

BYLAWS
OF
DUKE MED VOICES

Adopted February 2022

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BYLAWS

Preamble

Duke Med Voices has a dual role: to serve the Duke University Medical Center community's literary needs and to provide opportunities for members and students of the Duke University Medical Center community. The primary means of achieving these goals shall be through the ownership, operation, publication, and distribution of digital and physical copies of Duke Med Voices (also known as Voices).

Article I: Name

Section 1. Name: The name of this student organization is Duke Med Voices. (the “Organization” or Voices).

Section 2. Mission statement: Voices is literary magazine that publishes creative expressions of students and individuals in the medical community. Historically, Voices was created in 2013 by two medical students, Rui Dai and Anna Brown, off of an idea that everyone’s voices should be heard, especially in healthcare. Voices welcome any submissions from patients, healthcare providers, families and friends who would like to share their experiences with healthcare. A wide range of topics are encouraged, ranging from global health, medical ethics, medical student experiences, abstract poems, nature photos, and others. Any experience that relates to the medical community, whether direct or indirect, should be represented in Voices to the best of the Organization’s abilities.

Article II: Editorial Board

Section 1. Function and Powers: The Organization’s activities, property, and affairs shall be managed by its faculty mentors and the Trent Center for Bioethics, Humanities, and History of Medicine, which are empowered to exercise all such powers of the Organization and to do all such lawful acts and things as are authorized by law and by these Bylaws. All members of the Editorial Board will be listed under the mast head of each edition of publication, under each of the following titles as described in this article.

Section 2. Faculty Mentors: The faculty mentors and the director of the Trent Center for Bioethics, Humanities, and History of Medicine shall supervise the co-Editor-in-Chiefs, design editors, and associate editors.

The Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall be the arbiter in the event of conflicts between the editors and faculty mentors.

Section 3. Design Editors and Associate Editors: Both the co-Editor-in-Chiefs and the faculty

mentors have the responsibility and right to recruit for and make appointments to design editors and associate editors, consistent with the requirements listed in these Bylaws. There are no limits to number of design editors or associate editors.

Appointments, other than those made pursuant to Section 13 below, shall take effect on July 1st or on such other date as the co-Editor-in-Chiefs and Faculty Mentors may determine. The terms of all appointments, including those made pursuant to Section 13 below, shall expire on June 30th of the appropriate year, as prescribed in this Article.

Prospective associate editors shall be evaluated for the potential benefits their experience and expertise could bring to the organization and magazine. Criteria may include, but shall not be limited to, status as a student at the Duke University School of Medicine or other schools under the umbrella of Duke University, status as a healthcare worker, other prior experience with publications, other prior experience with academic organizations, or legal or business expertise.

Section 4. co-Editors-in-Chief: The associate editors shall elect, each Spring, from among its student or outside members, minimum two and up to four (2-4) co-Editors-in-Chief, who shall serve a one-year term beginning July 1. The terms shall expire on June 30th of the appropriate year, as prescribed in this Article.

The co-Editors-in-Chief will jointly serve the functions of the Editor-in-Chief. All decision pertaining the publication, membership, and management of the Organization will have to be acknowledged and agreed to by all co-Editors-in-Chief of that election year. Any decision made without the verbal or written agreement of all elected co-Editors-in-Chief will be null and void, should any co-Editor-in-Chief attempt to dispute the decision.

All references in these Bylaws to co-Editor-in-Chief or co-Editors shall mean the elected co-Editors-in-Chief of a specified term as defined in this section.

All co-Editors-in-Chief leaving office will serve as Ex-officio members on the editorial board for six additional months to provide guidance by passing along pertinent materials they have in their possession concerning the publication, editing, and management of the Organization to the next set of co-Editors.

Section 5. Renewable Terms: Terms of Design and Associate Editors appointed pursuant to Section 3 of this Article may be renewed without limitation.

