

CONSTITUTION & BYLAWS

ARTICLE I: Name

- A. The name of the association is the North American Society for Interventional Thyroidology a.k.a. NASIT, hereinafter referred to as the "Society."
- B. The Executive Council shall serve as the governing body of the Society, hereinafter referred to as the "Council".

ARTICLE II: Aims

The aims of the Society shall be

1. To promote safe integration of ablative technologies into clinical practice
2. To promote a collaborative environment that supports education and research efforts in Interventional Thyroidology

ARTICLE III: Membership

- A. Membership in this Society shall be limited to physicians, scientists, and students of good professional standing, who have a major interest and devote significant portions of their practice or research to interventional treatments of thyroid and other endocrine diseases, and who meet the criteria of the appropriate Membership categories as delineated below.
- B. Membership in the Society is voluntary and shall consist of the following Membership categories:
Founding, Active, International, Associate, and Honorary.
 - i. The number of Members in each category shall not be limited.
- C. Membership Categories
 - i. **Founding Member:** One of eight individuals who contributed to the conception and creation of the Society. Founding members will serve as the acting Nominating Committee for the first 3 years of the Society, and acting chair/committee role(s) until a full slate of council/committee is achieved.
 - ii. **Active Member:** Any individual is eligible for membership if they
 1. have demonstrated a significant commitment to and documented excellence in clinical practice, education, and/or research in their area(s) of practice involving interventional techniques and their application to the treatment of endocrine diseases.
 2. Actively practice in North America
 3. US Board certified or eligible for certification (or international equivalent), or have an academic appointment
 4. Active Members may attend the Annual Business Meeting, vote, hold office or Council positions, and serve as a Chair/Member of a Committee, Task Force, or other post for the Society.
 5. Active Members shall pay dues and registration fees for the Annual Meeting as determined by the Council.
 - iii. **International Member:** Any individual who would otherwise be eligible for Active membership, but practices outside of North America
 1. International Members may attend the Annual Business Meeting, vote, and serve as a Chair/Member of a Committee, Task Force, or other post for the Society.
 2. International Members shall pay dues and registration fees for the Annual Meeting as determined by the Council.
 - iv. **Associate Member:** Associate Members of the Society are comprised of medical students, residents, and fellows who have yet to qualify for Active membership.
 1. Associate Members will be eligible to serve on committees of the Society as determined by the Executive Council, but will not have the privilege of holding office.

- v. **Honorary Member:** Shall consist of individuals as determined by Council who have made outstanding contributions to the discipline of interventional thyroidology and are not Members of the Society.
 - 1. Honorary Members may not attend the Annual Business meeting, vote, hold office or Council positions, or serve as a Chair/Member of an Association Committee, Task Force, or other post for the society.
 - 2. Honorary Members are not subject to dues and may register for the Annual Scientific Meeting at no cost or a reduced rate as determined by the Council on a case by case basis.

D. Application Process and Election of Members:

- i. Membership in the Society shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, sexual orientation, gender identity, age, or for any other reason unrelated to character, competence, ethics, or professional status or professional activities.
- ii. A person seeking Membership shall submit the requested application materials in the manner determined by Council and indicated on the Society website.
- iii. The Membership Committee shall review all applications for Membership in the Society and make a recommendation to the Membership at the Annual Business Meeting.
- iv. The Membership shall vote on admitting prospective Members at the Annual Business Meeting. Election shall be made by secret ballot, by a three-fourths affirmative supermajority vote by a quorum of the Membership.
- v. Upon approval by the Membership, new Members shall be admitted to the Society and afforded all the rights, privileges, and requirements of Members in their Membership category.
- vi. A prospective Member who fails to be elected in the first year may be considered for Membership in the subsequent two years upon resubmitting an application. If election fails a third time, the prospective Member's application may be resubmitted after a two year interval.
- vii. Prospective Members for Honorary Membership may be submitted by any Member of the Society and shall be proposed in writing to the Secretary. Election of Honorary Members shall be made by secret ballot, by a three-fourths affirmative supermajority of votes by a quorum of Councilors (as determined by Council regulations).

