

Academy of Clinical Laboratory
Physicians and Scientists, Inc.
(a Utah nonprofit corporation)

BYLAWS

June 2011

Section 1 - Membership

There shall be five (5) classes of members in the Corporation (hereinafter referred to as "Society"): (1) Active, (2) Associate, (3) Emeritus, (4) Inactive, and (5) Honorary. Membership in the Society is a privilege which is accorded to a person who meets the qualification of membership.

Section 2 - Qualification and Rights of Membership

Section 2.1: Active Membership

A. Active membership shall be open to clinical laboratory physicians and scientists who meet the following criteria. The applicant must:

- (1) have minimally a current academic appointment at the rank of Assistant Professor or equivalent at a school of medicine or health sciences at the time of application,

This requirement may be waived by the membership on recommendation of the Executive Council, for individuals who work on the full-time professional staff of the National Institutes of Health (NIH), the Centers for Disease Control and Prevention (CDC), or an equivalent organization, or hold the position of Instructor provided that the duties are equivalent to the rank of Assistant Professor.

- (2) be actively engaged in teaching, research, and/or service in academic laboratory medicine,
- (3) demonstrate continued adherence to the principles of ethics consistent with the member's professional community,
- (4) maintain high professional and ethical conduct, and
- (5) comply with dues, fees, and assessment requirements established from time to time by the Society.

B. Active members are eligible to vote, hold office, serve on committees, and sponsor candidates for membership.

Section 2.2: Associate Membership

A. Associate membership shall be open to clinical laboratory physicians and scientists who meet the following criteria. The applicant must:

- (1) be in a training program in clinical pathology, laboratory medicine or related fields (fellowship or residency training), or

- (2) hold a faculty appointment at a school of medicine or health sciences and be actively engaged in teaching, research and/or service in academic laboratory medicine but have not attained the rank of Assistant Professor.
- B. Associate members may not vote, hold office, serve on committees, or sponsor candidates for membership. They are not required to pay assessments, but may be required to pay dues in reduced amount as approved by the Executive Council and a majority of the active members voting at the Annual Business Meeting election.
- C. Associate members shall be subject to annual review and renewal by the Membership Committee and the Executive Council.

Section 2.3: Emeritus Membership

- A. Emeritus membership shall be open to active members who have reached the age of sixty-five (65) or who have retired from academic laboratory medicine. Written application must be submitted to the Secretary-Treasurer. Granting of Emeritus Membership shall be contingent upon approval of Executive Council.
- B. Emeritus members may attend meetings and are required to pay the registration fees for meetings.
- C. Emeritus members may not vote, hold office, serve on committees, or sponsor candidates for membership. They are not required to pay assessments, but may be required to pay dues in a reduced amount as approved by the Executive Council and a majority of the active members voting at the Annual Business Meeting.

Section 2.4: Inactive Membership

- A. An active member may, by demonstrating reasonable cause, request a transfer from active membership to inactive membership with a waiver of dues. The request for transfer and waiver of dues must be made in writing to the Secretary-Treasurer. The status of inactive members shall be reviewed annually by the Membership Committee and Executive Council concerning any possible change in status and may not continue for a period in excess of five (5) years.
- B. Inactive members may attend meetings and are required to pay the registration fees for meetings. Inactive members may not vote, hold office, serve on committees, or sponsor candidates for membership.
- C. Inactive members are not required to pay dues or assessments.

Section 2.5: Honorary Membership

- A. Honorary membership may be conferred upon any individual who has gained professional prominence by contributing to the goals of this Society.
- B. Following recommendation of the Executive Council, honorary membership may be conferred upon an individual fulfilling these requirements by approval of a majority of the active members voting at the Annual Business Meeting.
- C. Honorary members may attend and participate in scientific meetings. Their registration fee may be waived at the discretion of the Executive Council. Honorary members may not vote, hold office, serve on committees, or sponsor candidates for membership.
- D. Honorary members are not required to pay dues or assessments.