A former associate editor may be re-appointed after a one-semester absence.

Ex-officio members shall serve on the Organization during the terms of their offices and up to six (6) months thereafter.

The co-Editor-in-Chiefs may be re-elected to his or her position without limitation during his or her term, or terms, on the Organization.

Section 6. Removal: Membership of the editorial board presupposes conscientious attendance at editorial board meetings. Any associate editor's term shall automatically terminate if the editor misses two (2) consecutive meetings and said absences are not excused by the co-Editors after written notification of the reason for the absences are received from the member. If the editor fails to provide written notification within 14 days of said missed meeting, the absence shall be deemed unexcused.

Any editor may be removed for malfeasance, misfeasance or nonfeasance upon the affirmative majority vote of the editorial board.

Section 7. Resignation: Any editor may resign his or her position on the editorial board by delivering such notice, in writing, to the Faculty Mentor, or in the case of the faculty mentor resignation, to the Director of the Trent Center for Bioethics, Humanities, and History of Medicine.

Section 8. Volunteer Service: No editor or faculty member shall receive compensation for service to the Organization, but reasonable expenses incurred in service to the Organization, including purchase of food for events, may be reimbursed by the Organization, subject to such policies as the co-Editor-in-Chiefs or Faculty Mentor may establish.

Article III: Meetings of the Editorial Board

Section 1. Frequency: The Editorial Board (consistent of associate editors, design editors, faculty members, and staff of the Trent Center for Bioethics, Humanities, and History of Medicine) shall hold at least one regular meeting during each of Duke University's Fall and Spring semesters, at times and places to be coordinated by the staff of the Trent Center for Bioethics, Humanities, and History of Medicine. The Trent Center staff members shall inform the co-Editor-in-Chiefs, associated editors, design editors, faculty members, and any person requesting such information of the dates, times, and locations of the Editorial Board's forthcoming scheduled meetings.

Section 2. Schedule: At the Board's first regular meeting of each semester, the Board shall attempt to, but shall not be required to, set a schedule of the remaining regular meetings of the Board for the current semester, and for the first meeting of the following semester.

Section 3. Special Meetings: Special Editorial Board Meetings may be called at any time by the co-Editors or Faculty Mentors. Special Meetings shall be held at such date, time and place as the co-Editors or Faculty Mentors shall designate; provided that any Special Meeting called upon the written request of four (4) or more associate editors shall be held not later than ten (10) business days after the associate editors shall have received such request at such date, time and place as the co-Editors or Faculty Mentors requesting such meeting shall designate.

Section 4. Notice of Special Meetings: Notice of all Special Meetings of the Board shall be given by the staff of the Trent Center for Bioethics, Humanities, and History of Medicine by serving a written notice upon each member of the Editorial Board, in person; by electronic mail

en-mass. Such notice shall be given in sufficient time to be received at least forty-eight (48) hours prior to the time of the meeting. The notice shall state the date, time and place of the meeting and a general description of the business to be transacted.

Section 5. Location: Meetings shall take place on or near the Duke University campus, or at such other places as the co-Editor or Faculty Mentors may determine.

Section 6. Quorum: At any duly called meeting of the Board of Directors the presence of majority of associate editors shall constitute a quorum for the transaction of business. Except as otherwise provided by law, by the Articles of Incorporation or these Bylaws, all action of the Organization shall be by a majority vote of the voting Directors present at any meeting in which there is a quorum.

Section 7. Participation by Telecommunication Equipment: Members of the Editorial Board may participate in any Board meeting by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 8. Action Without Meeting: At the discretion of the Faculty Mentors, action may be taken on urgent matters without a meeting of the co-Editors-in-Chief or Associate Editors. In such cases, the Faculty Mentors shall transmit to all editors a notice stating, at a minimum: a) the matter requiring immediate action; b) any motions upon which a vote is to be taken; and c) the precise time after which no further votes will be counted, and such time shall be at least forty-eight (48) hours after the notice is transmitted to the Editors. Votes may be cast via telephone, electronic mail, facsimile transmission or other method as the Faculty Mentor shall deem appropriate. The action shall be valid provided that the total number of votes cast for or against a given motion is equal to or greater than the number of Editors needed to constitute a quorum for a meeting.

