

BY-LAWS
of
THE SOCIETY FOR CLINICAL AND EXPERIMENTAL HYPNOSIS

ARTICLE I
NAME, PURPOSES, OFFICE

Section 1.01. Name. The name of the organization is The Society for Clinical and Experimental Hypnosis (the “Corporation”). The Corporation is a New York not-for-profit corporation.

Section 1.02. Purposes. The purposes and powers of the Corporation shall be as follows:

- (a) To promote excellence and progress in hypnosis research, education and clinical practice;
- (b) To conduct education and training in the field of hypnosis that reflects the highest level of scientific inquiry and the conscientious application of hypnosis in the clinical setting, and to and expand formal and standardized training methodologies as they become available;
- (c) To encourage cooperation among all professional and scientific disciplines with regard to the utilization of hypnosis in research and in practice, and to teach the scientific pursuit of research in the field;
- (d) To educate health care professionals, academicians, researchers, students, and the general public about the nature and ethical uses of hypnosis and related phenomena.

The achievement of the above objectives, as well as the promotion and maintenance of the highest possible standards in clinical and experimental hypnosis, will be carried out by:

- (a) Publishing a peer-reviewed journal with the highest standards of scientific quality and a broad range of subject matter within the fields of clinical and experimental hypnosis.
- (b) Delivering meetings and training programs that teach the current and future state of clinical and experimental hypnosis.
- (c) Maintaining active committees and member program offerings.
- (d) Consulting with universities about hypnosis curriculum to maintain high educational standards and technical competence.
- (e) Maintaining high standards of admission to membership – in particular the restriction of fellowship status to those who have made outstanding contributions to clinical and/or experimental hypnosis.

Section 1.03. Office. The principal office of the Corporation shall be located at 305 Commandants Way – Commoncove Suite 100, Chelsea, MA 02150-4057. The Corporation may change the location of the principal office or maintain additional offices at such other places both within or without the State of New York as the Executive Council of the Corporation (the “Executive Council”) may from time to time determine, or the business of the Corporation may require.

ARTICLE II MEMBERS

Section 2.01. Members Generally. The membership of The Society for Clinical and Experimental Hypnosis (SCEH) shall consist of fellows, full members, lifetime members, honorary members and student affiliates. The dues for all levels of membership shall be set by the Executive Committee. (1) Dues are payable in advance. (2) Each member shall receive the SCEH Newsletter or bulletin, The International Journal of Clinical and Experimental Hypnosis (IJCEH), and other publications which the Executive Council finds feasible to distribute gratis. (3) All members shall also receive the benefits of certain reductions in rates at training seminars and courses sponsored by SCEH.

Section 2.02. Full Member. Full membership will be available to physicians; dentists; doctoral level speech pathologists; doctoral level practitioners of Traditional Chinese Medicine (accredited by the Accreditation Commission for Acupuncture and Oriental Medicine); those with a masters or higher degree in psychology, marital/family therapy (or couples/family therapy), counseling, nursing, physicians assistants, social work (accredited by the Council on Social Work Education), health coaching, or physical and occupational therapy. Membership will also be available to those with a bachelors or higher degree and licensure as nurses, dental hygienists, paramedics, midwives, or mental health counsellors/associates.

All members: 1) shall be currently licensed or certified for practice in the state/province in which they practice, 2) or shall have a faculty or research position at a university or other research facility, or shall be conducting research on hypnosis which has the potential to make a bona fide contribution to the literature, or 3) shall be retired from their professional work in good standing. All members shall agree to the code of ethics of SCEH. Failure to abide by the code of ethics can result in suspension or expulsion from membership in SCEH, and other actions. The members shall have received their degree from a University or College accredited by its appropriate regional accrediting body. Membership status is awarded to individuals by the Credentials and Membership Committee based on the information provided in the application form. Full members shall have the right to vote, hold office, and chair a standing committee. If a person does not qualify for membership in SCEH but has made exceptional contributions to the field of hypnosis, s/he may be nominated by a fellow of the society for full membership. The Executive Council must then accept or reject the application by majority vote.

Section 2.03. Student Affiliate. Membership will be made available to candidates (students, interns or residents) to those degrees implicit to Article II, Section 2 of the Bylaws of this Constitution. A document verifying their candidacy or student status shall accompany their

application. Verifying documents can be letters from the chairs of their respective department or an academic mentor or faculty of their university, etc. They shall also agree to the code of ethics of SCEH. Student affiliate status shall be limited to the period during which the affiliate is officially an intern, a resident, or a student working toward the appropriate degree, as described above. A student affiliate shall receive all the privileges of membership with the exception of the right to vote or hold office.