E. Dues and Assessments:

- i. The amount of the annual dues, registration fees for the Annual Scientific Meeting, and special fees of the Society shall be determined by the Council.
 - 1. The Council may establish different Membership fees, dues, and assessments for different categories of Membership as needed.
- ii. Payment of Dues and Assessments
 - 1. Members shall pay the annual dues and special assessments by March 31st of each year.
 - 2. Members who have not paid their dues and fees by December 31 of that year, shall be notified by the Society of their delinquency via email to the email address designated by the Member for such purpose or, if none is designated, a letter will be sent to the Member's last known address.
 - 3. Any Member whose dues and fees remain unpaid for a period of two years from the due date, shall be dropped from Membership. The Member may be reinstated following payment of the dues in arrears on approval of the Membership Committee.
- iii. Exemptions:
 - 1. Requests for exemption should be directed to the Chair of the Membership Committee who will review the request and bring appropriate cases to the Council for consideration. The Council may waive dues for individual Members in extraordinary cases in which paying dues represents a significant financial hardship (examples include an unexpected and prolonged illness or disability and Members who are temporarily activated for military service). Exemptions may be approved by a majority vote of Council. Extensions of any such exemptions granted will require the Member to request an exemption in writing each year to the Chair of the Membership Committee and annual review by the Council.

- iv. Resignations:
 - 1. A member may resign from membership at any point by notifying the Chair of the Membership Committee in writing. The resignation shall become effective on the later of date received by the chair or date designated by the resigning member in the notice.
- v. Disciplinary Proceedings:
 - 1. Charges of unprofessional or unethical conduct against any Member of the Society must be submitted in writing to the Secretary and Chair of the Ethics Committee.
 - 2. The Ethics Committee shall assess the charges and submit to the Council a summary and recommendation.
 - 3. As needed, the Ethics Committee may request that the Council approve the formation of an investigating jury to which it may refer complaints or evidence of unethical conduct which in its judgment are of greater than local concern. The investigating jury shall be appointed by the President, President-Elect, and Chair of the Ethics Committee. If probable cause for action is shown, the investigative jury shall submit formal charges to the Council, who shall appoint a prosecutor to prosecute such charges against the accused before the Ethics Committee.
 - 4. Notice of appeal shall be filed with the Ethics Committee within 30 days of the date of the decision and the appeal shall be perfected within 60 days thereof; provided, however, that the Ethics Committee, for what it considers good and sufficient cause, may grant an additional 30 days for perfecting the appeal.
 - 5. The Ethics Committee shall make a recommendation to Council to acquit, censure, suspend, expel, or place on probation the accused.
 - 6. After due notice and hearing, the Council may acquit, censure, suspend, expel, or place on probation any Member of the Society for a violation of the American Medical Association Principles of Medical Ethics (<https://www.ama-assn.org/about/publications-newsletters/ama-principles-medical-ethics>), or for unethical or illegal conduct.
- vi. Delinquency:
 - 1. Any Active or International Member who does not attend an Annual Scientific Meeting of the Society for three consecutive years, unless officially excused by the Council, may upon a majority vote of the Council be dropped from Membership. Membership may be reinstated by majority vote of the Council.
 - 2. Any Member whose dues and fees remain unpaid for a period of two years from the due date shall be dropped from Membership. The Member may be reinstated following payment of the dues in arrears on approval of the Council.

ARTICLE IV: Officers and Councilors

- A. Nominating Committee Composition and Duties:
 - i. The Nominating Committee shall consist of the three most recent Past-Presidents and the current President.
 - ii. The Founding Members will serve as acting Nominating Committee until the full slate of the Nominating Committee can be reached.
 - iii. The longest-serving Past-President on the Committee shall serve as the Chair of the Nominating Committee.
 - iv. Duties:
 - 1. Shall review self-nominations for relevant Officer and Councilor positions and present recommendations to the Membership for voting at the Annual Business Meeting.
 - 2. Election or appointment of an Officer, Councilor, or agent shall not of itself create any contract rights.
- B. Officers:
 - i. The Officers shall be a President, President-Elect, Secretary, and Treasurer.