Section 9. Meeting without Notice: Except as provided in Article III, Section 1, of these Bylaws, if a meeting of Editors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a co-Editors-of-Chief or Faculty Mentor who did not attend unless within two business days after having knowledge of the action taken he files with the co-Editors-of-Chief his or her written objection to the holding of the meeting or to any specific action so taken.

Section 10. Open Meetings: Any person may attend Board meetings.

Section 11. Executive Sessions: Except where expressly prohibited in these Bylaws, at any Board meeting, the Board may, by a two-thirds vote of the Editors present, hold an executive session and exclude anyone who is not a voting member or ex-officio member of the Board.

Section 12. Closed Executive Sessions: Except where expressly prohibited in these Bylaws, during any executive session, two-thirds of the members present may vote to hold a closed executive session and exclude ex-officio members.

Section 13. Non-members May Be Admitted: Two-thirds of the members present during any

executive session or closed executive session may vote to allow specific nonmembers into the meeting.

Section 14. Proxy Votes: Except where expressly stipulated otherwise in these Bylaws, any Editor may, by providing a written, signed notice for the Faculty Mentor, designate another co-Editor or Associate Editor to vote his or her proxy on a specific issue during a particular meeting; provided the co-Editors-in-Chief is acting in good faith, has attended at least a portion of the meeting, and believes it is in the Organization's best interests if he or she casts a vote by proxy despite his or her not being present for all or a portion of the discussion of the given topic.

Article IV: Officers

Section 1. President: The co-Editors-in-Chief of Voices shall serve as co-Presidents of the Organization, with such duties and responsibilities as are outlined in Article VII and elsewhere in these Bylaws.

Section 2. Chief Financial Officer: Faculty and staff members of the Trent Center for Bioethics, Humanities, and History of Medicine shall serve as the Chief Financial Officer of the Organization, with such duties and responsibilities as are outlined in Article VI and elsewhere in these Bylaws.

Section 3. Secretary: Faculty members shall appoint a staff member of the Trent Center for Bioethics, Humanities, and History of Medicine to serve as the official Secretary of the Organization. shall cause minutes of the Board meetings to be kept in appropriate books. He or she shall give all notices of the meetings of the Board of Directors. He or she shall be the custodian of the Corporation's records and of the corporate seal, and shall affix the latter when required. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board.

Article VI: Faculty Members

Section 1. Function and Duties: The Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall appoint two to three (2-3) Faculty Mentors with responsibility for co-Editors-in-Chief of the Organization.

The Faculty Mentors shall supervise all non-editorial employees and professional staff members of the Organization. The Faculty Mentors shall be responsible for promoting and sustaining student learning and leadership in the non-editorial divisions of the Organization.

As Chief Financial Officers of the Corporation, the Faculty Mentors shall have supervision over the receipt and custody of the Organization's funds, and shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Organization, and in general shall perform such duties as are customary to the office of Chief Financial Officer.

Section 2. Authority to Bind: The Faculty Members shall have the authority to bind the Organization in any contract or commitment of the Organization, within the policy limits established by the Director of the Trent Center for Bioethics, Humanities, and History of Medicine.

Section 3. Reports: The Faculty Members shall report to the Director of the Trent Center for Bioethics, Humanities, and History of Medicine at least once in each of Duke University's Fall and Spring semesters.

Section 4. Budget: The Faculty Members shall, in consultation with the co-Editors, prepare an annual budget for the Organization and present it no later than May 15 to the Director of the Trent Center for Bioethics, Humanities, and History of Medicine for review and approval.