Section 3 - Nomination and Approval of Membership

Section 3.1: Process

A. Nomination to Active Membership.

Candidates for active and associate membership shall be nominated by two active members who, by means of letter, shall describe the qualifications of each candidate in terms of the aims and objectives of the Society. A curriculum vitae shall be part of the application and shall include information concerning the candidate's dedication to and accomplishments towards the advancement of teaching and scholarship in laboratory medicine. Nominations must be submitted to the Chair of the Membership Committee.

Upon recommendation of the Membership Committee and the affirmative vote by two-thirds (2/3) of the Executive Council, active membership status will be granted.

B. Nomination and Reappointment to Associate Membership

- (1) Nominations for associate membership shall occur by one of the following means:
 - (a) Recipients of a Young Investigator Award will be invited to become associate members. The member of the society sponsoring the young investigator for a Young Investigator Award and the Director, Young Investigator Award Program shall be deemed sponsors of the nomination to associate membership. Recipients of Young Investigator Awards who become associate members will not be required to pay dues while in a training program.
 - (b) Trainees in laboratory medicine or junior faculty not holding minimally the rank of Assistant Professor at a school of medicine or health sciences shall be nominated in the same manner as candidates for active membership.
- (2) Continuation of associate membership status shall be considered annually. To be eligible for continuation of associate membership the associate member must be either (1) a trainee in Laboratory Medicine or (2) a junior faculty member at a school of medicine or health sciences but not having attained the rank of Assistant Professor.

Section 3.2

A candidate whose application for membership has not been recommended by the Membership Committee or endorsed by the Executive Council or whose application has been deferred shall be so notified in writing by the Secretary-Treasurer. The applicant may, in writing to the Secretary-Treasurer, request a review of the application. In such a case, the Executive Council shall reconsider the application and inform the applicant of its decision.

Section 3.3

The Executive Council may specify a period of time after which an applicant who was not accepted for membership may reapply for membership.

Section 3.4

A candidate whose application has been deferred shall be given written notification by the Secretary-Treasurer and will automatically be reconsidered in the following year.

Section 3.5

The Membership Committee shall conduct any investigation it deems appropriate to evaluate each applicant. The Executive Council shall have the right to request any additional information from sponsors, or any other data relevant to their consideration of any candidate.

Section 4 - Standards for Continued Membership

As a condition for continued membership in this Society, a member shall demonstrate:

- (1) Continued compliance with
 - (i) the requirements for Membership,
 - (ii) the Bylaws and Policy Statements, and
 - (iii) the dues, fees, and assessment requirements of the Society.
- (2) Continued maintenance of good reputation and good standing with the member's professional community, and high ethical character and professional repute.

Section 5 - Ethics & Discipline

Section 5.1: Disciplinary Action (Suspension or Expulsion)

- A. The Executive Council may by a two-thirds (2/3) vote suspend or expel any member for cause, including but not limited to the following:
 - (1) Failure to comply with the Bylaws, rules, regulations, or Policy Statements of the Society as adopted by the Membership,
 - (2) Violation of the ethics established by the member's professional community.

Section 5.2: Complaints and Procedures

- A. All Members in arrears in dues, fees, and/or assessments for two (2) years will receive a final notification from the Secretary Treasurer. Failure to respond within sixty (60) days with full payment of the dues, fees or assessments in arrears will be cause for termination of membership.
- B. All other complaints or requests for disciplinary action of a member shall be made in writing and addressed to the President. After due deliberation, the President may refer the complaints and charges to the Chair of the Membership Committee, who shall consider them and conduct any investigation deemed necessary. After investigation, the Membership Committee shall submit its written recommendations to the Executive Council along with all reports and documentary evidence used by the Membership Committee in its deliberations.
 - (1) The Secretary-Treasurer shall, within fourteen (14) days thereafter, cause written notice of the disciplinary action taken to be sent to the individual by receipted mail stating the basis of the disciplinary action.
 - (2) After receipt of notice of disciplinary action, the affected member shall have sixty (60) days to request in writing reconsideration by the Executive Council. After reconsideration, the Executive Council shall confirm or reverse its original decision and such decision shall be final.
 - (3) The status of such member shall be unaltered until completion of all proceedings.

