** The Board of Directors shall elect four to eight Board seats in addition to the Officers. Nominations shall be made by the Leadership Development Committee. Suggestions for nominations shall be solicited from the Board, the Individual Membership, and the Council. The final ballot shall be voted on by all members of the Board of Directors through secret ballot.

**Section 4.** The Individual Membership shall elect two seats on the Board of Directors. Nominations shall be made by the Leadership Development Committee. Additional nominations may be placed on the ballot by any 25 Individual Members and filed with the Executive Director within 30 days after the call for nominations has been issued, together with a signed statement of consent from each person so nominated. The ballot shall be voted on by Individual Members in good standing at the time of the election.

**Section 5.** The Council shall elect four Council Representatives to the Board of Directors. Nominations shall be made by the Leadership Development Committee. Additional nominations may be placed on the ballot by any 10 Council Representatives and filed with the Executive Director within 30 days after the call for nominations has been issued, together with a signed statement of consent from each person so nominated. The ballot shall be voted on by the Council Representatives of Institutional Members in good standing at the time of the election.

**Section 6.** As stipulated in the Institute's Constitution, Article VI, the Board of Directors is authorized, with the advice of the Leadership Development Committee, to vary the number of Board-elected non-Officer seats between four to eight, so long as the total size of the Board remains between 14 to 18 members.

**Section 7.** The candidate for each vacant position receiving the highest number of votes will be deemed elected. Ties will be resolved by a coin flip.

**Section 8.** All Board positions have terms of three years except those of President and Vice-President, each of which has a term of two years. Re-election to multiple terms for all Board positions, including President and Vice-President, is permitted, with limits to the number of consecutive terms for the offices of President and Vice-President as stipulated in Article VI of the Constitution. Directors shall continue in office until their successors have been duly elected and assumed office, or unless they resign, are removed, or are otherwise unable to fill an unexpired term.

**Section 9.** Notwithstanding Article X, Section 8 herein, and with the advice of the Leadership Development Committee, the Board of Directors is authorized to vary the term length of any non-Officer Board positions that come open during an election cycle to be two-year or four-year terms in order to ensure adequate staggering of Board terms.

**Section 10.** The qualifications for serving as a member of the Board of Directors shall be knowledge of the activities, purposes, and goals of the Institute, and the potential for making a substantial contribution to the success of its mission.

**Section 11.** Members of the Board of Directors who fail to attend three consecutive Board meetings without the prior approval of the President for their absence shall be deemed to have resigned their position on the Board. Any Director may resign at any time by giving written notice to the President or the Executive Director. Such resignation shall take effect at the time specified therein or, if no time is specified, at a time of acceptance as determined by the President. A Director may be removed only by a two-thirds majority vote of all members of the Board of Directors.

**Section 12.** Members of the Board of Directors may participate and vote at Board meetings and/or Board-related committee meetings either in person or through telephonic or electronic communications technology that allows all participants to hear or otherwise communicate with each other during the meeting. Proxy voting of one Board member for another is not permitted.

**Section 13.** Election terms for the first year of these Bylaws changes, 2012, is a transition year from the previous Bylaws' election terms and shall be implemented according to the Institute's Governance Transition Plan document.

## **ARTICLE XI. Standing Committees**

The Standing Committees and their areas of responsibility shall be:

A. The Public Policy Review Committee shall study and report to the Board of Directors on matters dealing with the

interpretation of biological information and its relevance to public policy issues. The Public Policy Review Committee develops recommendations on coordinated and sustained approaches to facilitate public education, facilitates the transfer of objective perspectives on biological information to governmental agencies and non-governmental organizations, evaluates government policies related to biological issues from a scientific point of view, and provides advice on proposed regulations and pending legislation for biological research and teaching.

- B. The Education Committee shall study and report to the Board of Directors on matters relating to education in the biological sciences, including informal, K-12, undergraduate, and graduate education. The Education Committee will develop recommendations to the Board of Directors for specific initiatives and long-range plans for the Institute's activities in biology education.
- C. The Finance Committee shall advise and make policy recommendations to the Board of Directors on all aspects of the Institute's finances, including the annual operating budget, increasing the Institute's financial base, membership dues changes, and long-range financial planning for the Institute. The Treasurer shall chair the Finance Committee. Two additional members of the Executive Committee and two additional individuals, appointed by the President, shall be members of the Committee.
- D. The Publications Committee shall study and report to the Board of Directors on matters pertaining to publications of the Institute.

Members and chairs of standing committees shall be appointed by the President, and shall normally serve staggered terms of three years. If a vacancy occurs due to a member's inability to complete a term, or if a member is inactive, the President may appoint new members for the duration of the term.

All committees shall execute their charges in a manner that ensures the full participation of women, minorities, and persons with disabilities.

## ARTICLE XII. Ad Hoc and Special Committees

**Section 1.** The President may appoint and charge the chairpersons and members of such ad hoc committees as may be deemed necessary. The term of these committees shall coincide with the term of the President who appointed them.

**Section 2.** Special committees to serve for a period of no more than three years may be authorized by a majority vote of the Board of Directors, with the President appointing and charging the chairpersons and members of such committees. If a vacancy occurs due to a member's inability to complete a term, or if a member is inactive, the President may appoint new members for the duration of the term.

## ARTICLE XIII. Amendments

Amendments to these Bylaws may be initiated by the Board of Directors or by petition to the Board of Directors signed

by 25 Individual Members of the Institute or 10 Council Representatives. Amendments must be approved by a two-thirds majority vote of the Board of Directors.

## ARTICLE XIV. General Prohibitions

Notwithstanding any provision of the Constitution or Bylaws that might be susceptible to a contrary construction:

**Section 1.** The Institute shall be organized and operated exclusively for scientific and educational purposes in accordance with the public interest;

**Section 2.** No part of the net earnings of the Institute shall or may under any circumstances inure to the benefit of any private shareholder or individual;

**Section 3.** No substantial part of the activities of the Institute shall consist of carrying on propaganda, or otherwise attempting to influence legislation;

**Section 4.** The Institute shall not participate in, or intervene in (including the publishing or distributing of statements contrary to the public interest), any political campaign on behalf of any candidate for public office;

**Section 5.** The Institute shall not be organized or operated for profit;

**Section 6.** The Institute shall not:

- A. Lend any part of its income or corpus, without the receipt of adequate security or reasonable rate of interest to;
- B. Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered to;
- C. Make any part of its services available on a preferential basis to;
- D. Make any purchase of securities or any other property, for more than adequate consideration in money or money's worth from;
- E. Sell any securities or other property for less than adequate consideration in money or money's worth to;
- F. Engage in any other transactions that result in substantial diversions of its income or corpus to; any officer, member of the Board of Directors, the Council, or substantial contributor to the Institute.

The prohibitions contained in Section 6 do not mean to imply that the Institute may make such loans, payments, sales or purchases to anyone else, unless such authority be given or implied by other provisions of the Constitution or Bylaws.

—END—

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