Section 5. Publication Schedule: The co-Editors-in-Chief and Faculty Mentors shall prepare prior to the beginning of each fiscal year a publication schedule for Voices for the fiscal year.

Section 6. Online Presence Policy: The Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall maintain and enforce a written policy regarding any restrictions on online changes accepted for publication in Voices or any affiliated publication or medium.

The Online Presence Policy shall be subject to review and approval by the Faculty Mentors and student Editorial Board.

Section 7. Other Tasks: The co-Editors-in-Chief shall carry out other tasks as the Faculty Mentors or Director of the Trent Center for Bioethics, Humanities, and History of Medicine may direct from time to time.

Section 8. Resignation: Faculty Members may resign his or her office by giving notice, in writing, to the Director of Trent Center for Bioethics, Humanities, and History of Medicine.

Article VII: co-Editors of Voices

Section 1. Function and Duties: The co-Editor-in-Chiefs of Voices shall be responsible for the content of Voices publication. The content of the website, listserv, and affiliated accounts should be under the control of the staff of the Trent Center for Bioethics, Humanities, and History of Medicine, except as provided in Section 2, below.

The co-Editors of Voices shall be responsible for preserving the mission of the Organization and for representing the Organization to the community.

The co-Editors of Voices shall ensure that his or her staff members adhere to the code of journalistic ethics promulgated by the Society for Professional Journalists, or another generally accepted code of ethics as the Editorial Board may from time to time determine.

Section 2. Supplemental Publications: The publication of special supplements or media must be consistent with the Organization's mission as stated in these Bylaws, and may serve to further financial, educational, community service, public relations or related objectives.

The Faculty Mentors of Voices shall determine whether proposed supplements and media are appropriate, subject to review by the Editorial Board and consistent with Board policies as established from time to time. If a project is deemed appropriate, the co-Editors-in-Chief shall either: 1) take appropriate responsibility for a good-faith effort to complete the project; or 2) with reasonable advance notice, decline responsibility for such project, at which time, in the absence of any specific Editorial Board action, co-Editors or Faculty Members shall be delegated the authority to complete such projects by the Board of Directors.

If any supplement or other medium deviates from the scope of the proposal, the Faculty Members, co-Editors-in-Chief, or staff of the Trent Center for Bioethics, Humanities, and History of Medicine may act in a supervisory role to redirect the project.

Section 3. Reports: The co-Editors-in-Chief of Voices shall report to the Board on Voices affairs at each regular meeting of the Editorial Board, and such report shall be in writing at least once in each of Duke University's Fall and Spring semesters.

Section 4. Other Staff: All students of Duke University are welcome to volunteer for Voices or any other affiliated publication or medium. Neither the Organization nor any of its agents or officers shall discriminate on the basis of race, color, creed, gender, sexual orientation, religion, political affiliation or other personal characteristic that does not directly affect a student's ability to contribute to the organization.

Section 5. Acting Editor: The co-Editors-in-Chief elect of Voices shall before the beginning of his or her term select an Acting Editor-designate, who shall become Acting Editor, serving in all capacities as a co-Editor of Voices, if any co-Editor becomes unable to perform his or her duties.

Upon their assumption of the Editor's powers, the Acting Editors shall immediately report to the Editorial Board the specific powers and authority for which each will be responsible.

The co-Editors may revoke the designation of Acting Editor-designate at any time, provided such designation is immediately assigned to another person.

If an Acting co-Editor or Acting co-Editors have exercised the co-Editor's powers for a period of 14 consecutive days, the Board of Directors shall meet to determine, in consideration of the conditions preventing other co-Editor from fulfilling his or her duties, whether such temporary powers should be extended or, in the alternative, whether an election should be held pursuant to Article VIII of these Bylaws to select a new co-Editor-in-Chief of Voices, who would serve the remainder of the co-Editor's term; provided that the Editorial Board may hold a meeting to make such a decision less than 14 days after the Acting co-Editor or Acting co-Editors assume power if earlier action would be appropriate in any particular case.