- ii. Any Active Member of the Society in good standing may self-nominate or be recommended for nomination for any Officer position by submitting a completed application as specified by the Nomination committee by the closing date of the nomination period (no later than January 15th).
 - 1. Any application submitted after the closing date will not be reviewed
- iii. All nominations in compliance with the application process above, will be reviewed by the nominating committee who will review and submit the final ballot of qualified candidates for vote no later than February 15th of the election year.
- iv. The voting ballot (electronic, or any other means as deemed appropriate and necessary by Council) will open on the starting day of the Annual Scientific Meeting and close prior to the start of the Annual Business Meeting.
- v. The candidate who receives the majority of votes from the general membership will be announced at the conclusion of the Annual Business Meeting, and assume their elected role at the conclusion of the Annual Business Meeting.
 - 1. Ballots will be tallied and supervised by the Election Committee comprised of the sitting Secretary, Chair of the Membership Committee, and Chair of the Ethics Committee
 - 2. Once the election results are tallied, they should be summarized in writing and signed by members of the Election Committee
 - 3. Council will ratify the election results with majority vote of the general membership
 - 4. Once ratified, results of the election will be signed and executed by the sitting President.
 - 5. Only Active, International, and Associate Members in good standing, as specified in Article III, may cast ballots and participate in voting.
- vi. All Officer positions shall each be elected for a single term of one year.
- vii. The term of each officer shall begin and end at the time of the Annual Business Meeting.
- viii. Order of Succession: In the event that the President becomes unable to fulfill the duties of office, the order of succession to take over the duties of the President shall be the President-Elect and then the Secretary. The Nominating Committee shall fill the newly vacant President-Elect and/or Secretary position(s). In the event that the President-Elect and Secretary are unable to accept these duties, the Nominating Committee shall select a new President and the Treasurer will serve as interim-President until the new President is installed.
- ix. Duties of the Officers:
 - 1. **Duties of President:**
 - a. Preside at Retreats, Annual Scientific Meeting, Annual Business Meeting, Special Assemblies, Council Meetings, and other appropriate meetings.
 - b. Appoint Members, Chairs, and Vice-Chairs to all Committees (standing and ad hoc) and Task Forces.
 - c. Serve as an ex-officio Member of all Committees (standing and ad hoc) and Task Forces.
 - d. Deliver an address to the Membership at the Annual Scientific Meeting of the Association.
 - e. Perform additional duties at the request of the Council.
 - 2. **Duties of President-Elect:**
 - a. Perform the duties of the President, if the President is unable to perform the requisite duties due to incapacitating illness or inability to reach within a reasonable amount of time.
 - b. Oversee requests from other societies for endorsement of or collaboration on scientific works, position papers and guidelines.
 - c. Perform additional duties at the request of the President and/or Council.
 - 3. **Duties of Secretary:**
 - a. Oversee the daily operations of the Society except for those responsibilities in the purview of other Officers.
 - b. Receive and care for all records belonging to the Society in conjunction with a contracted management company.
 - c. Oversee the correspondence of the Society.

- d. Certify the bylaws and resolutions of the Society.
 - e. Serve as an ex-officio Member of all Committees (standing and ad hoc) and Task Forces.
 - f. Perform additional duties at the request of the President and/or Council.
4. **Duties of Treasurer:**
- a. Oversee the finances of the Society.
 - b. Provide guidance on the fiscal impact of Society decisions.
 - c. Issue a report on the financial transactions to the Membership on at least an annual basis.
 - d. On a regular basis, oversee a Financial Audit done by a certified public accountant and report the results of this examination to the Council and to the Members of the Society.
 - e. Perform additional duties at the request of the President and/or Council.

C. Council:

- i. The business and affairs of the Society shall be under the direction of the Council which is the governing body of the Society.
- ii. The Council consists of 4 Councilors, the current Officers, and the 3 most recent Past Presidents.
- iii. Terms:
 - 1. Any Active Member of the Society in good standing may self-nominate or be recommended for nomination for the council position.
 - 2. The nomination and election process for councilors will be the same as officers as outlined in Article IV, Section B, part v.
 - 3. Each Councilor shall be elected for a single term of two years.
 - 4. Officers shall serve a term on the Council consistent with the terms of their office.
 - 5. Two Councilors shall be elected annually so as to provide overlapping terms.
- iv. Duties:
 - 1. Have a fiduciary responsibility to act solely in the best interest of the Society.
 - 2. Shall have the powers and duties as conferred by law upon directors of Membership corporations.
 - 3. Shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation.
 - 4. Shall have the power to borrow or raise money for Society purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the Society, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the Society and in furtherance of its purposes.
 - 5. Shall make and file all reports required by law and by Members of the Society.
 - 6. Shall have and exercise all powers vested in the Society which may arise between the meetings of the Society, except as limited from time to time by the Society and except the power to amend the Articles of Incorporation and the Bylaws.
 - 7. Shall approve all written promises to pay money which must bear the signature of the President and the Treasurer.