Section 6 - Resignation

Any member may resign at any time by presenting a resignation to the Secretary-Treasurer who shall report such resignations to the Executive Council.

Section 7 - Meetings of Members, Order of Business, Quorum and Voting

Section 7.1

There shall be an Annual Meeting of members which shall include both the academic and business meetings, the time, place, and agenda of which shall be determined by the Executive Council. The Annual Meeting shall take place not less than six (6) months nor more than fifteen (15) months after the preceding Annual Meeting.

Section 7.2

The membership shall receive at least two (2) months' written notice of the Annual Meeting. The notice of which shall include the time and place of the Annual Business Meeting.

Section 7.3

At each Annual Meeting there shall be at least one (1) business meeting of the members. The President shall preside at all business meetings.

Section 7.4

A. Unless waived by a majority vote of those present and voting, the order of business at Annual Business Meetings shall be as follows:

- (1) Reading of the minutes of the previous business meeting and their approval
- (2) Reports of the Executive Council
- (3) Reports of the Standing Committees
 - (a) Membership Committee
 - (b) Program and Finance Committee
 - (c) Nominating and Awards Committee
 - (i) Announcement of ballot
 - (ii) Call for nominations from the floor
 - (iii) Distribution of ballots
- (4) Reports of the Ad Hoc Committees
- (5) Unfinished business
- (6) General business
- (7) New business
- (8) Election results
- (9) Installation of the new President
- (10) Adjournment

Section 7.5

Election of officers, members of the Executive Council and Members of the committees, as appropriate, shall be held at the Annual Business Meeting.

Section 7.6: Quorum

To conduct business at any meeting of members, at least fifty (50) active members must be registered for said meeting.

Section 7.7: Voting

Voting rights, as specified in these Bylaws, shall be exercised only by active members in person or by mail, e-mail, or fax. No proxy or cumulative voting shall be allowed. Unless otherwise specified in these Bylaws, adoption of any matter shall be by a majority vote of those voting on the matter. The Secretary-Treasurer must receive votes by mail, e-mail, or fax at least seven (7) days prior to the Annual Business Meeting. These votes will be brought to the meeting and included with the tally with votes from those present and voting at the meeting.

Section 7.8: Guests

Guests may attend meetings if sponsored by a member and invited by the President. Meeting fees may be waived at the discretion of the President.

Section 8 - Executive Council

Section 8.1: Composition

The Executive Council shall consist of the President, President-Elect, Secretary-Treasurer, the Immediate Past President, Past President, Membership Committee Chair, Paul E. Strandjord Young Investigator Award Program Director, and six active members at-large, two to be elected annually to serve a term of three (3) years each.

Section 8.2: Manner of Election

Election of officers and members of the Executive Council shall be by written ballot of active members cast in person or by mail, e-mail, or fax and tallied during the last business meeting of the Annual Meeting.

- A. A President-Elect shall be elected annually by a majority of active members voting at the Annual Business Meeting.
- B. The Secretary-Treasurer shall hold office for a three (3) year term after election by a majority of the active members voting at the Annual Business Meeting.
- C. The Chair of the Membership Committee shall hold office for a three (3) year term after election by a majority of the active members voting at the Annual Business Meeting.
- D. The Director of the Paul E. Strandjord Young Investigator Award Program shall hold office for a five (5) year term after election by a majority of the active members voting at the Annual Business Meeting.
- E. Two at-large members of the Executive Council shall be elected at each Annual Business Meeting. The two nominees receiving the greatest number of votes from those active members present and voting at the Annual Business Meeting shall be elected.