Section 6. Removal: The Editorial Board, Faculty members, or the Director of the Trent Center for Bioethics, Humanities, and History of Medicine may remove any co-Editor from office for misfeasance, malfeasance or nonfeasance upon the affirmative votes of two-thirds of the Editorial Board then holding office, but no vote on removal shall take place before the co-Editor or his or her representative has been given the opportunity to address the Editorial Board, state any defense to any action at issue, and answer questions from Directors.

No proxy votes shall be permitted regarding the removal of any Editors.

Section 7. Suspension: If the Faculty Mentors decide immediate disciplinary action against any Editor is necessary before a thorough hearing and discussion can take place, a majority of the Editorial Board then holding office may suspend the Editor for a period of not more than seven days, inclusive of holidays and weekends.

Section 8. Public Censure: Except in cases that, in the Board's determination, rise to the level of a removable offense, the Board shall not publicly censure the co-Editors-in-Chief, his or her staff, or any individual member of such staff.

Section 9. Resignation: Any co-Editor-in-Chief may resign his or her office by giving notice, in writing, to the Faculty Mentors of the Organization.

Article VIII: Selection of co-Editors-in-Chief of Voices

Section 1. Term of Office: The co-Editors of Voices shall be appointed during Duke University's Spring semester and begin a one-year term of office on Duke University's Commencement Day.

Section 2. Advertisement of Position: All editors, affiliated staff, students, and faculty members will be notified of elections one month prior to the publication of spring issue. Nominations will be accepted for one month after initial notification, and elections will be after the nomination deadline. Election can be held either in-person or via electronic voting. Votes from 2/3 of

affiliated students and staff constitute quorum.

Prospective candidates, who must be enrolled as undergraduate students of Duke University, shall be directed to contact staff of the Trent Center for Bioethics, Humanities, and History of Medicine, who shall explain the process for submitting themselves for certification by the Board.

The deadline for submitting an application for certification shall be one week from the date the last email notification is sent. For example, if the final email notification is sent on a Monday, applications shall be accepted through and including the following Monday.

Section 3. Certification by Trent Center for Bioethics, Humanities, and History of Medicine:

Any person who wishes to be considered for selection as co-Editor must first be certified as being qualified by the Faculty Members of Voices and the Director of the Trent Center for Bioethics, Humanities, and History of Medicine.

The Faculty Members and the Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall determine the process for evaluating prospective candidates from time to time, but may include the presentation of written materials such as a biography and resume as well as oral presentations.

The purpose of certification by the Faculty Members and the Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall be to evaluate objectively and eliminate unqualified candidates from consideration. The certification process shall not attempt to supplant its subjective determination, if any, as to which candidate should become co-Editor for the final determination to be made by the Editorial Board of Voices.

No proxy votes shall be permitted in votes to certify candidates.

The staff of Trent Center for Bioethics, Humanities, and History of Medicine shall notify the outgoing Editor and each prospective candidate of which candidates are certified or not certified as qualified.

Section 4. Appeal of Board Decision: Any prospective candidate for Editor whom the Board chooses not to certify as qualified may appeal within 48 hours to the Board for a review by notifying the Secretary of the Corporation. Any certified candidate for Editor may similarly appeal to the Board for a review of the certification of any other candidate. Any such review shall be granted upon the approval of at least three (3) voting members of the Editorial Board, who may call for a special Board meeting to consider such appeal pursuant to Article III, Section 3. The review shall take such form, and involve such procedures, as the Board may determine on a case-by-case basis.

Section 5. Deadline for Certification: The Faculty Members shall make its determination of which candidates are or are not qualified within two weeks of the deadline for submitting applications. For example, if the deadline for submitting applications falls on a Monday, the Board's deadline for certifying candidates shall be the second Monday thereafter.