D. Resignation:

- i. Any Officer or Councilor may resign at any time by delivering a notice of resignation in writing to the President and Secretary.

E. Removal of Councilor or Officer:

- i. Any Councilor or Officer may be removed with cause by a two-thirds supermajority vote of the Council.

- ii. Any Councilor or Officer may be removed with cause by a two-thirds supermajority vote of the Membership at any Annual Business Meeting or Special Assembly whose stated purpose is the matter of removing said Councilor(s) or Officer(s).
- F. Filling Vacancies:
- i. The Nominating Committee shall present recommendations for filling vacant Officer and/or Councilor positions, including candidates, length of term, and timing of the necessary vote to the Membership.
 - ii. The Membership shall vote to fill the vacant position(s) as per the appropriate section of these bylaws.

ARTICLE V. Meetings

- A. The Society shall hold an Annual Scientific Meeting, Annual Business Meeting, and Quarterly Educational Webinars. The date, time, and place of the meetings shall be determined by the Council and disseminated to the Membership via email, Society website, and other channels as appropriate.
- B. Annual Scientific Meeting:
- ii. Any Member of the Society may invite one or more guests to attend the Annual Scientific Meeting.
 - iii. Abstracts for consideration for presentation must be authored or sponsored by a Member of the following categories: Active or International
- C. Annual Business Meeting:
- i. The business of the Association to be conducted at the Business Meeting shall include:
 1. Approval of Minutes of last meeting
 2. Report of the President
 3. Report of the Secretary
 4. Report of the Treasurer
 5. Report of the Standing Committees
 6. Report of Ad Hoc Committees/Task Forces
 7. Unfinished Business
 8. New Business
 9. Report of the Nominating Committee
 - a. Vote on proposed new Officers and Councilors
 10. Adjournment
 - ii. All Members wishing to discuss old or new business at the Annual Business Meeting shall submit such business in writing to the Secretary at least one month or more before the meeting for consideration of inclusion by Council.
 - iii. Officers and Council Members of the Society shall be elected by the Membership during the NASIT Business Meeting.
 1. The Nominating Committee shall present its recommendations for Officers and Councilors.
 - iv. Voting Criteria:
 1. Quorum of Members Entitled to Vote:
 - a. A minimum of fifty Members, or 50% of Members in the first 3 years, eligible to vote shall constitute a quorum at the Annual Business Meeting or any Special Assembly to effect changes in the bylaws of the Society, to make assessments, to authorize appropriations or expenditures of money other than those required in the routine business of the Society, and to elect Officers and Council Members.
 - b. For the transaction of other business, the Members entitled to vote that are present at any Annual Business Meeting shall constitute a quorum.
 2. A quorum being present, a simple majority of votes among Members eligible to vote is required to pass a measure unless otherwise stated in specific sections of these bylaws.
 - a. In certain circumstances, the Council may propose to increase the requirement to pass a measure to a two-thirds supermajority. A simple majority of affirmative votes

by a quorum of Members is required to increase the voting standard on a specific measure to a two-thirds supermajority.

b. Active and Honorary Members are eligible to vote.

- v. If for any reason the Annual Business Meeting is not held on the determined date of any year, any business which could have been conducted at that Annual Business Meeting may be conducted at any subsequent Special Assembly or Annual Business Meeting or by consent resolution.
 - 1. If circumstances preclude an Annual Business Meeting being held, voting may take place by mail and/or through electronic media so long as a quorum of Members participate in the vote.
- vi. Any Member of the Society may invite one or more guests to attend the Annual Scientific Meeting.