- F. Candidates elected by the general active membership shall be announced prior to the conclusion of the Annual Business Meeting.

Section 8.3: Duties

The Executive Council shall be the governing board of the Society and shall consider all of its activities and determine its policies. The Executive Council shall receive and consider the reports of the activities of all committees, both Standing and Ad Hoc.

Section 8.4: Meetings of the Executive Council

- A. In addition to the regular Annual Meeting of the Executive Council held at the time of the Annual Meeting of Members, there shall be such meetings as the President may deem necessary.
- B. Executive Council Meetings may also be called upon the written request of at least five (5) members of the Executive Council. Notice of any special meeting of the Executive Council shall be given at least thirty (30) days prior thereto by sending written notice by mail or telegram or delivered personally to each member of the Executive Council at the address shown on the records of the Society.

Section 8.5: Quorum

A majority of the Executive Council is necessary to constitute a quorum for the transaction of business.

Section 8.6: Executive Council Action Without a Meeting

The Executive Council may permit any or all Council members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Council members participating may hear each other during the meeting. A Council member participating in a meeting by this means is considered to be present in person at the meeting.

Action required or be permitted to be taken by the Executive Council may be taken without a meeting if all members of the Executive Council consent to the action in writing.

Section 8.7: Indemnification

The Executive Council may exercise the full extent of its powers under law, as such law exists from time to time, to indemnify any member of the Executive Council, member, committee member, officer, employee, or agent for liability and expenses incurred by reason of being a member of the Executive Council, officer, employee or agent of this Society or of another society which s/he may have served in such capacity at the request of this Society. Such expenses shall include attorney's fees, judgments, fines, amounts paid in settlement and amounts otherwise reasonably incurred. The Executive Council may make advances against such expenses upon terms decided by it. The Executive Council may exercise the full extent of the power which it has under law, as such law exists from time to time, to purchase and maintain insurance against risks above described on behalf of any Executive Council member, officer, employee or agent.

Section 8.8: Compensation and Reimbursement

Members of the Executive Council shall not receive compensation for their services as Members, but by action of the Executive Council, expenses of attendance at meetings or for conducting other business of the Society may be reimbursed.

Section 9 - Duties of Officers

The officers shall have the duties outlined below plus such other duties as are assigned to them from time to time by the Executive Council.

Section 9.1: President

The President shall be the principal executive officer of the Society and shall preside at all meetings of the members and shall serve as an ex-officio member of all committees. The President also shall be the Chair of the Executive Council. The President is empowered to appoint Ad Hoc Committees. Subject to the approval of the Executive Council, the President shall make appointments to fill all vacancies in appointed or elected positions, except for the President-Elect, which occur between Annual Meetings of the Society. Such appointees shall serve for the balance of the unexpired terms of the individuals whom they replace. The President may call such meetings of the Executive Council as deemed necessary and shall be responsible for all other duties assigned to the President by these Bylaws or as shall be determined by the Executive Council.

Section 9.2: President-Elect

The President-Elect shall succeed to the office of the President at the close of the Annual Business Meeting. The President-Elect shall preside at all business meetings in the absence of the President. In the event of death or incapacity or refusal to act on the part of the President, the President-Elect shall assume the duties and title of the President when directed to do so by the Executive Council. Should the President-Elect succeed to the office of President, other than by normal succession, the President-Elect shall fulfill both the remaining term of the replaced President and the following term to which the President-Elect was elected. With the loss of both the President and the President-Elect, the Immediate Past President shall assume the unexpired term of the President. The President-Elect shall serve as Chair of the Program and Finance Committee. The President-Elect shall be responsible for all other duties assigned by the President or Executive Council.