Section 6. Election of Editor: The staff meeting to elect the co-Editors-in-Chief of Voices from among the candidates certified as qualified by the Faculty Members and the Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall take place within 3 weeks of certifying candidates, and shall be organized and chaired by the Faculty Members of Voices.

During the election, each candidate shall have equal time to present a brief speech, answer a set of prepared questions from the editor, and answer questions from staff members. Following the presentations, the staff shall discuss the candidates until a time deemed appropriate by the Editor and then vote by ballot. Following the vote, the editor shall count the ballots twice and determine the candidate who has won a majority of the eligible votes in the room.

In the event that there are more than four candidates running, and there is a tie in the votes, the faculty members shall use the following process:

- 1) If more than four candidates are running, eliminate the candidate receiving the fewest votes (unless all candidates have received equal or near-equal numbers of votes).
- 2) Announce to the staff that there was a tie in the votes, and that the floor will therefore be reopened for discussion by staff members. If applicable, announce which candidate has been eliminated.
- 3) At a time deemed appropriate by the editor, again call for a vote of all remaining candidates and tally the results.

This process shall continue (note that the editor eliminates a candidate with each ballot until only two are left) until at most four co-Editors-in-Chiefs have been decided or four votes have been held. In the latter case, the winning candidates after the fourth vote shall be those with a plurality of the votes. If two candidates are tied for the plurality, the editor shall, without disclosure to the staff, cast the deciding vote.

All voting members of the editorial staff are required to attend the entire meeting to elect the editor. Members of the editorial staff who are not eligible to vote may attend the meeting with the permission of the Faculty Members. Proxy votes shall not be permitted.

Section 7. Editorial Staff Eligible to Vote: At least three weeks prior to the election date determined by the schedule set out in these Bylaws, the Faculty Members shall distribute and post a list of those persons who are considered editorial staff members eligible to vote in the co-Editor election. Thereafter, (a) any person who is not included on the list and who desires to be, and (b) any person included on the list who desires to challenge the inclusion of another person on the list, and who in either case is unable to resolve the matter with the outgoing Editor may request a review by the Editorial Board, provided that such a request is made to the Editorial Board within five days of the posting of the list.

Any such review shall be granted upon the approval of at least three (3) voting members of the Editorial Board, who may call for a special Board meeting to consider such appeal pursuant to Article III, Section 3. The review shall take such form, and involve such procedures, as the Board may determine on a case-by-case basis.

This Section 7 of these Bylaws shall be reprinted on the posted and distributed list. Contact information for the Faculty Members and Director of the Trent Center for Bioethics, Humanities, and History of Medicine shall also be printed on the list.

Article IX: Freedom of the Press

Section 1. Prior Restraint by Board Prohibited: The Editorial Board shall not undertake, nor attempt to undertake, either collectively or individually, the prior restraint of any material from publication or dissemination in Voices or any affiliated publication or other media.

Article X: Gifts, Donations and Bequests

Section 1. Special Purpose: Gifts, donations and bequests may be given directly to Voices via the Trent Center for Bioethics, Humanities, and History of Medicine with direction that the principal or the income therefrom shall be used for certain specified purposes, or the principal of such gift, donation or bequest may be given to some other person, corporation, or trustee with instructions that the income thereupon shall either be paid to Voices or disbursed in accordance with instructions of the Editorial Board, provided, however, that the usage and purposes of all such gifts, donations and bequests, either of income or principal, shall be in the direct benefit to the Organization.

Section 2. Absence of Special Purpose: Unless some special purpose designation accompanies gifts, donations or bequests, the Editorial Board may disburse the principal or income therefrom for the purposes specified in the Corporation's Articles of Incorporation.

Article XI: Corporate Earnings, Dissolution

Section 1. Prohibition Against Sharing in Corporate Earnings: No officer, editor, member, or person connected with the Organization, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the Organization's operations, provided, however, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Organization in effecting any of its purposes as shall be fixed by the Editorial Board.