D. Quarterly Educational Webinars:

- i. Any Member of the Society may invite one or more guests to attend the Quarterly Educational Webinar
- ii. Webinar topics and panelists are to be determined and coordinated by the program committee

E. Special Assemblies:

- i. Special Assemblies of the Members of the Society may be called by a majority vote of the Council, President, or by the President or Secretary at the written request of any 30 Members of the Society, or 30% of Members within the first 3 years. No business may be transacted at a Special Assembly except the business specified in the notice of the assembly.
- ii. Special Assemblies may be conducted in person or via a virtual platform that is made widely accessible to Members by the Association consistent with applicable Illinois law.
- iii. Notice to Members of Special Assembly
 - 1. Members will be given written notice via email, website, and/or other appropriate channels stating the purpose(s), date, time, and format of the Special Assembly.
 - 2. Each Member will be sent an email to the address designated by the Member for such purpose or, if none is designated, a letter will be sent to the Member's last known address.
 - 3. Notice will be given not less than five or more than sixty days before the date of the Special Assembly.
- iv. The Voting Criteria for the Annual Meeting shall apply to Special Assemblies.
 - 1. Voting may take place by mail and/or through electronic media so long as a quorum of Members participate in the vote.

F. Notices to, acts by and meetings of officers, Councilors, Members and others may be accomplished in any legal manner permitted, including, without limitation, electronically and virtually.

G. Proxy voting: neither Councilors, Officers, Association member nor Committee members may vote by proxy unless specifically authorized to do so on a case-by-case basis by action of the Council.

ARTICLE VI. Council Meetings and Special Assemblies of the Council:

A. Members of the Council may participate in Council Meetings and Special Assemblies by telephone or virtual platform.

B. Council Meetings:

- i. The Council will hold at least two Council Meetings each year, with one held in coordination with the NASIT Annual Scientific Meeting.

C. Special Assemblies of the Council:

- i. May be called by the President or Secretary, or upon the written request of any three Council members.

- ii. Notices of Special Assemblies of the Council shall state the purpose or purposes of the Assembly, and no business may be conducted at a Special Assembly except the business specified in the notice of the Assembly.
- iii. Written notice of the time and place of all Meetings and Special Assemblies of the Council shall be given to each member of the Council at least 10 days before the meeting or assembly via email to the address designated by the Member for such purpose or, if none is designated, a letter will be sent to the Member's last known address.
- iv. The Council shall consider such business as may properly be brought before the group.

D. Council Voting:

- i. A majority of the Council members then in office shall constitute a quorum for the transaction of business.
 - ii. Members of the Council may participate in a Council Meeting or Assembly by telephone or virtual platform.
 - iii. If less than a quorum of the Council members appears at a Meeting or Assembly of the Council, the matters which might have been taken up at that time may be taken up at any later regular, Special or biannual Council Meeting or by consent resolution.
 - iv. Each Council member shall have one vote.
 - v. If a quorum is present, a simple majority of the Council members present and eligible to vote is generally required to pass a measure.
 - vi. In certain circumstances, the Council may vote to increase the requirement to pass a measure to a three-fourths supermajority.
 - vii. A simple majority of eligible votes shall be required to increase the voting standard on a specific measure to a three-fourths supermajority.
- E. The Council may deliberate and vote on measures of an immediate or urgent nature via email or virtual platforms between Council meetings as needed.

F. Compensation:

- i. Council members shall receive no compensation for their services on the Council.
- ii. Council members may receive reasonable compensation for services which are beyond the scope of their duties as Councilor.
- iii. Council members may be reimbursed for expenses actually and necessarily incurred in the performance of their duties as a Council member.

ARTICLE VII. Committees

- A. Standing Committees of the Society shall be determined by the Council.
- B. New Standing Committees may be established by the Council as it shall deem appropriate and shall define the powers and responsibilities of such committees.
- C. One Member of the Council shall be assigned to each committee to act as a liaison between the committee and the Council.
- D. Each committee will be led by a Committee Chair who serves a two year term.
- E. In order to ensure continuity, the President shall assign a Vice Chair for any committee as appropriate (ex. at the beginning of a Chair's last term year to insure continuity). As much as is practical, the President shall fill the Vice Chair role with a current Member of that committee.
- F. The Vice-Chair will assume the role of Committee Chair upon the completion of the sitting Chair's term.