Section 2.04. Fellowships may be conferred by the Executive Council, either acting in its own right or upon the recommendation of the Awards and Fellowship Committee. This is a recognized honor bestowed by SCEH and is not subject to application. It is an indication that the recipient is known to be an outstanding contributor to the science or practice of hypnosis. It will be conferred by the Executive Council where a full member has published either a major book in the field, a significant number of well-recognized scientific papers, has served SCEH as an officer or in some other significant capacity, or has gained national repute as a clinician or teacher. A candidate for fellowship must have been a full member for at least three years.

Fellowship carries with it full voting privileges for as long as the Fellow maintains their membership through paying membership dues.

Section 2.05. Lifetime Membership. Any member is eligible to apply for lifetime membership status upon reaching the age of 65 provided that s/he is retired from professional work, and has been a member for at least ten consecutive years. Lifetime members shall pay a reduced membership fee as determined by the Executive Committee and shall continue to receive all the privileges of membership.

Section 2.06. Honorary Membership may be conferred by the Executive Council, either acting in its own right or upon the recommendation of the Credentials and Membership Committee. Such membership may be granted to individuals who, although not fulfilling the requirements of the defined categories of membership, have distinguished themselves in serving the cause of scientific research in hypnosis either directly or through service to SCEH. Honorary members shall pay no dues and have no vote, but shall receive gratis all publications of SCEH and be welcome to attend all SCEH functions open to the membership.

Section 2.07. Foreign Members (members who reside outside the United States and its possessions and Canada) shall be elected to the same respective membership status as U.S.-based or Canadian members, and depending upon such status, shall have the same rights, privileges, and immunities. The SCEH international dues structure allows for discounted membership dues for international members based on international indicators. The discounted membership dues entitle the international member to online subscription to the IJCEH Journal, but not mailed paper copies. Please see the website for details. Applicants for full membership from any part of the world will be judged in accordance with professional standards as set forth in that part of the world, provided that these standards can be established as equivalent to the standards governing American and Canadian members. Thus, where the MBBS degree is the acceptable medical degree, for example, it will be accepted in lieu of the MD. All decisions in this area shall be subject to the final approval of the Credentials and Membership Committee.

Section 2.08. Individuals Only. Membership in SCEH is open only to individuals.

Section 2.9. Failure to Pay Dues. Members who have not paid their dues within 6 months of the start of a new year will be considered as having resigned from membership and shall be notified that their membership has been cancelled. Any former member may reapply within five years, without having to be approved by the Credentials and Membership Committee, as long as they stipulate there has been no change in their membership eligibility as granted by their professional status. If five years or more have passed, lapsed members shall be required to follow all procedures necessary for a new applicant.

Section 2.10. Resignation of Memberships. Resignation from SCEH shall occur when a written resignation is received at the administrative office of SCEH from a member who is up-to-date in dues payments. There shall be no refund of dues. A member in good standing before resignation may renew membership in SCEH within five years without a formal application, as noted above, but if five years or more have passed, resigned members shall be required to follow all procedures necessary for a new applicant.

Section 2.11. Membership Terms & Conditions. Dues for membership in SCEH shall be for calendar years. Membership in SCEH shall correspond to the calendar year.

ARTICLE III EXECUTIVE COUNCIL

Section 3.01. Powers and Number. The Executive Council shall function as the board of directors of the Corporation. The Executive Council shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Charter and in these Bylaws. The number of directors constituting the Executive Council shall be **not fewer than** four (4) persons (each a “Director” and, together, the “Directors”). Each Director shall have one (1) vote. The number of Directors may be increased or decreased by amendment of the Bylaws by vote of a majority of the “Entire Executive Council,” but no decrease shall shorten the term of any incumbent Director or decrease the number of Directors to fewer than three (3) Directors. As to any matter upon which the Executive Council may vote, the term “Entire Executive Council” means the total number of Directors that would be entitled to vote on such matter, assuming for this purpose that no vacancies on the Executive Council existed at the time of such vote.

The following individuals serve as Directors in the Executive Council: current Elected Officers (see Article VI Officers), current Chairs of Standing Committees (see Article V Committees), and Past Presidents who are members in good standing. (See Article VI Officers).

