

AMERICAN ASSOCIATION OF PHYSICISTS IN MEDICINE

BYLAWS

(Adopted at Annual Business Meeting, [place, date])

**ARTICLE I
NAME**

SECTION

1.01. Name. The name of the Corporation is the **AMERICAN ASSOCIATION OF PHYSICISTS IN MEDICINE** (the "Corporation").

**ARTICLE II
PURPOSES OF THE CORPORATION**

SECTION 2.01. Purposes. The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation's Articles of Incorporation.

**ARTICLE III
OFFICES AND REGISTERED AGENT**

SECTION 3.01. Offices. The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors (the "Board") shall from time to time designate. The Corporation may maintain additional offices at such other places within or without the District of Columbia as the Board may designate.

SECTION 3.02. Registered Agent. The Corporation shall designate a person to serve as the registered agent for the District of Columbia. The Board may change the registered agent from time to time.

**ARTICLE IV
MEMBERS**

SECTION 4.01. Eligibility for Membership. The Corporation shall have members, and the members shall have such rights as are set forth in the District of Columbia Official Code Title 29 and specifically Chapter 4, Nonprofit Corporation Act of 2010 (referred to herein as the "Nonprofit Code"), the Articles of Incorporation, these Bylaws or the Rules of the Corporation (RULES) as defined in Article XII. Application for membership shall be open to anyone who supports the purposes of the Corporation, as set forth in the Articles of Incorporation. The Board may enact, from time to time, procedures for the admission of members together with setting any application fee for membership.

SECTION 4.02A Classes of Membership. The Corporation may have classes of membership as defined in these Bylaws and further provided for in the RULES (Section(s) ?). The classes of Membership as of the effective date of these Bylaws are:

- (1) Voting Members (as referred to in the Nonprofit Code. Such Members may be referred to herein as either "Full Members" or "Voting Members.");
 - a. Full Member
 - b. Full – Lifetime Category Members

Commented [BC1]: To be replaced as Editorial change once Rules are completed. Such editorial changes will not require approvals.

Commented [BC1R2]: This comment applies to all 'pointers' to specific Rules.

(2) **Other Members (Non-Voting)**

- a. General Members
- b. Associate Members
- c. Associate-Student Members
- d. Affiliate Members

The requirements for each class of membership, its rights, obligations and privileges, and the process for application and evaluation of applicants shall be as provided for in these Bylaws or the RULES (Section --) The RULES provide specific application information, as well as access to the forms and processes for membership application.

Section 4.02 B Honorary Memberships, Corporate Affiliations, and Fellowships are available for non-voting participation in the affairs of the Corporation as provided for in the RULES (Sections ?).

Section 4.02 C Individual requests for changes from non-voting to voting classes of a Member's membership shall be reviewed and acted upon by the Board as provided for in the RULES. (Section(s) ?)

SECTION 4.03. *Termination of Members.* A Membership may be terminated voluntarily by the member or involuntarily by the Board in accordance with the Codes of Member Conduct as adopted by the Board. The Codes of Membership Conduct are provided with the Membership application and are continually accessible to Members on the AAPM website. The process and procedures for terminating a Member are provided in detail in the Codes of Member Conduct and/or the RULES and require, inter alia and without limitation prior written notice to the Member of the proposed termination, including the basis on which such termination is proposed and specifying opportunities for the Member to be heard by the persons responsible for evaluating the proposed termination and for voting on such termination.

SECTION 4.04 *Rights of Voting Members.* *Each Member whose Membership* class rights include voting privileges shall be eligible to cast one vote on those matters set forth in these Bylaws or on which the Nonprofit Code requires the approval of the Members.

SECTION 4.05. *Non-voting Membership.* The Board shall have the authority as provided herein to establish and define non-voting classes of membership in addition to or in place of the Non-voting Membership classes provided in Section 4.02B above and such Board action, shall be included in the RULES. The Board may make recommendations to revise the classes of Membership provided in Section 4,02A above and once approved by the Membership shall be recorded as a revision to the Section 4.02A of the Bylaws.

ARTICLE V MEETINGS OF MEMBERS

SECTION 5.01. *Annual Business Meetings.* An annual business meeting shall be convened once per calendar year at a date, time and location specified by the Board, which need not be in the District of Columbia. The Membership of the Corporation shall be notified of this decision at least two (2) months before the meeting. Members may participate in a meeting by means of physical presence, electronic teleconference, or video conference if all persons participating in the meeting have simultaneous oral communication. Failure to hold the

annual business meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 5.02. Special Meetings. The Board may call a special meeting of the Members at any time. Twenty-five percent (25%) of the voting Members may also call a special meeting of the members by signing a petition requesting such a meeting. The petition shall set forth the purpose of the meeting. The Board shall designate the specific date, time, and location of a Special Meeting. The location of any Special Meeting need not be in the District of Columbia. Once the Members have called a Special Meeting, the demand for the Special Meeting cannot be revoked except as herein specified. Once the Members have called a Special Meeting, the demand for the Special Meeting may be revoked only by: (i) a petition signed by twenty-five percent (25%) of the voting Members requesting revocation; (ii) acts of nature or circumstances beyond the organization's control that make holding the meeting impracticable; or (iii) withdrawal of the original petition by the same Members who signed it, provided such withdrawal occurs before the Board has designated the date, time, and location of the meeting.

SECTION 5.03. Record Date. The Record Date shall be the date as of which the Corporation admits a Membership applicant to Membership. A list of Members, their Record Date and current status including voting rights shall be maintained as provided in the RULES. The Record Date for an annual business meeting of the members shall be one (1) day prior to the first announcement of the Annual Business Meeting. The Record Date for a Special Meeting of the Members called by the Board shall be 15 days prior to the date of the Special Meeting. The Record Date for a special meeting called by 25% of the voting Members shall be the date the first Member signs the petition. The determination of who is a Member eligible to vote as of the Record Date shall be made as of the close of business on the Record Date.

SECTION 5.04. Notice of Meetings. (a) The Corporation shall give written notice to the Members of the date, time, and place of each annual or special meeting of the members. The notice shall be given four (2) months before the Annual Business Meeting date and 10 days in the case of a special meeting. The notice of an Annual Business Meeting does not need to include a description of the purpose for which the meeting is called. The notice of a Special Meeting must include a description of the purpose for which the meeting is called.

(b) Notice is given when it is delivered personally to the member, left at the member's residence or usual place of business, or sent by facsimile or e-mail, or, in the alternative, by U.S. mail to the member's address as it shall appear on the records of the Corporation.

SECTION 5.05. Unless as otherwise required in the Nonprofit Code, the Articles of Incorporation or these Bylaws, the number of Voting Members present at the annual business meeting shall constitute a quorum recognizing that all Members entitled to vote are provided the opportunity to vote on matters presented to a given Member meeting, as provided in these Bylaws at Section 5.07 below and in the RULES

SECTION 5.06. Conduct of Meeting. The President shall preside at each meeting of Members. The President shall determine the order of business and has the authority to establish rules for the conduct of the meeting.

SECTION 5.07. Voting. Except as otherwise required indicated in the Nonprofit Code, especially respecting fundamental transactions, or in these Bylaws, all issues to be voted on shall be decided by a simple majority of those voting on issues presented at the Meeting and

thereafter voted upon by the Members as provided for in these Bylaws and in the RULES. There shall be no cumulative voting.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.01. *Function of Directors.* The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, which shall determine matters of policy and any other matters under its jurisdiction as provided and in accordance with the provisions of the Articles of Incorporation, these Bylaws, the RULES, and the Nonprofit Code. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed (referred to herein as "Delegatee(s)"), provided the Corporation's affairs shall be managed, and all corporate powers shall be exercised under the ultimate direction of the Board which shall review and, if approved, authorize the so-approved recommendations and actions of such Delegatee. In particular, and without limitation, the Board shall direct the use and care of all funds and properties of the Corporation and review/approve the operating budget for each fiscal year.

The Board is responsible for promulgating the RULES as provided for in these Bylaws. Additional duties and responsibilities of the Board may be specified in the RULES.

SECTION 6.02. *Composition.* The Board shall consist of twelve Directors who will be elected by all Voting Members of the Corporation, who will be called Directors-at-Large, the elected officers of the Corporation, and one Director from each Regional Organization affiliated with the AAPM, who will be called Chapter-elected Directors. No Board Director may hold more than one voting position on the Board at a time. Directors need not be residents of the District of Columbia.

Additional, non-voting Directors of the Board may be defined and provided for in the RULES.

SECTION 6.03. *Election and Tenure of Officers and Directors.*
(a) The Officers shall be the President-Elect, President, Chair of the Board, Secretary, and Treasurer. The term of office for the President-Elect, Secretary, and Treasurer shall begin on January 1st of the year following their election and shall last for one (1) year, three (3) years, and three (3) years, respectively. The term of office for the President shall begin immediately after their term as President-Elect expires and shall last for one (1) year. The term of office for the Chair of the Board shall begin immediately after their term as President expires and shall last for one (1) year.

The Secretary and/or Treasurer may directly succeed themselves once, if re-elected. An individual who serves as President-Elect and then succeeds to the offices of President and Chair of the Board, shall not be eligible to serve again in those capacities. After serving two (2) terms of office, the Secretary and/or Treasurer shall not be eligible for re-election to that specific office. Where possible, the elections for the Secretary and Treasurer shall be staggered to facilitate continuity in the Officers.

The process for the nomination of Officers shall be as specified in the RULES.

(b) Chapter-elected Board Directors and Board Directors-at-Large shall be elected for a three-year term, and after serving that term, shall not be eligible for election as a Board Director-at-Large or Chapter-elected Board Director for a period of one year. Officers, upon completion of

their term of office, shall not be eligible for election as a Board Director-at-Large or a Chapter-elected Board Director for a period of one year. One-third of the Directors-at-Large shall be elected each year.

A Board Director's term of office shall begin on January 1st of the year following the Annual Business Meeting at which the election results are announced and shall continue until a successor takes office or their term of office expires. Should a Board Director-at-Large be unable to complete the term of office for any reason, the vacancy shall be filled for the remainder of the term by the unelected candidate for the specific Board Director-at-large position in the immediately previous election for Board Director-at-Large who received the largest number of votes. The Secretary shall determine the appropriate individual and shall notify the Chair of the Board, the Board, and the individual. Should a Chapter-elected Board Director be unable to complete the term of office for any reason, the vacancy shall be filled by the appropriate Regional Chapter through a mechanism defined by its bylaws.

The process for the nomination of Board Directors-at-large shall be as specified in the RULES.

Chapter-elected Board Directors shall be elected by Regional Chapters at such a time that the results can be reported to the Secretary before the Annual Business Meeting and in a manner specified by the Regional Chapter's rules of procedure. Chapter-elected Board Directors must be Voting Members of the AAPM in good standing.

(c) The Secretary shall prepare and provide a Ballot to each Voting Member of the Association together with biographical information on all nominees not less than six weeks before the Annual Business Meeting. The closing date for receipt of the completed ballots by the Secretary shall be three weeks before the Annual Business Meeting. The Secretary shall inform all candidates of the results of the election at least two weeks before the Annual Business Meeting.

The Secretary shall be responsible for the integrity of the election process. In the event of a tie vote for any office, the Board of Directors will vote by secret ballot at their next regularly scheduled meeting. The votes of all Board Directors attending shall be counted at once and the results announced. In the event of a tie vote by the Board, the election shall be decided by the flip of a coin.

SECTION 6.04. *Removal or Resignation of Director.*

(a) The Voting Members may remove any Director, with or without cause, by the affirmative vote of two-thirds of the Voting Members submitting votes as provided for in these Bylaws and the RULES. The notice of the meeting at which the removal of a Director is to be considered must state that one of the purposes of the meeting is to provide for a vote on the removal of the Director.

(b) The Board, by the affirmative vote of a majority of the Board of Directors then in office, may remove a Director who: (1) has been declared of unsound mind; (2) has been convicted of a felony; (3) has been found by a final court order to have breached a duty as a Director; (4) is no longer a member of AAPM in good standing as defined in Section 9.02 of these Bylaws and in the RULES; (5) has violated their duty of fidelity to the Corporation; (6) has violated their fiduciary obligations to the Corporation; or (7) has missed three (3) or more consecutive meetings in any twelve-month period without being excused.

(c) A Director may resign at any time upon written notice to the Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified

in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

Officer vacancies are addressed in Section 8 of these Bylaws.

SECTION 6.05. *Annual and Regular Meetings.* The Board shall hold at least two (2) meetings in each calendar year; one of which shall be in conjunction with the Annual Meeting of the Corporation, for the transaction of business as may properly come before the meeting. The Corporation may hold other regular meetings at such times as are affixed by the Board. Unless the Articles of Incorporation, the Nonprofit Code, or these Bylaws provide otherwise, any business may be considered at the annual or any other regular Board meeting without such business having been specified in the notice for such meeting. Failure to hold an annual Board meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

SECTION 6.07. *Special Meetings.* The Chair of the Board or any two (2) Directors may call a Special Meeting of the Board at any time. Any business may be considered at any special meeting without such business having been specified in the notice for such meeting; provided, however, that if one of the purposes of a Special Meeting is the removal of a Director, then the notice must state that one of the purposes of the meeting is to vote on the removal of the Director. A Special Meeting of the Board shall be held on such date and at such place as shall be designated in the notice for such meeting, except that a different designation may be made to accommodate circumstances that arise after the notice has been given.

SECTION 6.08. *Notice of Meeting.* The Secretary or such person's designee shall give notice to each Director of each meeting of the Board. The notice shall state the time and place of the meeting. Notice is given to a Director when it is delivered personally to the Director, left at the Director's residence or usual place of business, or sent electronically, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the Director's address as it shall appear on the records of the Corporation, at least seven (7) days before the time of the meeting. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board by written statement filed with the Secretary, or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Director states that he or she is attending solely for objecting to the conduct of business on the ground that the meeting was not lawfully called or convened. Any meeting of the Board may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

SECTION 6.09. *Action by Directors.* Unless the Nonprofit Code, Articles of Incorporation or these Bylaws require a greater proportion, the action of a majority of the Voting Directors present at a meeting at which a quorum is present shall constitute action of the Board. A majority of the Voting Directors of the Board shall constitute a quorum for the transaction of business.

SECTION 6.10. *Action by Written Consent.* Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, if a unanimous consent that sets forth the action to be taken is signed by each Voting Director of the Board and filed with the minutes of proceedings of the Board. Directors of the Board may utilize electronic consents.

SECTION 6.11. *Meeting by Electronic Means.* Members of the Board may participate in a meeting by means of physical presence, an electronic teleconference or video

conference if all persons participating in the meeting have simultaneous oral communication. Participation in a meeting by any of these means constitutes presence at a meeting.

ARTICLE VII COMMITTEES & COUNCILS

SECTION 7.01. Committees of the Board

The Board, by a vote of a majority of the Directors then in office and taken at a Board Meeting, may establish one or more Committees of the Board comprised of one or more Directors. The Board may delegate to these committees any of the powers of the Board, except the power to (1) elect or remove Directors; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) approve amendments to the Articles of Incorporation or the Bylaws (4) amend the RULES as provided in Article ?; (5) approve or propose to members any action that the Nonprofit Code, the Articles of Incorporation or these Bylaws require to be approved by the Members; or (6) decide such other matters as the Board may hereinafter determine by a majority vote of the Directors and not otherwise reserved to the Members.

In addition to the Director(s) that comprise a committee as provided in Section 7.01 above, the Chair of the Board shall appoint the members and the chairperson of each committee, subject to the approval of a majority of the Directors then in office, unless otherwise specified in these Bylaws or the RULES.

Committees of the Board not identified in these Bylaws may be identified and provided for in the RULES.

SECTION 7.01.A Executive Committee

The Executive Committee shall consist of the Officers of the Corporation and the Executive Director (as provided for in Article 8 below). Additional members may be authorized according to the RULES.

The duties of the Executive Committee shall be in exercising general supervision of the business of the Corporation in the intervals between Board meetings as provided by the RULES.

SECTION 7.02. *Special Committees of the Board.* The Board may appoint one or more special committees comprised of one or more Board Directors for such special tasks as circumstances warrant. Such special committees shall limit their activities to the accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board in the appointment of the committee.

SECTION 7.03. *Advisory Committees to the Board.*

The Board may approve advisory committees to the Board. Advisory Committee members are not required to be Directors of the Board. The advisory committees shall have such functions and responsibilities specified by the Board; provided, however, that the Board may not delegate any of its power, authority or functions to an advisory committee.

The President shall appoint the members and the chair of each advisory committee, subject to the approval of the Executive Committee, in accordance with the RULES.

Except as otherwise provided for in the RULES, membership on Advisory Committees shall be limited to Full Members of the Corporation who are in good standing. Their tenure shall be as specified in the RULES.

Advisory committees may appoint subordinate committees as specified in the RULES.

SECTION 7.04. Standing Councils

The Board may create Standing Councils of the Association to serve the needs of the Corporation and the general membership. Each Standing Council will define the Standing Committees of the given Council, subject to approval of the Board. Standing Committees of a Council may appoint subordinate committees as provided for in the RULES.

The purpose and members of each Standing Council shall be as specified in the RULES

SECTION 7.05. Voting by Committees. All Committees shall adhere to the requirements for voting provided in the RULES. Votes may be cast outside of in-person or telephonic meetings utilizing electronic or other means of voting as provided for in the RULES.

**ARTICLE VIII
OFFICERS**

SECTION 8.01. Duties of the President-Elect. The President-Elect shall preside at any meeting of the Corporation from which the President is absent. The President-Elect shall preside at any meeting of the Board from which the Chair of the Board is absent. Should the office of President be vacated for any reason, the President-Elect shall assume their duties and powers for the remainder of their term of office. In general, the President-Elect shall perform all such duties as are assigned from time to time to the President-Elect by these Bylaws and the Board. The President-Elect shall serve as the Vice Chair of the Executive Committee and may be a non-voting member of any other committees at the election of the President-Elect or upon the request of a given committee, subject to any provision to the contrary in the RULES. At the end of their term of office, the President-Elect shall succeed to the office of President.

Additional duties may be as provided in the RULES.

SECTION 8.02 Duties of the President. The President shall preside at all general meetings of the Corporation. The President shall call to the attention of the Corporation any matter which affects its interests and take action in accordance with the recommendations of the Board and the Nonprofit Code. All matters of major policy shall have prior approval of a majority of the Board or Membership in accordance with the Nonprofit Code. With concurrence of the Board, the President shall appoint members to represent the Corporation to other groups or societies as desirable. In general, the President shall perform all such duties as are assigned from time to time to the President by these Bylaws and the Board. The President shall serve as the Chair of the Executive Committee and may be a non-voting member of any other committees at the election of the President-Elect or upon the request of a given committee, subject to any provision to the contrary in the RULES. At the end of their term of office the President shall succeed to the office of Chair of the Board.

Additional duties may be as provided in the RULES.

SECTION 8.03 *Duties of the Chair of the Board.* The Chair of the Board shall preside at all meetings of the Board and also preside at all general meetings of the Corporation from which both the President and President-Elect are absent. Should the position of Immediate Past Chair of the Board be vacated for any reason, the Chair of the Board shall assume their duties and powers for the remainder of their term. In general, the Chair of the Board shall perform all such duties as are assigned from time to time to the Chair by these Bylaws and the Board. At the end of their term of office, the Chair of the Board shall be designated as the Immediate Past Chair of the Board and assume those duties as assigned in these Bylaws or the RULES.

Additional duties may be provided for the RULES.

SECTION 8.04. *Duties of the Secretary.* The Secretary shall keep in permanent form a correct record of all the proceedings of the Corporation, the Board, and the Executive Committee. The Secretary shall be responsible for all correspondence of the Corporation to the members regarding meetings, amendments, membership status, and like matters as further provided in the RULES. In the event that the offices of President and President-Elect both should become vacated for any reason, the Secretary shall call a meeting of the Board for the purpose of electing a replacement President and President-Elect. In general, the Secretary shall perform all duties incident to the office of a secretary of a corporation, and such other duties as are from time to time assigned to the Secretary by the Board.

Additional duties may be specified in the RULES.

SECTION 8.05. *Duties of the Treasurer.* The Treasurer shall be responsible for the financial records of the Corporation and maintain records accounting for all funds that may accrue to the Corporation. The Treasurer shall disburse such funds as may be necessary to meet the appropriations and expenses of the Corporation, subject to the approved applicable Budget and, if applicable, the approval of the Board, and shall present an audited financial report to the Corporation at the Annual Business Meeting. In general, the Treasurer shall perform all of the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to the Treasurer by the Board or as further provided in the RULES.

SECTION 8.06. *Vacancies.* The filing of vacancies in any office not otherwise addressed in these Bylaws arising from any cause may be filled by the Board at any regular or special meeting of the Board by a majority vote or by unanimous written consent of the Board.

SECTION 8.07. *Executive Director.* The Board may appoint an Executive Director for the Corporation and enter into a contract to provide for closing of such appointment. The Executive Director shall be an *ex officio*, non-voting member of the Board and Executive Committee. The Executive Director, who shall serve at the will of the Board, shall be appointed by a majority of the Directors of the Corporation then in office. The Executive Director may be removed, with or without cause, by a majority of the Directors in accordance with the appointment contract. The Executive Director shall report to the Board and between Board meetings to the President.

SECTION 8.09. *Execution of Documents.* A person who assumes the powers of an additional office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

ARTICLE IX FINANCE

SECTION 9.01. Maintenance of Tax Exempt Status. The Corporation shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Revenue Code as the Board shall determine by majority vote. Such distribution of assets shall be calculated to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

SECTION 9.02. Dues. Annual dues of the members are payable in a manner specified in the RULES (Sections ?). Non-payment of dues may terminate membership as provided in the RULES (Sections ?). "Members in good standing" shall refer to members whose dues are not in arrears and who are in compliance with applicable criteria for membership as provided in these Bylaws, Articles of Incorporation, and the RULES. The Board shall recommend the amount of annual dues for each class of membership and shall transmit all proposed dues changes, with a statement as to their necessity, to the Secretary. The Secretary shall distribute the proposal and statement of necessity to all Voting Members at least 60 days before the Annual Business Meeting and will facilitate discussion and submission of comments on the proposal from the membership prior to and at the Annual Business Meeting. The Secretary shall summarize the comments received. The proposed change, together with the statement of necessity and the summary of comments, shall be presented to the Voting Members in good standing for final approval or rejection by secret vote. The Secretary shall set a date, which shall be between fifteen and thirty days from the time that voting opens, by which votes must be cast. The dues change shall be approved by a simple majority of those voting.

ARTICLE X REGIONAL ORGANIZATIONS

SECTION 10.01. Regional Chapters. Fifty or more Voting Members may petition the Board to form a Regional Chapter. The Board may seek the recommendation of other committees and/or councils in deciding whether to approve or reject the petition. Such a Regional Chapter may continue its affiliation as long as it has at least fifteen Voting Members. Individuals who have interests similar to the objectives of the Corporation but who are not eligible or do not wish to be members of the Corporation may be members of Regional Chapters.

ARTICLE XI INDEMNIFICATION

SECTION 11.01. Indemnification. The Corporation shall indemnify any present or former volunteer of the Corporation including Directors, Officers, Committee officers and Committee members as well as any present or former employees or agents of the Corporation,

to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to their conduct as a Director, Officer, Committee officer, Committee member, volunteer, employee or agent of the Corporation, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation.

Service on the Board of the Corporation, or as an Officer, Committee or Council chair, Committee or Council member, volunteer, employee or agent thereof, is deemed by the Corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the Corporation of all powers of indemnification which are granted to it under this Article and the Nonprofit Code as amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary, and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above, unless the Nonprofit Code or other applicable legal principles limit or deny the Corporation's authority to so act. This Article and the indemnification provisions of the Nonprofit Code (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

ARTICLE XII RULES OF THE CORPORATION

SECTION 12.01. Purpose. The Rules of the Corporation (RULES) augment these Bylaws. Their purpose is to detail and expedite administrative matters of the Corporation. The RULES include, without limitation, matters which come under the purview of the Board, which is responsible for their development, enactment, and documentation.

SECTION 12.02. Enactment and Amendment. The enactment or amendment of a Rule requires a majority vote of the Directors of the Board present at a meeting of the Board where a quorum is present and becomes effective immediately after such a ballot unless otherwise stipulated in the presentation of the Ballot. Otherwise, the act of enacting or amending a Rule shall be in accordance with the Bylaws and the RULES.

ARTICLE XIII AMENDMENTS TO BYLAWS

SECTION 13.01. Amendments. Proposed amendments to these Bylaws may originate in the Board, in a committee delegated by the Board, or by petition bearing the signatures of at least twenty-five (25) Voting Members in good standing. Proposals for amendments shall be presented to a committee determined by the Board at least ninety days prior to the Annual Business Meeting. That committee shall report its recommendations on proposed amendments to the Board. The Board shall transmit the proposed amendment, with a statement as to its necessity, to the Secretary, who will provide the document to all Voting Members at least one (1) month before the Annual Business Meeting. The Secretary shall state the arguments in favor and against the proposed amendment presented by Voting Members at the next Annual Business Meeting. The proposed amendment, together with the statement of the Board and a summary of

the arguments for and against the proposed amendment, shall be presented to the Voting Members for final approval or rejection by secret ballot. The Secretary shall set a date, which shall be between 15 and 30 days from the time that the ballots are first provided, by which completed ballots must be received. The Secretary shall be responsible for the integrity of the balloting process. Amendments to these Bylaws shall be adopted by approval of two-thirds of the ballots received.

References to RULES' section numbers in the Bylaws may be editorially updated in the event that revisions are made in the future to the numbering of such sections.