- G. Any active, international, or associate member of the Society can self-nominate for committee membership by submitting a completed application form, but will need to be confirmed by majority vote of the Society membership at the Annual Business Meeting.
- H. The President shall work with the Secretary to fill vacancies in the committees not filled by the general election process, with input from the Officers and/or Council as appropriate.
- I. Committee Members shall generally serve a single three year term unless the President determines that a term of different length is required, for example to ensure adequate overlap of Members rotating on/off the committee.
- J. The President and Secretary shall determine the appropriate number of Members for each committee.
- K. Brief descriptions and responsibilities of all standing committees are included, for review and updated as necessary in the NASIT Policies and Procedures Manual. Duties and responsibilities of the committees may be added or subtracted as the Officers and/or Council deem appropriate.
- L. There shall be the following Standing Committees of the Society:
- i. Education & Research Committee
 1. Mission: Continually enhance the quality and breadth of educational offerings to Members, patients, and professional partners and champion the advancement of research and science in interventional techniques and their role in the treatment of endocrine diseases
 2. Goals include, but are not limited to:
 - a. Create and oversee the patient education materials available on the Society website
 - b. Provide Members with resources to enhance their educational and professional skillset
 - c. Provide education expertise to relevant NASIT education issues
 - d. Supervise and help coordinate multi-institutional research projects
 - e. Increase the NASIT infrastructure, funding opportunities, mentorship, and education for research
 - ii. Election Committee
 1. Mission: Supervise and ensure the validity of election process
 2. Goals include, but are not limited to:
 - a. Tally voting ballots at the end of the Annual Scientific Meeting
 - b. Summarize and present the election results in writing to the Executive Council for ratification by vote of the general membership
 - iii. Ethics Committee
 1. Mission: Address ethical matters for NASIT through thoughtful inquiry, assessment, and education
 2. Goals include, but are not limited to:
 - a. Address ethical matters at the request of Council
 - b. Assess and adjudicate conflict of interest and disclosures by Members as needed
 - c. Assess and provide recommendations to Council concerning NASIT Member disciplinary matters
 - d. Provide educational opportunities on ethical issues
 - iii. Information Technology Committee
 - a. Mission: Create, maintain, and innovate the digital offerings of NASIT
 - b. Goals include, but are not limited to:
 - a. Develop and maintain the NASIT website
 - b. Develop and execute the NASIT social media strategy
 - c. Develop and provide appropriate digital resources and support for the other committees of the NASIT
 - iv. Membership Committee
 1. Mission: Oversee and optimize the Membership application and selection process

2. Goals include, but are not limited to:
 - a. Develop and maintain the application requirements and process across all Membership categories
 - b. Vet new applications and make recommendations to Council
 - v. Nominating Committee:
 1. Present recommendations to the Membership for candidates for relevant Officer and Councilor positions at the Annual Business Meeting.
 - vi. Program Committee
 1. Mission: Ensure the highest standards of the scientific program at the Annual Scientific Meeting and educational content of the Quarterly Webinars
 2. Goals include, but are not limited to:
 - a. Review, rank, and select the abstracts to be presented at the Annual Meeting
 - b. Organize and coordinate the topic and invited panelist for the Quarterly Webinar
- J. The President shall appoint temporary or ad hoc committees, task forces, councils, and panels as necessary for the fulfillment of the aims of the Association. All such committees are terminated with the ending of the term in office of the President who made the appointment. The incoming President and/or Council may either extend the term of such committees if necessary to complete the fulfillment of their charge or the Council may vote to convert the ad hoc committee to a Standing Committee.
- i. Members of such committees shall serve on a limited term of one to three years, or based on the discretion of the incoming President and/or Council.
- K. Committee Voting:
- i. A majority of the committee's Members shall constitute a quorum for the transaction of business.
 - ii. Committee Members may participate in a Committee Meeting by telephone or virtual platform.
 - iii. If less than a quorum of the Committee Members appears at a committee meeting, the matters which might have been taken up at that time may be taken up at any later meeting.
 - iv. If a quorum is present, a simple majority of the Committee Members present and eligible to vote is generally required to pass a measure.
- G. Each Committee Member eligible to vote on any matter shall have one vote.
- H. In certain circumstances, the Committee may vote to increase the requirement to pass a measure to a two-thirds supermajority.
- i. A simple majority of eligible votes shall be required to increase the voting standard on a specific measure to a two-thirds supermajority.
 - ii. The Committee may deliberate and vote on measures of an immediate or urgent nature via email or virtual platforms between Committee Meetings as needed.

ARTICLE VIII: Disclosures

- M. Officers, Councilors, committee chairpersons, and Members engaged in work on behalf of the Association (for example, committee Members, guideline authors, etc) shall file an annual disclosure form in accordance with Association guidelines.
- N. Such relationships shall be monitored by the Ethics Committee and Council for conflict of interest.

ARTICLE IX: Indemnification

- A. Each person who is or was a Councilor, Member, officer or Member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a Councilor, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise may be indemnified by the Society to the fullest extent legally permitted as they may be in effect from time to time.

- B. The Society may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of such person's status, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Council, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under legal means as they may be in effect from time to time.

ARTICLE X: Finances

- A. The fiscal year shall be fixed by resolution of the Council.
- B. Authority for Financial Obligations:
 - i. The Council may authorize any Officer or Officers, in the name of and on behalf of the Society, to enter into any contract, execute and deliver any instrument, or sign checks, draft, or other order for the payment of money notes or other endeavors of indebtedness; and such authority may be general or confined to specific instances. Unless so authorized by the Council, no Office shall have power or authority to bind the Society by any contract or engagement or to render it liable for any purpose or for any amount.
- C. Bank Accounts:
 - i. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies, investment vehicles, or other depositories as the Council may select, or as many as selected by any officer or officers of the Society to whom such powers may be delegated by the Council.
 - b. Annual Budget:
 - i. An annual budget shall be prepared by the Treasurer for presentation to the Council and Membership at the Annual Meeting.

ARTICLE XI: Parliamentary Authority

- A. The rules of parliamentary procedure in "Robert's Rules of Order, Revised" shall govern the proceedings of the Meetings and Assemblies of this Association.

ARTICLE XII: Amendments

- A. These bylaws may be amended at the Annual Business Meeting of the Membership or any Special Assembly.
 - i. Any member may propose a change to the Bylaws by notifying the President or Secretary. The proposed Bylaws change will be brought to Council for discussion. If Council approves the proposed Bylaws change, the proposed change will be brought for a vote by the Membership at the Annual Business Meeting.
- B. Members shall be notified of the proposed amendments setting forth the amendment and/or a summary of the changes to be effected no less than thirty days prior to such Meeting via an email to the address designated by the Member for such purpose or, if none is designated, a letter will be sent to the Member's last known address at least one week prior to such Meeting.
- C. Bylaws changes must be approved by a two-thirds majority of the Members present, a quorum being present.
- D. No amendment inconsistent with the Society Bylaws shall be effective prior to amendment of the Society Bylaws.
- E. Amendments made necessary by law shall become effective immediately but must be transmitted to the Membership.

ARTICLE XIII: Books and Records

- A.** The Society:
 - i. Shall keep correct and complete books and records of account.
 - ii. Shall keep minutes of the proceedings of its Members, Council and committees having any of the authority of the Council.
 - iii. Shall keep at the registered or principal office a record giving the names and addresses of the Council and Members entitled to vote.

- B.** All books and records of the corporation may be inspected by any Councilor or Member entitled to vote or an agent or attorney designated by any Councilor or Member for any proper purpose at any reasonable time.

ARTICLE XIV: State of Emergency

- A.** An emergency exists if a quorum of the Council cannot be readily assembled because of some catastrophic event. To the extent not inconsistent with these Emergency Bylaws, the Bylaws provided in the preceding Articles shall remain in effect during such emergency and upon the termination of such emergency the Emergency Bylaws shall cease to be operative unless and until another such emergency shall occur. During any such emergency:
 - i. The Officers of the Society may make decisions requiring urgent or emergent consideration on behalf of the Society. In such circumstances, the Officers will notify the Council in writing of the decisions reached via email to the address designated by the Member for such purpose or, if none is designated, a letter will be sent to the Member's last known address.
 - ii. The Nominating Committee shall make a recommendation to Council as to the appropriate course of action regarding imminent elections or transition of Officers, Councilors, and Committee Chairs. The Council will vote to accept or reject these recommendations. If accepted, the Society will notify the Membership in writing of the decisions reached via email to the address designated by the Member for such purpose or, if none is designated, a letter will be sent to the Member's last known address.
 - iii. The Officers and/or Council may deliberate and vote on measures of an immediate or urgent nature via email or virtual platforms as needed.

ARTICLE XV: Severability

- A.** Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

- B.** The use of the Society name or logo by organizations, institutions, or individuals outside of the Society requires prior, specific approval of the Council.

ARTICLE XVI: Dissolution

- A.** In the event of dissolution of the Society, all of the Society's resources and property shall accrue only to the benefit of educational or scientific institutions located in the fifty states of the United States of America which are exempt from payment of income taxes.