ARTICLE IV
MEETINGS OF EXECUTIVE COUNCIL

Section 4.01. Annual, Regular and Special Meetings. Meetings of the Executive Council (annual or regular) may be held on any day and place, and at such time and place, as the Executive Council or the Executive Committee (Directors) of the Executive Council may from time to time fix. An annual meeting shall be held to elect Directors and at such time the Executive Council shall receive an annual report required by Section 519(c) of the N-PCL.17. Special meetings of the Executive Council shall be called at any time to address urgent situations when in the opinion of the Executive Committee it would not be possible to wait until the yearly business meeting, or may be held at any place by the acting President or by any Director upon written (including by electronic mail) demand of not less than one-fifth of the Entire Executive Council, not counting those who have Directorships only because of holding Past President status, and in each case at such time and at such place as shall be fixed by the person or persons calling the meeting.

Section 4.02. Notice of Meetings. Regular and special meetings of the Executive Council may be called by either the Executive Council or the Executive Committee (Directors). At least two weeks' notice will be given of the date, time, and place of such meetings, as fixed by the Executive Council or Executive Committee. Written (including by electronic mail), oral, or any other mode of notice of the date, time, and place shall be given for the annual meeting, special meetings, and each regular meeting unless such notice has been waived, and/or unless such notice is otherwise required by law. The notice of any meeting need not specify the purpose of any regular or special meeting. Any requirements of furnishing notice for a meeting shall be waived by any Director who submits a waiver of notice (which may be written or sent by electronic mail) before or after the meeting, or who attends the meeting without protesting (either prior to the meeting or at its commencement) the lack of notice to such Director.

Section 4.03. Quorum and Action. Except as hereinafter provided, a majority of Directors of the Executive Council, not counting those who have Directorships only because of holding Past President status, shall constitute a quorum for the transaction of business. If at any meeting of the Executive Council there shall be less than a quorum present, a majority of the Directors present may adjourn the meeting until such a quorum is obtained. Except as otherwise provided by law or by these Bylaws, at any meeting of the Executive Council at which a quorum is present, the vote of a majority of the Directors present at the time of the vote shall be the act of the Executive Council.

Section 4.04. Meeting by Conference Telephone or Virtual Platforms. Any one or more members of the Executive Council, or any committee thereof, may participate in a meeting of the Executive Council, or such committee, by means of a conference telephone or digital device or application that allows all persons participating in the meeting to speak to and hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 4.05. Action Without a Meeting. Any action required or permitted to be taken by the Executive Council or by any committee thereof may be taken without a meeting if all members of the Executive Council or the committee, as the case may be, consent to the adoption of a

resolution authorizing the action. Such consent may be written or sent by electronic mail. The resolution and the written consents thereto by the Directors or committee members shall be filed with the minutes of the proceedings of the Executive Council or the committee.

Section 4.06. Chairperson. The Chairperson of the Executive Council will be the current President, who shall preside at all meetings of the Executive Council. They shall perform such other duties, and exercise such powers, as from time to time shall be prescribed by these Bylaws or by the Executive Council. The Chairperson of the Executive Council must not be an employee of the Corporation.

ARTICLE V COMMITTEES

Section 5.01. Standing Committees. Standing committees shall be as follows: Awards and Fellowships; Budget; Credentials and Membership; Constitution and Bylaws; Ethics and Professional Attitudes; Education; Law and Public Relations; Legislation; Nominations and Elections; Organization of Component Societies; Publications, and Research. The duties of these committees, if not already defined in the Constitution and/or Bylaws, shall vary with the needs of SCEH and be subject to definition by the Directors. Chairs of standing committees are Directors within the Executive Council, and thus, have voting power in the Council, with the limitation that any single individual can only hold a single Directorship and can only have a single vote. In the absence of the standing committee chair, vice chairs of standing committees can substitute their committee chair at the meetings of the Executive Council, unless the chair of that committee expresses objection in writing to the chairperson of the Council Meeting before the meeting. When the vice chair of the standing committee substitutes the chair of the standing committee, they hold the same rights and responsibilities for the time of the meeting as the substituted Director. Thus, in this case they have voting power at the meeting, and they should be counted when determining quorum, with the limitation that any single individual can only hold a single Directorship and can only have a single vote.

Section 5.02. Appointment of Standing Committees. The members of the standing committees, including their chairs, vice chairs, and committee members, are appointed by the Executive Council at any Executive Council Meeting where there is a voting quorum present. The Acting SCEH President traditionally develops a suggested roster of committee chairs, which is then voted upon by the Executive Council. Members of the Organization who hold voting privileges are eligible to be appointed as standing committee members. The appointment of any standing committee member requires a vote of a majority of the Directors present at the meeting. The appointment takes effect directly after the conclusion of the meeting, so the new standing committee chairs appointed by this vote do not count toward quorum, do not hold voting rights, and do not become Directors until the end of the meeting.

Section 5.03. Terms of Service of Standing Committee Members. A standing committee member shall hold office for a two (2) year term and each shall continue service for such term or until such standing committee member's successor shall have been appointed and qualified, whichever comes later, or until such standing committee member's death, resignation or removal.

Section 5.04. Resignation of Standing Committee Members. Any standing committee member may resign from office at any time by delivering a resignation in writing to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and unless required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective.

Section 5.05. Removal. Any standing committee member may be removed for cause, at any time, by a vote of a majority of the Directors present at an Executive Council Meeting where a voting quorum is present. Such removal takes effect immediately after the vote, unless otherwise designated in the motion to remove the standing committee member.

Section 5.06. Committees of the Executive Council. In addition to the standing committees, the Elected Officers (see Article VI Officers) of the Society will comprise an Executive Committee, which shall have the authority of the Executive Council with the exception of any authority the delegation of which is prohibited by Section 712 of the N-PCL. In addition, the Executive Council may designate three or more Directors to constitute one or more Committees of the Executive Council to serve at the pleasure of the Executive Council, each of which, to the extent authorized by the Executive Council, shall have the authority of the Executive Council with the exception of any authority the delegation of which is prohibited by Section 712 of the N-PCL. Any such Committees of the Executive Council, except for the Executive Committee, can be dismissed by a vote of a majority of the Directors present at an Executive Council Meeting where a voting quorum is present. Any member of such Committees of the Executive Council can resign their appointment to the committee at any time by delivering a resignation in writing to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and unless required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective.

Section 5.07. Committees of the Corporation. Committees, other than committees of the Executive Council, shall be committees of the Corporation. Officers of such committees of the Corporation may be nominated and then affirmed by a vote of a majority of the Directors present at an Executive Council Meeting where a voting quorum is present. Members of such Committees of the Corporation are appointed in the same manner as standing committee members, but no such committee shall have the authority to bind the Executive Council. Furthermore, membership in Committees of the Corporation do not warrant Directorship or voting right in the Executive Council.

Section 5.08. Term and Duty. Each member of a committee shall serve at the pleasure of the Executive Council. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Director of his or her duty to the Corporation under Section 717 of the N-PCL.

Section 5.09. Vacancies. If any vacancy shall occur in a committee for any reason, including an increase in the number of members thereof, the vacancy may be filled at any meeting of the Executive Council.

Section 5.10. Meetings and Notice. Each committee may hold meetings at such time or at such place as it shall determine from time to time. No notice shall be required for meetings for which the time and place have been fixed. Written, electronic, oral or any other mode of notice of the time and place shall be given for meetings of each committee that are not fixed, in sufficient time for the convenient assembly of the committee unless such notice has been waived. The notice of any meeting need not specify the purpose of the meeting. Any requirements of furnishing a notice shall be waived by any committee member who submits a waiver of notice (such waiver of notice may be written or electronic), whether before, at commencement or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such committee member. Each committee shall keep a record of its proceedings.

Section 5.11. Quorum and Vote. At all meetings of a committee, the presence in person of members constituting a majority of the membership of such committee, shall be necessary and sufficient to constitute a quorum, and except as otherwise provided by law or by these Bylaws, the act of a majority of the members present, at any meeting at which there is a quorum present, shall be the act of the committee.

Section 5.12. Component Societies. A Component Society may be formed with the approval of the Committee on Component Societies. A Component Society may be formed around some organizing principle such as an institutional affiliation, a geographical unit (state, county, or city), similar career stage, or shared goals or background. Component Societies may have any number of members, providing that 30% of the members are members of SCEH. A Component Society must have a constitution and/or bylaws. A Component Society shall apply to the Committee on Component Societies for approval, and provide a copy of its constitution or bylaws, a membership roster, and a list of officers. A newly created Component Society shall receive a formal charter, duly signed by the SCEH president and secretary. A charter may be revoked for cause by a two-thirds vote of the Executive Council. A Component Society shall submit an annual report to the SCEH secretary.

ARTICLE VI OFFICERS

Section 6.01. Officers, Election and Term of Office. The officers shall include a President, President-Elect, Immediate Past President, Secretary, and Treasurer, and thereafter the Executive Council may elect or appoint such other officers and assistant officers as it may determine. The President, the Treasurer, and the Secretary should only hold one office; otherwise, one person may hold more than one office in the Corporation. The officers shall be members of the Executive Committee, as well as the Executive Council. The officers shall each have such powers and duties as are set forth herein and as generally pertain to their respective offices and such powers and duties as from time to time may be conferred upon them by the Executive Council.

Section 6.02. Term of Office. An Officer shall hold office for a two (2) year term and each shall continue in office for such term or until such Officer's successor shall have been elected and qualified, whichever comes **later**, or until such Officer's death, resignation or removal; provided,

however, that any Officer elected to fill an unexpired term (whether resulting from death, resignation, or removal or created by an increase in the number of Officers) shall hold office until the next annual meeting at which the election of Officers is in the regular order of business and until his or her successor is elected and qualified. If Officers other than the Treasurer choose to seek re-election, they may serve a maximum of two (2) consecutive terms. The Treasurer is not subject to this term limitation and may, if duly elected and re-elected, serve multiple terms. In addition, there is no prohibition against any Officer serving in different elected offices beyond a single re-election to their prior role.

Section 6.03. Election of Officers. The Executive Council shall appoint a Nominating and Elections Committee comprised of the Immediate Past President as chair and consisting of at least two (2) Members. The Nominations and Elections Committee shall cause a nomination ballot to be circulated to voting members of SCEH at least 60 days prior to the mailing of the election ballot. A slate that includes unopposed nominees is acceptable. The Nominations and Elections Committee shall be guided by the results of the nomination ballot but shall also be permitted to exercise requisite judgment. The ballots shall be sent to the members eligible to vote not later than May 15th of the election year unless an executive decision delays the election for a period not to exceed thirty (30) days. A double-envelope system or electronic voting shall be used to ensure a secret ballot. For mail-in votes, validation shall be by signature on the left-hand edge of the envelope. This edge shall be sheared off each envelope before the ballots are removed and counted. The ballot shall contain spaces for the writing in of names of candidates not on the ballot. Electronic voting will be done via the official website of the Organization. Members will have to be signed in with their member accounts in order to submit their vote. If both a mailed-in vote and electronic vote are submitted by the same member, the electronic vote will take precedence. The ballots shall be returned to the chair of the Committee on Nominations and Elections within thirty (30) days of their receipt by the members of the Society who eligible to vote. Candidates for office must be either full members or fellows in good standing as set forth in the Bylaws. The candidates who receive the largest number of votes cast by mail or electronic ballot. shall be declared as the elected officers by the Nominations Committee. Members will be notified of the election results following a tally of the vote. The newly elected state of officers shall start service immediately after the conclusion of the Executive Council Meeting or at the conclusion of the term of the Officer currently holding the same Office, whichever comes later. In the event of a tie vote in an election involving more than two candidates for a particular office, the chair of the Committee on Nominations and Elections shall arrange a run-off election. In the event of a tie vote in an election involving only two candidates for an office, the election shall be decided by a vote of the Executive Council. Such election shall be by mail ballot, if necessary. Ballots shall be counted by the Committee on Nominations and Elections sitting in session, or if this is not feasible, by the administrative director at the SCEH Administrative Office and any member(s) appointed by the Executive Council.

Section 6.04. Resignation. Any Officer may resign from office at any time by delivering a resignation in writing to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and unless required by its terms, the acceptance of such resignation shall not be necessary to make the resignation effective.

Section 6.05. Vacancies and Newly Created Offices. Any newly created Offices and any vacancies among Officers, arising at any time, and from any cause, may be filled at any meeting of the Executive Council by a majority vote of the Directors then in office, regardless of their number. Officers so elected shall serve until the next annual meeting of the Executive Council, at which the election of Officers is in the regular order of business, and until his or her successor is elected and qualified.

Section 6.06. Removal. Any Officer who was elected or appointed by the Members may be removed with or without cause by a vote of the majority of the Members present at a duly organized meeting. Such removal takes effect immediately after the vote, unless otherwise designated in the motion to remove the Officer.

Section 6.07. Employees and Other Agents. The Executive Council may from time to time appoint such employees, and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Executive Council, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Executive Council may from time to time determine.

Section 6.08. President. The President shall exercise general supervision over the affairs of the Corporation, subject, however, to the control of the Executive Council and the Executive Committee, if any. The President shall keep the Executive Council fully informed about the affairs of the Corporation. The President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to them by the Executive Council or by the Executive Committee, if any. The President shall also be the Chairperson of the Executive Council, unless they designate someone else for this position.

Section 6.09. President-Elect. The President-Elect, shall, in the temporary absence or disability of the President, act in the place of the President. If there shall be no President-Elect, and the President is unavailable, the President's duties shall be performed by the individual Director designated by the Executive Council, or by the Past President. Each President-Elect, shall also perform such other duties as from time to time may be assigned to them by the Executive Council, the President or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other officers.

Section 6.10. Past President. Those individuals who have ever been elected to the Office of President and started their term, but not currently hold the Office of President are granted Past President status when they hold Membership within the Society. Those with Past President status are granted Directorship within the Executive Council, and thus have voting rights at Council Meetings. Past Presidents are not officers of the society, so they are not members of the Executive Committee, except for the Immediate Past President, who is an officer and who is a member of the Executive Committee. A Past President can resign their Directorship by delivering a resignation in writing to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein, and acceptance of such resignation shall not be necessary to make the resignation effective. The Directorship of any past president may be removed for cause, at any time, by a vote of a majority of the Directors present at an Executive Council Meeting where a voting quorum is present. This removal of Directorship takes effect immediately after the vote (affecting quorum). A previously removed Directorship

of a Past President can be reinstated by a vote of a majority of the Directors present at an Executive Council Meeting where a voting quorum is present. In such a case, the directorship will be reinstated directly after the Executive Council Meeting.

Section 6.11. Secretary. The Secretary shall keep the minute books and, if there be one, the seal of the Corporation, serve or cause to be served all notices of the Corporation including notices of meetings of the Executive Council, record the minutes of all meetings of the Executive Committee and Executive Council, and in general perform all duties incident to the office of Secretary. They may also perform such other duties as from time to time may be assigned to them by the Executive Council, the President or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other officers.

Section 6.12. Treasurer. The Treasurer shall have responsibility for the custody of all funds, securities and property owned by the Corporation and shall keep full and accurate accounts of all receipts and disbursements of the Corporation. The Treasurer shall be responsible for the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Council. The Treasurer shall exhibit to any Director at all reasonable times the Corporation's books of account and records. The Treasurer shall render a statement of the financial condition of the Corporation at the annual meeting of the Executive Council. The Treasurer shall present an annual financial report at the annual business meeting. If an Auditing Committee has examined the financial records of SCEH, then the report of this Committee shall be included in the Treasurer's report. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Executive Council, the President, or the Executive Committee, if any, which duties may include powers elsewhere assigned or delegated to other officers. The Treasurer shall also be the chair of the Budget Committee.

Section 6.13. Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Executive Council.

ARTICLE VII

BOOKS, RECORDS, CONTRACTS AND FINANCIAL AUTHORITY

Section 7.01. Books and Records. There shall be kept at the office of the Corporation correct and complete books and records of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Charter, a copy of these Bylaws, and all minutes of meetings of the Executive Council and its committees.

Section 7.02. Annual Report. Annual reports shall be presented to the Executive Council, annually. If otherwise not specified, the Annual Report shall be presented during the regular Annual Meeting of the Organization. The report shall be verified by the President and Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountants selected by the Executive Council showing in appropriate detail, including as required by Section 519(c) of the N-PCL, the financial condition and results of operations of

the Corporation for its preceding fiscal year. The annual report of the Executive Council shall be filed with the records of the Corporation.

Section 7.03. Execution of Instruments. The Executive Council, or the Executive Committee, if any, is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Executive Council shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences or indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

ARTICLE VIII INDEMNIFICATION

Section 8.01. Indemnification. The Corporation shall indemnify any person made or threatened to be made a party to any threatened, pending or completed, action, suit or other proceeding, whether civil, criminal, administrative, or investigative, including an action by or in the right of the Corporation to procure a judgment in its favor, and whether or not the claim asserted against such person is based on matters which antedate the adoption or any amendment of this Article VIII, by reason of the fact that such person then is or was a Director or officer of the Corporation, where such service was at the request of the Corporation, against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses reasonably incurred in responding to or defending such proceeding (including reasonable attorneys' fees and disbursements) to the fullest extent that directors and officers are permitted to be indemnified by the laws of the State of New York in effect at the time such expenses, judgments, fines and amounts are paid, or at the time the acts or omissions complained of occurred, whichever gives the greater protection. Notwithstanding the foregoing, no indemnification may be made to or on behalf of any such person if in respect of the proceeding for which indemnification is sought a judgment or other final adjudication adverse to them establishes that (a) their acts were committed in bad faith or (b) their acts were the result of his or her active and deliberate dishonesty and were material to the cause of action so adjudicated or (c) they personally gained in fact a financial profit or other advantage to which they were not legally entitled. The Corporation may also indemnify an employee or agent (other than a Director or officer) to the same extent it shall indemnify a Director or officer, such indemnification to be made in a particular instance as approved by the Executive Council or provided by agreement approved by the Executive Council.

Section 8.03. Employees & Agents. The Corporation may also indemnify an employee or agent (other than a Director or officer) on the same basis on which it shall indemnify a Director or officer under Section 8.01 of this Article VIII, such indemnification to be made in a particular instance as approved by the Executive Council or provided by agreement approved by the Executive Council. The Corporation may advance to an employee or agent (other than a Director or officer) expenses of a proceeding in respect of which it may provide indemnity on the same basis on which it shall advance expenses to a Director or officer under Section 8.02 of this Article VIII, such indemnification to be made in a particular instance as approved by the Executive Council or provided by agreement approved by the Executive Council.

Section 8.04. Insurance Policy. The Corporation shall have the power to purchase and maintain insurance (i) to indemnify itself for any obligation which it incurs as a result of its indemnification under the provisions of this Article VIII, or to indemnify any person in instances in which the person may be indemnified pursuant to the provisions of this Article VIII or, (ii) to the fullest extent such insurance is permitted by the laws of the State of New York, in instances in which the person may not otherwise be indemnified pursuant to the provisions of this Article VIII.

ARTICLE IX CORPORATE SEAL

The Corporation need not have a corporate seal. If the Corporation desires to have a corporate seal, such seal shall be in such form as the Executive Council shall prescribe.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI AMENDMENTS

Except as otherwise provided by law, these Bylaws may be altered, amended or repealed by a simple majority of Directors voting at any meeting of the Executive Council, or through a distributed ballot process. Such action is authorized only at a duly called and held meeting of the Executive Council for which notice of such meeting, setting forth the proposed alteration, amendment or repeal, is given in accordance with the notice provisions for special meetings set forth herein. Such meetings can take place in person or via phone or other electronic means specified in section 4.04. In the case of a meeting via phone or electronic means, a vote can be taken utilizing either the double-envelope system or electronic voting process as described in section 6.03, to ensure a secret ballot.

ARTICLE XII CONFLICT OF INTEREST POLICY

The Corporation shall adopt a conflict of interest policy in accordance with applicable law. All Executive Council members, Directors, and key employees are required annually to review and sign the SCEH Conflict of Interest Policy and Conflict of Interest Form, and disclose any possible conflict of interest to the Directors as soon as it arises.

ARTICLE XIV
PROHIBITION AGAINST LOANS AND DIVIDENDS

The Corporation is prohibited from making any loan to any Director. The Corporation is also prohibited from declaring a dividend. This provision shall not, however, prohibit or restrict the transfer of funds on dissolution of the Corporation in accordance with the provisions of the Charter or the making of grants or donations to any person, including one (1) or more companies that at the time of grant or donation is tax exempt under Code Section 501(c)(3).

ARTICLE XV
NON-DISCRIMINATION

The Corporation's Non-Discrimination Policy is posted on its website.

ARTICLE XVI
DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, the assets of the Corporation shall be distributed pursuant to a plan of distribution adopted by the Executive Council, to such organization(s) organized and operated exclusively for purposes as shall at the time qualify as an organization(s) exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or a state or local government for a public purpose, as determined by the Executive Council. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine that are organized and operated exclusively for such purposes, provided that such organization(s) are exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE XVII
REFERENCE TO CHARTER

References in these Bylaws to the Charter shall include all amendments thereto or changes thereof unless specifically excepted. In the event of a conflict between the Charter and these By-Laws, the Charter shall govern.

Approved and Adopted on November 18, 2020