Section 2. Prohibition Against Sharing in Corporate Assets: No officer, editor, member, or person connected with the Organization, or any other private individual shall share in the distribution of any corporate assets upon the dissolution of the Organization.

The Editorial Board shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the Corporation's affairs, whether voluntarily or involuntarily, the Organization's assets, after all debts have been satisfied, will be conveyed to one or more of the types of organizations and institutions set forth in G.S. 105-164.14 (b) or to a county or an

incorporated city or town or to a charitable, religious, scientific, literary or educational organization exempt from federal tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code to be determined at the discretion of the Editorial Board.

Article XII: Checks, Deposits and Loans

Section 1. Checks and Drafts: All checks, drafts or other orders for the payment of money drawn from the funds of the Corporation shall be signed by the Trent Center for Bioethics, Humanities, and History of Medicine and a second person authorized by the Director of the Trent Center for Bioethics, Humanities, and History of Medicine. The Editorial Board may confer like powers upon any other person and may revoke such powers granted at its pleasure.

Disbursements of the Editorial Board's funds for any single expense in excess of an amount to be determined from time to time by the Editorial Board shall be subject to the Editorial Board's approval, unless such expense is previously authorized by the Board.

Section 2. Deposits: All funds of the Organization shall be deposited to the Organization's credit in such banks, trust companies or other depositories as the Editorial Board shall select.

Section 3. Loans: No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by express resolution of the Editorial Board.

Article XIII
Books and Records

Section 1, Books and Records: All books and records, financial or otherwise, of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose, as determined by the Board of Directors, at any reasonable time.

Article XIV
Fiscal Year

Section 1, Fiscal Year: The Corporation's Fiscal Year shall end on June 30.

Article XV
Indemnification

Section 1, General Indemnification: Any person who at any time serves or has served as a member of the Board of Directors, officer, employee, agent or committee member of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against:

- A) Reasonable expenses, including attorneys' fees, actually and necessarily incurred by that person in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and including derivative action or proceeding on behalf of the Corporation, seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity; and
- B) Reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. Provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper personal benefit.

Section 2, Action Brought by Corporation: In no event shall there be any indemnification when the Corporation itself brings any of the above proceedings upon specific authorization of the Board of Directors, unless the Board subsequently and specifically determines indemnification to be appropriate, the provisions of Section 1, above, notwithstanding.

Section 3, Other Provisions: Any person who at any time after the adoption of these Bylaws serves or has served in any of the aforesaid capacities for or on behalf of the

Corporation shall be deemed to be doing so or have done so in reliance upon, and in consideration for, the right of indemnification provided herein.

Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

Article XVI Corporate Seal

Section 1, Corporate Seal: The corporate seal shall be in the form approved by the Board. In the event it is inconvenient to use such a seal at any time, the signature of the Secretary following the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her, or his or her designate, on such papers as may be directed by law, by these Bylaws or by the Board of Directors.

Article XVII Miscellaneous Provisions

Section 1, Amendments: No portion of these Bylaws shall be amended without a written notice of any proposed amendment being mailed, either through the U.S. Postal Service, Duke University's campus mail system, or electronic mail, to all Directors not less than 10 days in advance of a vote, Article III, Section 9, of these Bylaws notwithstanding. The affirmative votes of nine (9) Directors shall be necessary to amend any portion of these Bylaws.

Section 2, Parliamentary Procedure: The parliamentary procedure of the Board of Directors and all other committees established hereunder shall be governed by the most recent revised edition of Robert's Rules of Order, unless contrary to the procedure set forth in these Bylaws. In case of conflict, the rules established by these Bylaws shall prevail.

Section 3, Waiver of Notice: Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Articles of Incorporation or Bylaws of this corporation, or of a resolution of the directors, a written waiver of notice signed by the person or persons entitled to such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting.