



AMERICAN SOCIETY OF TROPICAL MEDICINE AND HYGIENE

FIFTY-NINTH ANNUAL MEETING

Atlanta Marriott Marquis

Atlanta, Georgia

November 3-7, 2010

ANNUAL BUSINESS MEETING

November 6, 2010

MINUTES

2010 OFFICERS

*DENOTES VOTING MEMBER

<i>President</i>	Edward T. Ryan*
<i>President-Elect</i>	Peter J. Hotez*
<i>Past President</i>	Thomas Wellems*
<i>Secretary-Treasurer</i>	Jonathan Berman
<i>Scientific Program Chair</i>	Christopher King
<i>Journal Editor</i>	James Kazura
<i>WebSite Editor</i>	Jonathan Mayer
<i>Advisor</i>	Peter F. Weller
<i>Executive Director</i>	Karen A. Goraleski

2010 COUNCILORS

JOEL BREMAN*	FRANK RICHARDS*
STEPHEN HIGGS*	RICHARD STEKETEE*
DAVID HILL*	MARY WILSON*
JAMES HUGHES*	PETER ZIMMERMAN*

2010 SUBGROUP REPRESENTATIVES

<i>American Committee on Arthropod-Borne Viruses (ACAV)</i>	Ann Powers
<i>American Committee of Medical Entomology (ACME)</i>	John Grieco
<i>American Committee of Molecular Cellular and Immunoparasitology (ACMCIP)</i>	Rick Fairhurst
<i>American Committee on Clinical Tropical Medicine and Travelers' Health (ACCTMTH-Clinical Group)</i>	William Stauffer
<i>ASTMH Committee on Global Health (ACGH)</i>	Wilbur Milhous and Jonathan Ripp

I. WELCOMING REMARKS

Karen A. Goraleski, ASTMH Executive Director, welcomed the membership to the annual business meeting. She shared her commitment to the society and research, and expressed enthusiasm for nurturing the next generation of global health leaders.

- approve minutes of the fifty-eighth annual business meeting.

B. Recognition of Service by Newsletter Editors

Dr. Berman recognized William Collins and Geoffrey Jeffery for their work as editors of the ASTMH newsletter and thanked them for their service.

II. SOCIETY BUSINESS

A. Minutes

A motion was made, seconded and carried unanimously to:

C. Recognition of Deceased Members

Dr. Berman led the assembly in a moment of silence in memory of members who have passed away over the past year. Recently deceased members

include: C. Kenneth Dresser, Toronto, ON, Canada; Lyman Frick, San Rafael, CA; Nigel Hill, London, UK; John Leedom, Los Angeles, CA; G.S. Nelson, Wilts, UK; Curt; R. Schneider, Ann Arbor, MI; E.A. Steck, Silver Spring, MD.

D. Constitution and Bylaws

A motion was made, seconded and carried unanimously to:

- Approve the revised constitution and bylaws.

E. Council Reports

1. Finances (Jonathan Berman)

Dr. Berman reviewed the fund values of the society's various accounts, including unrestricted, council designated, temporarily restricted and permanently restricted, since 2007.

2. Membership (Jonathan Berman)

Dr. Berman reviewed ASTMH membership figures since 2008.

3. American Journal of Tropical Medicine and Hygiene (James Kazura)

Dr. Kazura reported that the economic health of the journal is strong. He indicated that approximately 480 total manuscripts will be published in 2010. He noted new features of the journal include a global health paper of the month and an editorial from the global health subgroup in early 2011.

4. Scientific Program Committee (Christopher King)

Dr. King reported that the conference remains financially healthy, with approximate attendance of 3200 at the 2010 meeting. He noted that the 2010 meeting featured a blog on conference highlights. He shared statistics regarding abstract submission counts and session counts, and noted that the 2010 meeting featured the largest poster sessions to date.

F. Subgroups

1. American Committee on Arthropod-Borne Viruses (ACAV) (Ann Powers)

Dr. Powers reported that ACAV strengthened its interactions with the parent society during 2010. Dr. Powers reported that the arbovirology community was affected in 2010 by proposed congressional budget cuts. With the help of advocacy efforts from ASTMH and Drinker Biddle and Reath, Congress reinstated the funding.

Dr. Powers noted that ACAV activities for 2010 include symposia that feature the ACAV business meeting and awards, followed by presentations from Shope fellowship recipients and networking time.

2. American Committee of Molecular, Cellular and Immunoparasitology (ACMCIP) (Rick Fairhurst)

Dr. Fairhurst reported that ACMCIP held a pre-meeting course on invertebrate vectors. He noted that the Burroughs Wellcome Fund supported award-winning speakers from the Woods Hole meetings to present during the ACMCIP scientific sessions, as well as speakers for the ACMCIP symposium.

3. American Committee of Medical Entomology (ACME) (John Grieco)

Dr. Grieco reported on ACME membership and budget figures, and noted that the group would like to build membership and continue to increase the value of membership. He noted that ACME has been contacted by NIH regarding containment policies and IRB guidelines.

4. Clinical Group (ACCTMTH) (Phil Coyne)

Dr. Coyne reported that Clinical Group membership increased during 2010. He highlighted the symposia and scientific sessions organized by the Clinical Group for the annual meeting.

5. ASTMH Committee on Global Health (ACGH) (Karen A. Goralesski)

Ms. Goralesski reported on the global health subgroup's activities on behalf of Jonathan Ripp and Wilbur Milhous. She indicated that the subgroup's first pre-meeting course, on the topic of Haiti, was well-received. She highlighted session statistics for the global health program at the annual meeting, and indicated that a global health article will appear each month in the ASTMH journal beginning in 2011.

G. Election Results (Jonathan Berman)

Dr. Berman announced results of the 2010 election as follows: President-Elect, James Kazura; Councilors, Victoria McGovern and Ken Stuart.

III. LEADERSHIP TRANSITION (EDWARD RYAN)

A. Acknowledgement of Continuing Council Members

Dr. Ryan recognized those members continuing on the council in 2011: Joel Breman, Stephen Higgs,

David Hill, James Hughes, Richard Steketee and Peter Zimmerman.

B. Outgoing Council Members

Dr. Ryan recognized outgoing councilors Frank Richards and Mary Wilson for their service. In addition, Dr. Ryan thanked Tom Wellems, immediate past president, for his service on the council.

C. Transfer of Authority

Dr. Ryan presented the gavel to Dr. Hotez, officially recognizing him as the ASTMH 2011 president.

Dr. Hotez presented Dr. Ryan with a plaque in recognition of his work as president during 2010 and thanked him for his years of volunteer service and commitment in serving the society.

Dr. Hotez expressed his enthusiasm about working with the ASTMH council and executive director in the coming year, indicating his commitment to the new generation of researchers and his hope to capture the imagination of young scientists in the field.

IV. ADJOURNMENT

There being no further business, the meeting was adjourned at 7:30 pm EST.

**AMERICAN SOCIETY OF TROPICAL MEDICINE & HYGIENE
STATEMENT OF CHANGES IN NET ASSETS
FOR THE PERIOD ENDING DECEMBER 31, 2010**

	Unrestricted	Council Designated	Temporarily Restricted	Permanently Restricted	Total
REVENUES, GAINS AND OTHER SUPPORT					
Membership/Administration	\$497,509	\$0	\$0	\$0	\$497,509
Annual Meeting	1,557,124	0	193,607	0	1,750,731
Journal	895,707	0	0	0	895,707
Health Hints	1,416	0	0	0	1,416
Newsletter	5,382	0	0	0	5,382
Certification Exam Review Course	70,380	0	0	0	70,380
Certification Exam	58,050	0	0	0	58,050
International Congress	0	0	0	0	0
ACAV Funds	0	0	6,421	0	6,421
ACCTMTH Funds	0	39,331	5,650	0	44,981
Time and Purpose Funds	0	0	0	0	0
ACMCIP Funds	0	1,040	0	0	1,040
ACME Fund	0	0	1,375	0	1,375
Ben Kean Funds	0	126,704	12,406	0	139,109
Centennial Funds	0	110,504	7,577	(2,000)	116,081
Shope Funds	0	0	103,952	0	103,952
Gorgas Funds	0	0	3,209	0	3,209
Commemorative Lectureship Fund	0	0	6,927	0	6,927
ASTMH/BWF Research Award Fund	0	0	70,254	0	70,254
Global Health Group	0	0	0	0	0
Supplements Fund	0	0	0	0	0
Gates Fund	0	0	333,291	0	333,291
Subtotal Revenues and Gains	3,085,568	277,578	744,670	(2,000)	4,105,817
Net Assets Released from Restrictions	0	0	0	0	0
Total Revenues, Gains, and Other Support	\$3,085,568	\$277,578	\$744,670	(\$2,000)	\$4,105,817
EXPENSES					
Membership/Administration	\$807,977	\$0	\$0	\$0	\$807,977
Annual Meeting	1,413,335	0	0	0	1,413,335
Journal	534,355	0	0	0	534,355
Health Hints	22	0	0	0	22
Newsletter	25,480	0	0	0	25,480
Certification Exam Review Course	60,588	0	0	0	60,588
Certification Exam	46,837	0	0	0	46,837
International Congress	0	0	0	0	0
ACAV Funds	0	0	7,677	0	7,677
ACCTMTH Funds	0	13,893	2,768	0	16,662
Time and Purpose Funds	0	0	0	0	0
ACMCIP Funds	0	1,301	0	0	1,301
ACME Fund	0	0	449	0	449
Ben Kean Funds	0	50,402	1,378	0	51,781
Centennial Funds	0	28,020	891	0	28,911
Shope Funds	0	0	52,645	0	52,645
Gorgas Funds	0	0	160	0	160
Commemorative Lectureship Fund	0	0	5,398	0	5,398
ASTMH/BWF Research Award Fund	0	0	281,632	0	281,632
Global Health Group	0	280	0	0	280
Supplements Fund	0	0	0	0	0
Gates Fund	0	0	66,127	0	66,127
Total Expenses	2,888,594	93,896	419,127	0	3,401,618
CHANGE IN NET ASSETS	\$196,975	\$183,682	\$325,543	(\$2,000)	\$704,199
NON OPERATING INCOME					
Unrecognized Gain (Loss)	(22,298)	0	0	0	(22,298)
Recognized Gain (Loss)	0	0	0	0	0
Total Non Operating Income	(22,298)	0	0	0	(22,298)
Net Income	174,677	183,682	325,543	(2,000)	681,901
NET ASSETS					
Net Assets at Beginning of Year	\$3,804,198	\$1,954,110	\$1,260,280	\$114,624	\$7,133,212
Net Assets at End of Statement Period	\$3,978,874	\$2,137,792	\$1,585,823	\$112,624	\$7,815,113

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CONSTITUTION AND BYLAWS OF THE AMERICAN SOCIETY OF TROPICAL MEDICINE AND HYGIENE

*Organized 17 November 1951 at Chicago, Illinois
Incorporated under the laws of the State of Delaware, 21 January 1952*

CONSTITUTION

ARTICLE I

NAME

Section 1.1 Name

The name of the corporation is the “American Society of Tropical Medicine and Hygiene” (the “Society”).

ARTICLE II

REGISTERED OFFICE AND RESIDENT AGENT

Section 2.1 Registered Office

This Society shall continuously maintain a registered office in the State of Delaware, as specified in the Articles of Incorporation, which may be, but need not be, the same as its principal office.

Section 2.2 Resident Agent

The Society shall have a registered agent, as specified in the Articles of Incorporation.

ARTICLE III

PURPOSE, POWERS, AND OPERATIONS

Section 3.1 Purpose and Powers

The Society is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any future United States Internal Revenue law, and the Delaware General Corporation Law (the “DGCL”).

In furtherance of its purposes, the Society has adopted the following primary objective:

The advancement of tropical medicine and hygiene, including medicine, nursing, public health, engineering, entomology, parasitology, global health, and allied specialties in this field.

In furthering its charitable and educational purposes and fulfilling its mission, the Society shall have the power to do anything else that the Society may be authorized to do under the DGCL and that is consistent with its tax-exempt status under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.

No action shall be taken that would adversely affect the qualifications of the Society under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.

Section 3.2 Limitations on Powers

In the course of the operations of the Society:

No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, any private shareholder or individual, its directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, except as authorized under the Code (or any future Internal Revenue law);

Notwithstanding any other provisions of this Constitution and Bylaws, the Society shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax because it is described in Section 501(c)(3) of the Code (or the corresponding provision of any future Internal Revenue law); (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code; or (3) a corporation which is not a private foundation under Section 509(a) of the Code.

* Revised as of November, 1996.

ARTICLE IV

MEMBERSHIP

Section 4.1 Membership

Members shall have only those rights and obligations set forth in this Constitution and Bylaws.

Section 4.2 Qualifications

Individuals interested in any phase of tropical medicine, hygiene and related disciplines may apply for Membership in accordance with Section 4.4.

Section 4.3 Classes

There shall be seven classes of members: Active, Honorary, Life, Emeritus/a, Student, Affiliate, and Fellow.

ACTIVE MEMBER

Active Members in good standing pay dues and have the right to vote and hold office. In addition, Active Members shall be granted access to the official publications of the Society, such as the annual volume of *The American Journal of Tropical Medicine and Hygiene* (the "Journal") and published issues of the *Tropical Medicine and Hygiene News* (the "News").

HONORARY MEMBER

Any individual not an American citizen who has made eminent contributions to some phase of tropical medicine or hygiene shall be eligible for Honorary Membership by election as provided in the Bylaws of the Society. Such Honorary Members shall not vote or pay dues, but shall be given access to the official publications of the Society.

LIFE MEMBER

Any Active Member or Fellow in good standing may become a Life Member by payment of twenty times the current annual Active or Fellow membership dues, whichever is applicable, in one sum, by which the member becomes exempt from the payment of any future dues assessable during his/her lifetime. Each Life Member shall continue to exercise all rights of an Active Member during his/her lifetime.

EMERITUS/A MEMBER

Active Members and Fellows in good standing may be transferred to Emeritus/a Membership at their written request to the Secretary-Treasurer. Eligibility consists of 15 continuous years of membership as an Active Member and/or Fellow in good standing and retirement from active work in tropical medicine. Such Emeritus/a Members shall not hold office, vote or pay dues, but will be given access to the official publications of the Society and notices of meetings. Emeritus/a Members may be reinstated as Active or Fellow members upon request and payment of annual dues.

STUDENT MEMBER

Student Members shall have all the rights and privileges of an Active Member except the right to hold office. Student members include pre-doctoral students and those in post-doctoral fellowships. Upon graduation or other termination of his/her student status, he/she may become an Active Member upon payment of Active Member dues. Student status must be certified by the student's department

chairperson or major professor upon application, and annually thereafter upon paying Student Member dues.

AFFILIATE MEMBER

Organizations and individuals with demonstrated activity or beneficial interests in the area of tropical medicine may apply to be Affiliate Members.

Each Affiliate member shall appoint one individual as a contact, and that individual may vote and hold office as long as he/she remains the contact person for that Affiliate Member organization. Each Affiliate Member can designate a list of individuals who shall be given access to the official publications of the Society.

FELLOW MEMBER

Fellow Member Status (Fellowship) in the Society is an honor recognizing sustained professional excellence in any phase of tropical medicine, hygiene, global health and related disciplines. Any individual with 5 years of continuous Active, Life, or Emeritus/a membership in the Society in good standing may be nominated for Fellow Membership on the basis of sustained excellence in investigation or practice. The criteria for nomination and advancement to Fellowship are determined by Council. Applications will be reviewed annually by a Fellowship Committee that will recommend individual members for advancement. Election to Fellowship will occur by majority vote of Council in time to announce new Fellows before the close of the next Annual Business meeting. To maintain Fellowship status, a Fellow Member shall pay annual Society dues until such time as he/she elects to become a Life Member in accordance with the Bylaws. Life Members accepted to Fellow Member status shall continue not to be subject to payment of Society dues.

Section 4.4 Application for Membership

Application for membership shall be made on the official application form. An application may be rejected by the Secretary-Treasurer should he/she determine it would be in the best interest of the Society to do so. In addition to the categories of individual membership, the Council may create one or more categories within Affiliate Membership and may specify dues for these memberships.

Section 4.5 Membership Dues

The dues for Active, Fellow, Student and Affiliate Members of the Society shall be determined by the Council. Changes in the dues shall require approval by two-thirds of the Council. Dues shall become due and payable the first day of January of each year.

Any Active, Fellow or Student member who previously paid dues and whose dues payment is in arrears for more than one year shall be dropped from membership. Any Affiliate Member whose dues payment is in arrears for more than three months shall be dropped from membership.

Section 4.6 Annual Meeting

The Society shall hold an annual meeting for the conduct of business and scientific sessions unless the Council orders otherwise. The Scientific Program Chair, with the approval of the Council, shall determine the time and place for the annual meeting.

An annual business meeting session shall be held during the annual meeting, and no other event shall be scheduled for the same time. The minutes of the annual business meeting shall be published in the *Journal* or the *News* or other appropriate venue.

In the conduct of business sessions, the current version of Robert's Rules of Order shall be the guide, and at the beginning of each session the President shall appoint a member to serve as Parliamentarian.

Section 4.7 Voting

Voting of the Membership may be either (a) in person, (b) via mailed or electronically transferred ballots, and (c) via both/either mechanisms. The Active, Life, Student, Affiliate, and Fellow Members (the "Voting Members") attending the annual business meeting, or any other meeting, or responding to a ballot request shall constitute a quorum. Any action of the Members shall be taken by the affirmative vote of the majority of the Voting Members present and voting at such meeting or responding to a ballot request. A Voting Member shall be considered present if he/she either attends the meeting in person or returns a ballot in accordance with the requirements for ballots set forth in Section 4.8.

Section 4.8 Ballots

For votes to be performed via mailed or electronically transferred ballots, at least two months prior to the annual business meeting, or any other vote to be taken by the Voting Members on matters determined by Council, the Secretary-Treasurer shall send a ballot to each Voting Member of the Society who is in good standing. To be valid, a ballot must be received either via mail or electronic transmission by the Secretary-Treasurer or his/her designee at least two weeks prior to the applicable meeting, so that the Secretary-Treasurer or his/her designee can count the votes and announce the results of the election at the annual business meeting. The timing requirements set forth in this paragraph are mandatory.

Section 4.9 Tie Votes

In the event balloting as prescribed in section 4.8 results in a tie vote between the top two candidates for any position, the tie will be broken by coin toss. The Secretary-Treasurer, having designated one side of the coin to each candidate in advance, shall conduct the toss.

ARTICLE V

OFFICERS

Section 5.1 Designation of Elected Officers

The elected Officers of the Society shall be a President, a President-Elect, an Immediate Past President and eight additional Councilors. The elected officers may also be referred to herein as the "Councilors."

Section 5.2 Qualifications

Any member in good standing and whose membership category permits holding office in the Society is eligible for election to serve as either an elected or appointed officer.

Section 5.3 Designation of Appointed Officers

A Secretary-Treasurer, a Scientific Program Chairperson, the Editor of the Journal, the Editor of the News, and the Editor of the Web Site all are Officers appointed by the Council. These appointed Officers are ex-officio, non-voting members of the Council; however, they may make and second motions.

Section 5.4 Election/Appointment of Officers and Term of Office

The President-Elect shall be elected by the Voting Members in good standing of the Society for a term of one year or until the President-Elect's successor is elected. At the end of the term, the President-Elect shall become the President of the Society for the ensuing year and at the completion of that term will serve for one year as Immediate Past President.

The Secretary-Treasurer, Scientific Program Chairperson, Editor of the Journal, Editor of the News, and Editor of the Web Site shall be appointed by the Council to serve a three-year term, renewable.

Two Councilors shall be elected annually by the Voting Members in good standing of the Society to serve a four-year term.

Terms of office in the Society shall begin at the close of the business meeting at the annual meeting at which the officers were elected and appointed, except that the Secretary-Treasurer's term of office shall begin on the first day of the Society's next fiscal year following the annual meeting at which the Secretary-Treasurer was appointed.

Section 5.5 Removal and Resignation

Any officer, whether elected or appointed, may be removed, with or without cause, by a vote of two-thirds of the Voting Members of the Council then in office or two-thirds of the Voting Members in good standing of the Society, whenever in their judgment the best interests of the Society will be served.

Section 5.6 Vacancies

If the Presidency becomes vacant, the President-Elect shall become President for the remainder of the unexpired term, and shall then continue in office as President for the full year for which he/she was elected. In the event the President-Elect is unable to serve, the office shall be filled by the candidate who received the next larger number of votes for President-Elect in the last election, for the remainder of the unexpired term as President-Elect, in which event the offices of President and President-Elect shall be filled in the next election.

The President may fill vacancies among the other Councilors occurring during the year by appointing Councilors to serve until the next annual meeting, when new Councilors are elected.

The Council may fill vacancies among the appointed offices occurring during the year by naming replacement officers to serve until the next annual meeting, when new appointed officers are designated.

Section 5.7 Duties of the President

The duties of the President shall be those regularly exercised by the chief executive officer. The President shall preside at meetings of the Council and the Society, appoint committees as provided in the Bylaws, and shall deliver an address at the annual meeting.

Section 5.8 Duties of the President-Elect

The President-Elect shall succeed the President at the annual meeting except as noted in Section 5.6. The President-Elect shall preside at meetings of the Society in the absence of the President.

Section 5.9 Duties of the Scientific Program Chairperson

The Scientific Program Chairperson shall be responsible for the structure of scientific sessions at the annual meeting. The Scientific Program Chairperson shall be the Chair of the Scientific Program

Committee and shall appoint members to the Scientific Program Committee in accordance with Section 7.9.

Section 5.10 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall be the custodian of all records of the Society. The Secretary-Treasurer shall handle the business and finances of the Society, including those of Society publications, and shall submit an annual financial report reviewed by a certified public accountant. The Secretary-Treasurer shall be responsible for the arrangement of meetings. The Secretary-Treasurer shall attend and provide for the recording of the minutes of meetings.

Section 5.11 Duties of the Editor of the Journal

The Editor of the Journal, with the aid of the Editorial Board, is responsible for the form and content of the Journal within the limits and directives established by the Council.

Section 5.12 Duties of the Editor of the News

The Editor of the News is responsible for the form and content of the News within the limits and directives established by the Council.

Section 5.13 Duties of the Editor of the Web Site

The Editor of the Web Site is responsible for the form and content of the Web Site within the limits and directives established by the Council.

ARTICLE VI

COUNCIL

Section 6.1 Membership

The President, President-Elect, Immediate Past President, and eight Additional Councilors shall constitute the Council.

Section 6.2 Power and Responsibility

The Council shall manage the Society's affairs and direct its business. It shall initiate, coordinate, and terminate the work of the committees. It shall appoint the Secretary-Treasurer, the Scientific Program Chairperson, the Editor of the Journal, the Editor of the News, and the Editor of the Web Site. It shall have the power to approve the expenditure of funds and establish an annual budget for the Society.

The Council may appoint an Executive Director to assist in the administration of the affairs of the Society. The Executive Director shall have the duties and authority specified by the Council. The Council may delegate to the Executive Director any duties that are delegable under this Constitution and Bylaws and section 141(c)(1) of the Delaware General Corporation Law or any other provision of the DGCL.

Section 6.3 Quorum

At any meeting of the Council, either regular or special, the presence of a majority of the voting members of the Council shall constitute a quorum.

Section 6.4 Majority Action as Board Action

Unless otherwise required by the State of Delaware, the Articles of Incorporation, or this Constitution or Bylaws, the vote of a majority of

the Councilors present and voting at a meeting at which a quorum is present shall be necessary for the adoption of any matter.

Section 6.5 Telephone/Videoconference Meetings

Members of the Council may participate in any meeting by means of conference telephone, videoconference, or similar equipment by means of which all persons participating can hear one another in real time.

Section 6.6 Informal Action

Any action taken at a meeting of the Council may, with unanimous written consent, be taken by electronic transmission. The written consent action, in the form of an e-mail, text, or other electronic communication which identifies the sender and date and time of the transmission, shall be filed with the minutes of the meeting.

Section 6.7 Chapters of the Society

The Council shall have the authority to establish affiliated groups as Chapters of the Society upon receipt of a written petition signed by five (5) or more persons who reside in an area where no Chapter exists. Each such Chapter shall function under the provisions of a standard charter which defines the general organizational structure and purposes of the Chapter. There shall be provisions in each Chapter's charter to the effect that:

- a) The objectives and purposes of the Chapter are compatible with those of the Society.
- b) The President and the President-Elect of the chapter shall be persons who are members in good standing of the Society.
- c) Any person who is a member of the Society becomes a member of any class of the Chapter upon presenting proof of membership in the Society and the payment of dues appropriate to the membership class sought in the Chapter.

Chapters shall be established as separate legal entities and the Society shall not be responsible for debts or obligations of Chapters.

ARTICLE VII

COMMITTEES

Section 7.1 Executive Committee

The Council shall establish an Executive Committee, which shall exercise the authority of the Council and the management of the Society between meetings of the Council, except as otherwise prohibited by Section 141(c)(1) of the DGCL or any other provision of the DGCL, which prohibits a committee from amending the certificate of incorporation, adopting an agreement of merger or consolidation, or amending the Constitution and Bylaws. The Executive Committee shall be composed of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer, the Editor of the Journal, the Scientific Program Chairperson, and the Executive Director. The Secretary-Treasurer, The Editor of the Journal, the Scientific Program Chairperson and the Executive Director shall participate as non-voting members of the Executive Committee. The duties of the Executive Committee will be as specified and authorized by the Council and may include administrative and management decisions during the course of the year and authorizations of expenditures within guidelines established by the Council.

Section 7.2 Nominating Committee

The Nominating Committee is charged with developing the slate of candidates for annual Council elections as described below.

The Nominating Committee will be composed of twelve Members of the Society in good standing who represent, insofar as possible, the various scientific disciplines of the Society. Members of the Nominating Committee will be appointed for a two-year term. Half of the new members of the Nominating Committee will be appointed on or before January 1 annually and these members will include the immediate Past-President, the two outgoing Council members from the previous year and three additional members appointed by the President, who also may appoint Members of the Society in good standing to fill any other vacancies on the Committee.

Each immediate Past-President appointed to this Committee will, during the second year of his/her term of appointment, serve as its Chairperson. In the event this individual is unable to serve as Chairperson, the President will appoint another current or past member of the Committee to this position.

At least four months before the next annual meeting the Nominating Committee shall submit to the Secretary-Treasurer the names of two nominees for each elected officer position, with the proviso that nominees should reflect the diversity of the Society membership, including with respect to age, gender, and professional and scientific interests and expertise. The timing requirements set forth in this paragraph are guidelines only, and the failure to rigidly adhere to them shall not invalidate an election.

Section 7.3 Membership Committee

The Membership Committee supports the Secretary-Treasurer in planning and oversight of the Society's membership recruitment and retention initiatives.

The President shall appoint annually a new member with a three-year term to such Membership Committee. The Membership Committee shall be composed of at least three members with staggered terms.

Section 7.4 Honorary Membership Committee

The Honorary Membership Committee is charged with nominating potential Honorary Members for consideration by Council.

The President shall appoint annually a new member with a three-year term to such Honorary Membership Committee. The Honorary Membership Committee shall be composed of three members with staggered terms. The Honorary Membership Committee shall nominate potential Honorary Members, who are then elected by unanimous vote of the Council. The Honorary Membership Committee shall provide the Council with curricula vitae and summaries of the scientific qualifications of the candidates whom it recommends. No more than two Honorary Members may be elected in any one year.

Section 7.5 Scientific Program Committee

The Scientific Program Committee, under the direction of the Scientific Program Chair, oversees content development for the Society's annual scientific meeting.

The Scientific Program Committee shall be comprised of the Scientific Program Chairperson and Additional members as needed. The Scientific Program Chairperson shall appoint members to the Scientific Program Committee for three-year terms, renewable. Due

consideration will be given so that the appointees represent different sub-disciplines of tropical medicine.

Section 7.6 Finance Committee

The Finance Committee, under the direction of the Secretary-Treasurer, monitors the Society's finances and advises the Council on fiduciary matters.

The Finance Committee shall be comprised of the Secretary-Treasurer, acting as chairperson, the Executive Director, the President-Elect and Additional members as needed.

Section 7.7 Committee on Awards of the Society

The Committee on Awards of the Society administers the Society's awards and medals, including the Walter Reed Medal, the Joseph Augustin LePrince Medal, the Ben Kean Medal, the Donald Mackay Medal, and the Bailey K. Ashford Medal.

The Council shall appoint the Committee on Awards of the Society consisting of three members, appointing one Past-President each year for a term of three years; the Chair of the Committee shall be the member with longest seniority on the Committee.

Section 7.8 Other Committees

The Council is responsible for creating, appointing, and discontinuing other committees required to transact the business of the Society.

ARTICLE VIII

PUBLICATIONS OF THE SOCIETY

Section 8.1 The American Journal of Tropical Medicine and Hygiene

Society may publish the Journal, as the Council deems to be in the best interests of the Society from time to time.

The Editorial Board shall be composed of Members of the Society in good standing to be selected and changed by the Editor, subject to approval by the Council.

Section 8.2 Tropical Medicine and Hygiene News

The Society may publish the News, as the Council deems to be in the best interests of the Society from time to time.

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification

Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Councilor or officer of the Society, or is or was serving while a Councilor or officer of the Society at the request of the Society as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, shall be indemnified by the Society against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent

permissible under Delaware law, except that the Society shall not indemnify such individuals for willful misconduct.

Section 9.2 Advances

Any person claiming indemnification within the scope of Section 9.1 shall be entitled to advances from the Corporation for payment of the expenses of defending actions against such person in the manner and to the full extent permissible under Delaware law.

Section 9.3 Procedure

On the request of any person requesting indemnification under Section 9.1, the Council or a committee thereof shall determine whether such indemnification is permissible. If the Council or committee so directs or if the Council or committee is not empowered by statute to make such determination, then such determination shall be made by independent legal counsel.

Section 9.4 Other Rights

The indemnification and advancement of expenses provided by this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any insurance or other agreement, vote of the Council or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Councilor or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 9.5 Insurance

The Society shall have power to purchase and maintain insurance on behalf of any person who is or was a Councilor, officer, employee

or agent of the Society or is or was serving at the request of the Society as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of this Constitution and Bylaws.

Section 9.6 Modification

The duties of the Society to indemnify and to advance expenses to a Councilor or officer provided in this Article 9 shall be in the nature of a contract between the Society and each such Councilor or officer, and no amendment or repeal of any provision of this Article 9 shall alter, to the detriment of such Councilor or officer, the right of such person to the advancement of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

ARTICLE X

AMENDMENT

Section 10.1 Amendment

The Constitution and Bylaws may be amended at the annual business meeting by (i) a two-thirds vote of the Voting Members of the Society present and voting, or (ii) at the Council's option, by a favorable two-thirds vote of the Voting Members of the Society who submit a ballot. In either case, such amendments shall have been sent to the Secretary-Treasurer for circulation to the Council at least three months before the meeting. Results of ballots shall be announced at the annual business meeting.