Section 9.3: Secretary-Treasurer

- A. The Secretary-Treasurer shall conduct the correspondence, shall inform all the members of all meetings by notice, shall keep the records of all meetings of the Society, and shall read minutes when requested. The Secretary-Treasurer shall verify the records of all members, and in addition shall keep a roster of the members that is current, accurate, and published in the Society's Directory.
- B. The Secretary-Treasurer shall inform all new members of their election to membership.
- C. The Secretary-Treasurer shall file advance notice of the time and place of the Annual Meeting as well as any and all other meetings, and give advance notice of the programs to be held.
- D. The Secretary-Treasurer is to serve as a member of the Executive Council and keep its minutes and prepare an annual report on the Society's activities for the Executive Council and the membership.
- E. The Secretary-Treasurer shall collect all dues, fees and assessments, have custody of and be responsible for all funds and other properties of the Society. The Secretary shall deposit these funds in such banks and depositories as shall be selected by the Executive Council. The Secretary-Treasurer shall submit an annual audited financial report to the Executive Council and the members at each Annual Business Meeting.
- F. The Secretary-Treasurer annually shall send associate members a questionnaire to ascertain their status and interest in continuing as associate members. The Secretary-Treasurer shall notify the

Chair of the Membership Committee and submit to the Membership Committee the names of the associate members who: (1) have attained the rank of Assistant Professor and express interest in advancing to active membership as nominees for active membership, (2) desire to retain associate membership and fulfill the requirements for continuation of the associate membership, (3) are no longer eligible for continuation of associate membership, and (4) do not wish to retain their associate membership and therefore shall be deemed to have resigned their membership in the society.

- G. The Secretary-Treasurer shall make such expenditures as shall be authorized by the Executive Council and shall file necessary forms and reports of the Society's financial accounts with the proper governmental authorities.
- H. The Secretary-Treasurer shall make available the financial records of the Society for audit at any time upon the request of the Executive Council.
- I. If the office of the President-Elect is vacant, the Secretary-Treasurer shall succeed to the position of President-Elect for the remainder of the unexpired term while still serving as Secretary-Treasurer.

Section 9.4: Chair, Membership Committee

The Chair of the Membership Committee shall actively recruit new members, Chair the committee that receives and reviews all applications for membership, and investigates any charge made against any member acting under the provisions of these Bylaws. The Chair shall also be a member of the Executive Council.

Section 9.5: Director, Paul E. Strandjord Young Investigator Award Program

The Director of the Paul E. Strandjord Young Investigator Award Program shall actively solicit scientific abstracts for presentation at the annual meeting, coordinate a peer-review process to identify those eligible authors whose scientific works are worthy of a Paul E. Strandjord Young Investigator Award, and present the awards to recipients at the annual meeting. The Director shall also be a member of the Program & Finance Committee and the Executive Council, and shall submit an annual budget for approval by the Program & Finance Committee.

Section 9.6: Terms of Offices

- A. The terms of office of the President and President-Elect shall be one (1) year; and shall not be held by the same person.
- B. The Secretary-Treasurer shall hold office for a three (3) year term and may be re-elected once for a second term of three (3) years. After serving a second term, the Secretary-Treasurer shall not be eligible for re-election to that office for a period of three (3) years.
- C. The Secretary-Treasurer is to remain in office until the end of the fiscal year, at which time the Secretary-Treasurer's office and duties shall be assumed by the Secretary-Treasurer-Elect.
- D. The Chair of the Membership Committee shall hold office for a three (3) year term and may be re-elected twice for successive terms of three (3) years each. After serving a third term, the Chair of the Membership Committee shall not be eligible for re-election to that office for a period of three (3) years.
- E. The Director of the Paul E. Strandjord Young Investigator Award Program shall hold office for a five (5) year term and may be re-elected once for a second term of five (5) years. After serving a

second term, the Director shall not be eligible for re-election to that office for a period of five (5) years.

Section 10 - Committees

The Standing Committees of the Society shall consist of the Membership Committee, the Program and Finance Committee, , the Nominating and Awards Committee, and the Education Committee.

Section 10.1: Membership Committee

- A. The Membership Committee shall consist of the Chair, the Secretary-Treasurer and three (3) other at-large active members of the Society who are not members of the Executive Council, one of whom is to be appointed each year by the President with the approval of the Executive Council for a three (3) year term.
- B. The Membership Committee shall receive and review all applications for membership and shall consider and investigate any charge made against any member acting under the provisions of these Bylaws.
- C. The Membership Committee shall make recommendations to the Executive Council, but is not empowered to take any other action unless provided for in these Bylaws.

Section 10.2: Program and Finance Committee

The Program and Finance Committee shall consist of nine (9) active members with one (1) year terms. The members of this Committee shall be appointed as follows:

The President-Elect shall chair this Committee.

Each year at the Annual Meeting the President shall name eight (8) members to this Committee: usually this shall consist of one (1) who was the Local Program Chair of the previous meeting, one (1) who is the Local Program Chair of the next meeting, and two (2) who shall be designated Local Program Chair for the following two (2) meetings, the Secretary-Treasurer, the Director of the Young Investigator Awards Program, and two (2) members at large.

The Program and Finance Committee shall 1) oversee and approve the program for the Annual Meeting of the members; 2) develop goals for fund raising which shall be submitted to the Executive Council for approval; and 3) conduct annually a fund raising campaign to support the activities of the Society as approved by the Executive Council.

Section 10.3: Nominating and Awards Committee

- A. The Nominating and Awards Committee shall consist of five (5) active members, three (3) of whom shall be elected at the Annual Meeting of the Society. None shall be a current member of the Executive Council, and one shall be elected each year for a three (3) year term. The fourth member shall be appointed by the President for a one (1) year term. The fifth member and Chair shall be the Immediate Past President.
- B. The Chair of the Committee shall solicit nominations from the membership for each office and committee position to be elected at the next Annual Business Meeting. The slate will include the following positions: President-Elect, two Executive Council members at large, Nominations and Awards committee member. A nomination for Secretary-Treasurer and Membership Committee Chair will usually be necessary every three years and a nomination for the Paul E. Strandjord Young

Investigator Award Program Director every five years. The slate will be presented to the Executive Council for approval. Upon approval, these names will be placed on the ballot for election. A copy of the slate, along with any proposed assessments and bylaw amendments, shall be sent to each member at least one (1) month preceding the Annual Business Meeting.

C. Additional nominations of any candidate for any office may be made from the floor at the Annual Meeting and upon seconding of the nomination, the name will be added to the ballot. All persons who are nominated must indicate their willingness to serve.

D. The Awards of the Society are:

Cotlove Lectureship: Presented to a scientist (member or nonmember of the Society) selected for outstanding contributions to the science of laboratory medicine.

Evans Award: Awarded to a member for outstanding leadership and/or service to the Society.

Ellis Benson Award: Presented to a young physician and/or scientist (member or non-member of the society) in recognition of meritorious accomplishment in the field of laboratory medicine.

The Nominating and Awards Committee shall receive recommendations from any member for the Society's awards. The Committee shall recognize the recommendation from the Program Chairman of the next Annual Meeting for the Cotlove Lectureship. The Nominating and Awards Committee shall present its selections to the Executive Council for approval.

Section 10.4: Education Committee

A. The Education Committee shall consist of up to nine (9) elected members: a Chair, the ACLPS Representative to the American Board of Pathology, and no more than 7 additional members. All positions shall be for staggering terms of three years and all can be renewed indefinitely. All candidates shall be nominated by the Nominations and Awards Committee, approved by the Executive Council, and voted on by the membership. Other nominations may be made from the floor at the Annual Business Meeting and upon seconding the nomination, the name will be placed on the ballot and submitted to the membership for vote. All persons who are nominated must indicate their willingness to serve. If a member of the Education Committee is unable to serve, he/she shall be replaced by the President with the approval of the Executive Council. Additional ad hoc members may be appointed for one year terms by the President as needed with approval of the Executive Council.

B. The responsibilities of the Education Committee will include: (1) providing liason to the American Society of Clinical Pathology (ASCP) Resident In-Service Examination (RISE) Committee, for as long as a relationship exists between ACLPS and ASCP to jointly produce this program; (2) development and implementation of all other educational activities of the Academy, whether carried out by the Academy solely by itself or jointly with other organizations, including continuing medical education activities and development of educational curricula in the field, but excluding the educational aspects of the Annual Meeting which shall be the province of the Program & Finance Committee.

Section 11 - Dues, Fees, and Assessments

Dues, fees and assessments, and time of payment, shall be established by the Executive Council in accordance with the following provisions:

Section 11.1: Dues

Dues shall be set by the membership on recommendation of the Executive Council. Dues of any member may be waived only by action of the Executive Council.

Section 11.2: Registration Fees

- A. Registration fees for meetings shall be set by the Executive Council, on the recommendation of the Program and Finance Committee
- B. Registration fees for meetings for any attendee may be waived by the Executive Council, or as otherwise specified in these Bylaws.

Section 11.3: Assessments

- A. The Executive Council, by three-fourths (3/4) vote of those present, may propose an assessment to the members of the Society. This proposition must be submitted to the membership one (1) month prior to the Annual meeting.
- B. Any assessment must be approved by a three-fourths (3/4) vote of those members voting at the Annual Meeting.
- C. Assessments may be waived for any member by the Executive Council.

Section 12 - Bank Accounts, Investments, Contracts, Agreements, and Execution of Documents

Section 12.1: Contracts and Agreements

Unless otherwise provided in these Bylaws, all contracts and agreements must be approved by the Executive Council.

Section 12.2: Bank Accounts and Signatures

The Executive Council shall by resolution authorize appropriate individuals to open corporate bank accounts or other investments, and execute checks, drafts, and other orders for the payment of amounts owed by the Society.

Section 12.3: Execution of Documents

The Executive Council may authorize any officer or officer's agent or agents of this Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Society and such authority may be general or confined to specific instances.

Section 13 - Fiscal Year

The Executive Council shall define the fiscal year.

Section 14 - Voting

Except as otherwise provided in these Bylaws, when a voting percentage or fraction is specified, it is intended to apply to those voting on the issue. There shall be no voting by proxy.

Section 15 - Amendments

Section 15.1: Procedure for Amendments

Proposed amendments to these Bylaws must be submitted in writing by the Executive Council or by five (5) active members to the Secretary-Treasurer not less than thirty (30) days prior to the next Annual Business Meeting. The proposed amendments may be referred to an Ad Hoc Bylaws Committee established by the President for review and recommendation. A copy of proposed amendment(s) shall be sent to each member at least one (1) month preceding the Annual Business Meeting at which the proposed amendments shall be voted upon. At the Annual Business Meeting, the proposed amendments shall be read and submitted for a vote. Amendments to these Bylaws or Articles of Incorporation require the affirmative vote of two-thirds (2/3) of those members voting.

Section 15.2: Amendments Necessitated by Legal Developments

Any change in the corporate or tax status of this Society caused by any modification, repeal, or amendment of any currently existing tax or corporate legislation whether federal, state, or local, or the adoption, imposition, or implementation of any statute, ordinance, rule, or administrative or judicial decision or decree which the Executive Council determines requires immediate amendment to the Bylaws or Articles of Incorporation shall, notwithstanding the preceding section, empower the Executive Council by a two-thirds (2/3) vote to amend the Articles of Incorporation or these Bylaws in any respect it deems necessary to insure Society compliance with the change or changes in the law without any prior approval of the voting membership. Notice of the meeting and of the proposed amendment shall be given to the general membership.