

American Society For Microbiology Constitution and Bylaws*

Constitution

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ARTICLE I. NAME

Section 1. The name of the organization shall be the AMERICAN SOCIETY FOR MICROBIOLOGY, hereinafter referred to as the Society.

ARTICLE II. OBJECTIVES

The objectives of the Society shall be the following exclusively educational and scientific endeavors:

Section 1. The promotion of scientific knowledge of microbiology and related subjects through discussions, reports, and publications;

Section 2. The stimulation of scientific investigations;

Section 3. The planning, organization, and administration of publications for the advancement of scientific knowledge in this field; and

Section 4. The improvement of education in microbiology and related subjects.

The society has been formed exclusively for the aforementioned scientific and educational purposes, and no part of its assets, income, or profit shall inure to the benefit of its members, directors, or officers. Further, no substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislations, nor shall the society participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

*Articles and their titles in the Constitution are spelled with all capitals; in the text, ART. is used as the abbreviation. Articles and titles in the Bylaws are spelled with an initial capital only; in the text, Art. is used as the abbreviation.¹

ARTICLE III. ARCHIVES

Archives shall be maintained for the collection, preservation, and display of historical materials relating to the Society.

ARTICLE IV. MEMBERS

The society shall consist of the following categories of members, who shall be nominated and elected as provided in the Bylaws.

Section 1. Full Members. A person who endorses the objectives of the Society and who holds a bachelor's degree in microbiology or a related field, or who has had essentially equivalent experience, shall be eligible to become a Full Member. Full Members shall be eligible to vote, hold elective office, serve on Boards and committees, and enjoy other rights.

Section 2. Emeritus Members. A person who has been a Full Member for at least 25 years preceding retirement from regular and remunerative professional work shall be eligible to apply for emeritus status. Emeritus Members shall have the rights of Full Members.

Section 3. Student Members. A regularly matriculated student of microbiology or a related field who does not hold a doctoral degree shall be eligible to become a Student Member. Student Members shall not have the right to vote or hold office.

Section 4. Honorary Members. A person who has made outstanding contributions to microbiology shall be eligible for nomination and election as an Honorary Member. Honorary status is the highest membership recognition given by the Society, and it carries all the rights of Full Membership.

ARTICLE V. OFFICERS

Section 1. Elective Officers. The Elective Officers shall be a President, President-Elect, Secretary, and Treasurer. Each officer shall serve for a term of 1 year beginning on 1 July after the election. Nomination and election of Elective Officers shall be conducted as provided in the Bylaws. No Member may hold a Board chair or other major appointive position while serving a term as an Elective Officer. In the event an office is vacated, it shall be filled temporarily until the next election. The Elective Officers shall provide general leadership, preside at meetings of the Council and Council Policy Committee and at the General Membership Meeting, execute duties that usually pertain to the offices held, and perform other duties that may be assigned by the Council or the Council Policy Committee or be required by the Constitution and Bylaws.

Section 2. Executive Officers. The Society may employ an Executive Director to implement the policy specified in the Constitution and Bylaws and the policy decisions reached by the Council and Council Policy Committee. The Executive Director shall be generally responsible for the management of Society operations. He or she may serve on Boards and committees, but without vote.

ARTICLE VI. COUNCIL AND COUNCIL POLICY COMMITTEE

The Society shall have a Council and a Council Policy Committee with the following function and structure and as provided in the Bylaws.

Section 1. Council. The Council shall be composed of Full Members and constitutes the legal governing body of the Society. The function of the Council is to uphold the objectives, to authorize policy matters, and to ensure that property, funds, and affairs are handled in conformity with the Constitution and Bylaws and within the Articles of Incorporation of the Society under the statutes of the District of Columbia.

Section 2. Council Policy Committee. The Council Policy Committee shall have full authority to act ad interim for the Council, exercise the usual functions of an executive committee, and carry out further duties as provided in the Bylaws, subject to subsequent explanation to and approval by the Council.

ARTICLE VII. ORGANIZATION

To accomplish its objectives, the membership of the Society shall be organized into the following groups and as further provided in the Bylaws.

Section 1. Branches shall be composed of Society members and nonmember affiliates within a common geographical region. A Branch may have separate bylaws, governance, and dues, but these shall be consistent with the Constitution and Bylaws and shall be subject to approval by the Council of the Society.

Section 2. Divisions shall be composed of members organized because of common interest in one of the disciplines of microbiology.

Section 3. Boards shall consist of members appointed or elected to a term of responsibility for governance of assigned activities.

Section 4. An American Academy of Microbiology shall be composed of a group of Society members and nonmember affiliates, all known as Fellows, organized to promote professional recognition and to foster the highest scientific and ethical standards among microbiologists in service to science and the public.

The Academy shall establish separate bylaws for its governance, subject to approval by the Council of the Society.

The Academy shall have a Board of Governors elected by the Fellows. The chair shall be elected by the Fellows of the Academy in accordance with the Bylaws of the Academy, subject to confirmation by the Council and appointment by the President.

The Academy may separately assess dues and fees.

¹ AS OF 1 JANUARY 2002

Section 5. Committees shall consist of a group of Society members appointed to a term of responsibility for service in some specified function.

Section 6. Representatives shall consist of one or a few members appointed to a term of responsibility for service in some special event or function.

ARTICLE VIII. TAX-EXEMPT STATUS

Section 1. The Society shall operate exclusively as a scientific and educational organization. No part of the net income to the Society shall inure to the benefit of, or be distributed to, its elected officers or other private persons, except that reasonable compensation may be paid to employees for services rendered in furtherance of the objectives listed in ART. II of the Constitution.

Section 2. The Society shall engage only in those activities permitted by a corporation exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX. DISPOSITION OF ASSETS

Section 1. Upon dissolution of the Society, the assets of the Society shall be distributed exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c) 3 of the Internal Revenue Code and Regulations of the Department of the Treasury applicable to such action as they now exist or as they may hereafter be amended.

ARTICLE X. AMENDMENTS AND INTERPRETATION

Section 1. An amendment to the Constitution may be proposed in writing by at least 10 members of the Council or 50 Full Members of the Society. Such an amendment shall be reviewed within a year of its proposal by the Council Policy Committee and the Council. If Council approves the proposed amendment or a modification of the proposed amendment, it shall be published and submitted to the Full Members for mail vote as provided in the Bylaws. The amendment shall require a two-thirds vote of the members under either the meeting or mail procedures set forth in the Bylaws and shall become effective upon approval of the members.

Section 2. Interpretation. Interpretation of the intent or language of the Constitution shall be decided by the Council.

Bylaws

- Art. I. Members
- Art. II. Elective Officers
- Art. III. Executive Director
- Art. IV. Council
- Art. V. Council Policy Committee
- Art. VI. Organization
- Art. VII. Branches
- Art. VIII. Divisions
- Art. IX. Boards (General)
- Art. X. Education Board
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- Art. XV. Membership Board
- Art. XVI. Committees and Representatives Not Associated with a Board
- Art. XVII. Finances and Dues (Finance Committee)
- Art. XVIII. Statutes and Communications
- Art. XIX. Indemnification Provision
- Art. XX. Parliamentary Practices
- Art. XXI. Amendments and Interpretation

Article I. Members

Section 1. Full Members. A person who qualifies under the Constitution (ART. IV, Sec. 1), who has been nominated in writing in due form by a Full Member, who has paid dues for the first year of membership, and who has been endorsed by the chair of the Membership Board shall become a Full Member. Each Full Member in good standing shall be entitled to the privileges so listed in the Constitution and may subscribe to publications as specified by the Council.

Section 2. Emeritus Members. A Full Member who qualifies under the Constitution (ART. IV, Sec. 2) may apply to the chair of the Membership Board for emeritus status. After endorsement by the chair of the Membership Board, the Member shall become an Emeritus Member. Emeritus Members retain the privileges of Full Members but are exempt from dues and may be provided publications specified by the Council.

Section 3. Student Members. A student who qualifies under the Constitution (ART. IV, Sec. 3), whose bona fide status as a student may be certified by the chair of a department in a college or university, or whose application certifies that the individual is a matriculated student, and who has paid dues for the first year of membership, shall become a Student Member. Student Members shall not be eligible to hold office or to vote. Student Members may subscribe to ASM publications and attend meetings at special rates as specified by the ASM Council.

Section 4. Honorary Members. A person who qualifies for Honorary Membership under the Constitution (ART. IV, Sec. 4) may be proposed in writing to the Secretary together with the following information: (i) a complete curriculum vitae with a condensed summary (as in *American Men and Women of Science*); (ii) a bibliography of scientific publications; (iii) a statement summarizing the nominee's major

contributions to microbiology together with information attesting to the high personal and professional standards of conduct of the candidate. Nominations can be made by any ASM member.

The Council of Past Presidents shall review the qualifications of each nominee and transmit to the Secretary the names of up to eight nominees who have made outstanding contributions to microbiology.

Candidates who are recommended by the Council of Past Presidents and who receive approval by a two-thirds vote of the Council Policy Committee and Council members under the procedures set forth in the Bylaws shall be declared nominated, and their names shall be placed on the annual ballot.

A nominee receiving approval of the members on the annual ballot shall be declared an Honorary Member.

Proposals for Honorary Membership that fail of endorsement by the Council Policy Committee or the Council may be proposed again in a subsequent year, as provided above.

An Honorary Member shall be exempt from membership dues, shall have the voting and other privileges of a Full Member, and may receive without charge *ASM News* and any other periodical publications as specified by the Council.

Section 5. Exclusion or Removal from Membership. A person may be excluded or removed from membership because of conduct that is inimical to the objectives of the Society, injurious to it, or affecting its reputation adversely. Accusations of breaches of the ethical code must be presented according to the ethical review process of the Society.

Section 6. General Meeting of Members. The General meeting of the members of the Society shall be held at such place and on such dates as may be determined by the Council, or if the Council does not set a date, the President of the Society.

Section 7. Special Meetings. Special meetings of the members of the Society may be called by the Council or the President. The business shall be stated in the notice thereof, and no other business may be considered at that time.

Section 8. Notice of Membership Meetings. Members shall receive at least thirty (30) days advance written notice of the Annual Membership meeting and at least ten (10) days advance written notice of a Special Membership meeting. Notice of the Annual Membership Meeting need not specify the purpose of the meeting, unless specifically required otherwise by law or these Bylaws. Notice of a Special Meeting shall specify the purpose of the meeting, and no other business shall be conducted at the meeting. Notice shall be deemed delivered when personally received by the Member or when deposited in the U.S. Mail or sent by telegram, facsimile transmission, or electronic mail to the Member's address as show in the records of the Society.

Section 9. Quorum of Members. At any general or special meeting of members, a quorum shall consist of five percent (5%) of the members entitled to vote, present in person or represented by proxy. A quorum of members shall be necessary only at those meetings where members vote on particular matters.

Section 10. Manner of Acting. (i) Meetings. The affirmative vote of a majority of the members entitled to vote who are present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by governing law, the Constitution or these Bylaws. (ii) Voting by Mail. Voting by members on all matters may be conducted by mail. Proposals to be offered to the members for a mail vote, except election ballots which shall be governed as set forth in Article II herein, may be called by the Council or President of the Society. On any mail vote, with the exception of elections under Article II, no less than five percent (5%) of all members entitled to vote shall cast a ballot, including abstentions, to constitute a valid action. An affirmative vote of a majority of those voting, counting abstentions, shall be necessary to adopt the measure, unless a greater proportion is required by law, the Constitution or these Bylaws. This provision shall govern elections, except when in conflict with specific procedures set forth in Article II.

Article II. Elective Officers

Section 1. Nominations. Nomination of the Elective Officers (ART. V, Sec. 1) shall be as follows.

The Nominating Committee (ART. XVI, Sec. 2) shall make one or more nominations each for President, President-Elect, Secretary, and Treasurer as set forth in this section. At least two nominations must be made for President-Elect. An incumbent Secretary or Treasurer who is eligible for, and willing to serve, a renewed term as provided in Art. II, Section 3 of the Bylaws shall be nominated as the sole nominee of the Nominating Committee, unless the Nominating Committee, after consulting with the CPC, decides not to nominate such an incumbent. If an incumbent Secretary or Treasurer is not renominated, then at least two nominations must be made for the office.

On or before 1 May following its appointment, the Nominating Committee shall send the nominations to the Secretary, who shall announce them in the next available issue of *ASM News*. Additional nominations for these elective offices may be made, but such nominations shall be valid only if presented in a petition form over the signatures of at least 250 members entitled to vote and in good standing and if received by the Secretary on or before 1 August of the current year.

Section 2. Elections. The Secretary shall send, not later than 1 November, a final ballot bearing all valid nominations for office to all eligible voting members.

Each member shall vote for the nominees on the ballot and transmit it properly enclosed in a preaddressed envelope. To be counted, a ballot must be received on or before 10 December.

Ballots from members not in good standing shall be rejected by the Tellers. The Tellers shall count the ballots and report the results to the Secretary, who shall first notify each

nominee and then announce the results in the next available issue of *ASM News*.

Any nominee for the offices of President, President-Elect, Secretary, and Treasurer who receives an absolute majority of the votes cast for that office shall be declared elected. If no nominee receives an absolute majority, a run-off election shall be held between the two nominees who received the largest number of votes in the first election. The ballots for a run-off election shall be mailed to the membership during the first week in January and must be received by the last day of February to be counted. The nominee receiving the largest number of votes in the second election shall be declared elected. In case of a tie vote, the Council shall decide which nominee is elected.

Section 3. Terms of Office. The term of each elective office shall be one calendar year, beginning 1 July next after the election. The term of the Secretary or the Treasurer may be renewed, but no person shall serve for more than 9 years in one office. The term of the President or President-Elect may not be renewed.

Section 4. Vacancies. Vacancies occurring in an office between elections shall be filled by appointment by the President, with confirmation by the Council Policy Committee. A successor shall be duly chosen at the next election.

Section 5. General Duties of Officers. The officers work together to provide vigorous and creative leadership, are responsible to the Council Policy Committee and Council for implementation of Society policy, and report annually to the membership. They are members of Boards and committees as defined elsewhere in these Bylaws.

The *President* provides primary leadership for the Society; presides at sessions of the Council Policy Committee, Council, and General Membership Meeting; appoints members of Boards, chairs of committees, and representatives to other organizations; approves members of committees; makes interim appointments and policy decisions as needed for operation of the Society; and calls meetings of the officers, Council Policy Committee, and Council.

The *President-Elect* provides secondary leadership for the Society; substitutes for the President when needed; and prepares to serve as President, doing advance preparation of the table of organization for the ensuing year. A major responsibility shall be to examine critically the main activities in a major organizational group, to summarize their effectiveness, and to recommend their continuance or discontinuance (Art. VI, Sec. 1).

The *Secretary* prepares the agenda for sessions of the Council Policy Committee, Council, and General Membership Meeting and prepares minutes of said meetings; supervises headquarters activities by working through the Executive Director; administers and coordinates operations of the Society; interprets policy as needed; and signs grants, contracts, and agreements.

The *Treasurer* is chair of the Finance Committee and thereby supervises all aspects of the Society's finances; provides leadership and works with Elective and Executive Officers to

prepare, review, and implement the annual budget; and approves other major fiscal transactions.

Article III. Executive Director

The Executive Director (ART. V, Sec. 2) shall carry out duties as prescribed in a written job description agreed to by the person and the Secretary, as approved by the Council Policy Committee.

Article IV. Council

Section 1. Composition. The Council, as defined in the Constitution (ART. VI, Sec. 1), shall be composed of the following voting members: (i) Councilors elected by Branches and Divisions of the Society and (ii) the Elective Officers and members of the Council Policy Committee. The Council shall establish, and may from time to time amend, rules and procedures governing the election of Councilors by Branches and Divisions, including the number of Councilors to be elected by Branches and Divisions, respectively, *provided, however*, that the total number of Councilors elected by Branches and Divisions shall be equal in number. Councilors elected for the purpose of assuring an equal number of Councilors from Branches and Divisions shall be elected as "at-large" Branch Councilors or "at-large" Division Councilors by a vote of members in Branches or Divisions, respectively. Candidates for At-large Division Councilors shall be nominated by the CPC Division Councilors; candidates for At-large Branch Councilors shall be nominated by the CPC Branch Councilors. The At-large Councilors shall serve for one two-year term that may be renewed once by re-election for a second two-year term. At-large Councilors who are unable to attend the Council meeting may be represented by a member named by the CPC Branch or Division Councilors, as appropriate.

The term of a Councilor from a Branch shall be 2 years beginning on 1 July, and no more than two consecutive terms may be served. If such a Councilor is elected as a Division Councilor, a member of the Council Policy Committee, or an Officer, a vacancy shall be declared in the office of Councilor from the Branch. Such a vacancy shall be filled by the duly elected Alternate Councilor. The president of a Branch may appoint a Full Member from the Branch as a representative at a meeting of the Council whenever unavoidable circumstances prevent the duly elected Councilor or Alternate from attending.

The term of a Division Councilor shall be 2 years, beginning on 1 July, and no more than two consecutive terms may be served. If such a Councilor is elected as a Branch Councilor, a member of the Council Policy Committee, or an Officer, a vacancy shall be declared in the office of Councilor from the Division. Such a vacancy shall be filled by the duly elected Alternate Councilor. If, for any reason, a vacancy occurs in the Office of Alternate Councilor, the Division Officers shall appoint a new Alternate Councilor to fill the unexpired term of the Alternate Councilor. The Chair of a Division may appoint a Full Member from the Division as a representative at a meeting

of the Council whenever unavoidable circumstances prevent the duly elected Councilor or Alternate from attending.

Ex officio members of the Council, having privileges of the floor but without the right to vote, shall include the Executive Director, staff directors, members of the Boards, chairs of the non-Board standing committees, and Past Presidents (for 5 years after their term as President). Additional persons may be invited by the Council as ex officio members for a term of 1 year.

Section 2. Responsibilities. The Council shall have responsibilities prescribed in the Constitution (ART. VI, Sec. 1).

Section 3. Annual Meeting. The Council shall hold at least one meeting annually to hear reports and to transact business. The Council may set the time and place for its annual meeting. If the Council fails to set a meeting date, the President of the Society may do so.

Section 4. Special Meetings. Special meeting of the Council may be called by or at the request of any twenty (20) Councilors, the Council Policy Committee or the President. The person or persons authorized to call a special meeting of the Council may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the council called by them.

Section 5. Notice of Council Meetings. Councilors shall receive at least thirty (30) days advance written notice of the Annual Council meeting and at least ten (10) days advance written notice of a Special Meeting of the Council. Notice of the Annual Council Meeting need not specify the purpose of the meeting, unless specifically required otherwise by law or these Bylaws. Notice of a Special meeting shall specify the purpose of the meeting, and no other business shall be conducted at the meeting. Notice shall be deemed delivered when personally received by the Councilor or when deposited in the U.S. Mail or sent by telegram, facsimile transmission, or electronic mail to the Councilor's address as shown in the records of the Society.

Section 6. Waiver of Notice. Any Councilor may, insofar as he or she is concerned, waive notice of any meeting by execution of a written waiver. Further, any councilor who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7. Quorum. The presence of a majority of the Councilors shall constitute a quorum for the transaction of business at any meeting of the Council, unless a greater number is required by law, the Constitution, or these Bylaws.

Section 8. Manner of Acting. (i) Meetings. The act of the majority of the members of the Council present at a meeting at which a quorum is present shall be the act of the Council unless a different proportion is specified by these Bylaws, the Constitution, or governing law. Any or all Councilors may participate in a meeting of the Council by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall

constitute presence in person at the meeting. Councilors may not participate in a meeting by proxy. (ii) Mail/Facsimile Transmission Voting. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a unanimous written consent which sets forth the action so taken is (1) signed by each member of the Council; and (2) filed with the minutes of proceedings of the Council.

Article V. Council Policy Committee

Section 1. Composition. The voting members of the Council Policy Committee shall consist of the incumbent President serving as chair, immediate Past President, President-Elect, Secretary, Treasurer, chair of the Board of Governors of the American Academy of Microbiology, chair of the Publications Board, chair of the Meetings Board, chair of the Education Board, the chair of the Public and Scientific Affairs Board, the chair of the Membership Board, and the chairs of such other Boards as may be established, three Councilors representing Branches, and three Councilors representing Divisions. These said Councilors will be nominated by a nominating committee (consisting of CPC and Council members) appointed by the President, and elected from the Council by ballot of the Council for 3-year terms. These Councilors may be re-elected to the Council Policy Committee at the end of their three-year term for up to one additional term. Other persons may be invited as needed, but without the privilege of voting.

A Councilor so elected to the Council Policy Committee shall serve a full term of office, but upon assuming the position shall vacate the position as elected Councilor. If a member of the Council Policy Committee becomes an Elective Officer, the Committee position shall be declared vacant. This Committee position shall be filled by election if it is a representative of the Council or by appointment by CPC of a candidate proposed by the President-Elect with confirmation by the Council if it is one of the Board Chairs.

Section 2. Responsibilities. The Council Policy Committee shall have the responsibilities assigned to it in the Constitution (ART. VI, Sec. 2), including leadership and direction of the future of the Society, review of programs, and advising the President on matters coming before the Council and other groups within the Society.

Section 3. Meetings. The Council Policy Committee shall meet at least twice a year to transact business and shall report on such meetings or other action taken to the Council. A Council Policy Committee meeting may be called by the Council, the President, or any five (5) members of the Council Policy Committee.

Section 4. Notice of Council Policy Committee Meetings. Members of the Council Policy Committee shall receive at least ten (10) days advance written notice of a Regular Meeting of the Council Policy Committee and at least forty-eight (48) hours advance oral or written notice of a Special Meeting of the Council Policy Committee, except if notice of a Special Meeting is delivered

by mail, then such mail notice must be at least five (5) days in advance of the Special Meeting. Notice of a Regular Meeting need not specify the purpose of the meeting, unless specifically required otherwise by law or these Bylaws. Notice of a Special Meeting shall specify the purpose of the meeting, and no other business shall be conducted at the meeting. Notice shall be deemed delivered when personally received by the Council Policy Committee member or when deposited in the U.S. Mail or sent by telegram, facsimile transmission, or electronic mail to the Council Policy Committee member's address as shown in the records of the Society.

Section 5. Waiver of Notice. Any member of the Council Policy Committee may, insofar as he or she is concerned, waive notice of any meeting by execution of a written waiver. Further, any members of the Council Policy Committee who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum. The presence of a majority of the members of the Council Policy Committee shall constitute a quorum for the transaction of business at any meeting of the Council Policy Committee, unless a greater number is required by law, the Constitution, or these Bylaws.

Section 7. Manner of Acting. (i) Meetings. The act of the majority of the Council Policy Committee present at a meeting at which a quorum is present shall be the act of the Council Policy Committee unless a different proportion is specified by these Bylaws, the Constitution, or governing law. Any or all members of the Council Policy Committee may participate in a meeting of the Council Policy Committee by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. (ii) Mail/Facsimile Transmission Voting. Unless specifically directed otherwise by the Council, or a specific provision of the Constitution or Bylaws, the Council Policy Committee may take action by mail. On any mail vote, no less than a majority of all Council Policy Committee members must cast a ballot, including abstentions, to constitute a valid action. An affirmative vote of a majority of those voting, counting abstentions, shall be necessary to adopt the measure, unless a greater proportion is required by law, the Constitution or these Bylaws.

Article VI. Organization

As prescribed in the Constitution (ART. VII), the Society shall be organized into the following major groups: Branches, Divisions, Boards, the Academy, and non-Board committees and representatives. Specific rules of governance for each of these major groups are provided elsewhere in the Bylaws, but the following apply generally.

Section 1. Each major organizational group and each of its main activities shall be examined periodically by a President-Elect serving as chair of an ad hoc committee appointed by the President (of which at least half of the members are voting members of the Council but not Officers). A recommendation shall be made to the Council for continuance or discontinuance of each main activity within the major group, together with a summary of the effectiveness of each main activity.

Section 2. The establishment of a new Branch, Division, committee, representative, meeting, publication, or other main activity in a major organizational group shall be suggested by the appropriate major supervisory body, recommended by a Board chair or the Secretary, and approved by the Council.

Article VII. Branches

Section 1. Branches may be established by the Council in response to a petition signed by at least 25 Full Members in good standing who reside within a geographical region.

Section 2. The geographical limits of each Branch shall be arranged with the chair of the Membership Board and approved by the Council. There shall not be a territorial overlapping of Branches.

Section 3. Branches shall elect their own officers and committees, may assess dues and manage their own funds, and shall make rules for their own governance. Copies of the constitution, bylaws, and other rules of each Branch shall be transmitted upon adoption or amendment to the chair of the Membership Board of the Society by the secretary of each Branch for approval, as consistent with the national Constitution, by the Council upon recommendation of the Branch Organization Committee (Art. VII, Sec. 3).

Section 4. The terms of elected branch officers shall begin 1 July. Each Branch shall transmit annually to the chair of the Membership Board the names of officers and standing committees within 3 weeks after their election but no later than 1 December and shall notify the chair of the Membership Board promptly of any changes.

Section 5. A Branch may include in its membership persons other than members of the Society, but such persons shall not be elected as branch officers. Nonmembers of ASM may have voting privileges in the branch, except they are not eligible to vote for, or serve, as the ASM Councilor or Alternate Councilor.

Section 6. Each Branch having within its territory 25 or more Full Members of the Society in good standing shall be entitled to elect one Councilor and an Alternate Councilor to the Council.

Section 7. Each year the secretary of a Branch must certify the number of members in the Branch to the chair of the Membership Board. A Branch failing to maintain 25 Full Members for two successive years shall forfeit its title and rights as a Branch.

Section 8. A Branch may be dissolved by the Council for failure to comply with the

provisions of ART. VII, Sec. 1, of the Constitution or Art. VII of the Bylaws.

Section 9. Each Branch must have at least one meeting annually within its territorial limits or with one or more other ASM branches.

Section 10. Branches may sponsor Student Chapters within their territorial limits by presenting to the Council a copy of a constitution and bylaws together with a petition asking permission to establish the Chapter and by assuming responsibility for oversight of and assistance to the Chapter.

Article VIII. Divisions

As prescribed in the Constitution (ART. VII, Sec. 2), members with common scientific interest may be authorized by the Council to meet as a group, to be known as a Division. A Division shall consist of at least 150 members.

Section 1. A member may indicate annually a preferred divisional affiliation on an appropriate form included with the annual mail ballot or the dues notice and thereby may vote for the officers of the Division specified. Divisional membership shall remain effective until the member chooses to transfer to another Division.

Section 2. Each Division shall elect its own officers and committees and may establish rules for governance consistent with the Bylaws. Council approval is required for the bylaws of each Division.

Section 3. Upon creation of a Division, a Chair and Chair-Elect shall be elected by mail ballot from the Society in November to serve a 1-year term commencing the following 1 July. For the first election of officers for a newly established Division, the President shall appoint a Nominating Committee. Thereafter, upon completion of the 1-year term, the Chair-Elect of a Division shall succeed to the office of Chair, and an election by mail ballot shall be conducted for the position of Chair-Elect in accordance with Sec. 4 below. In case of a tie vote, the decision shall be made by the President of the Society with advice from the elected officers of the Division. Vacancies occurring for any reason shall be filled by the President with advice from the General Meeting Program Committee and the elected officers of the Division.

The Chairs of Divisions within each Divisional Group shall constitute the Nominating Committee for Divisional Group Representatives. At least two candidates shall be nominated and reported to the chair of the Membership Board of the Society by 1 July preceding the annual election. Nominees for the position of Divisional Group Representative shall be selected from among the members of the Divisional Group. Additional nominations for Divisional Group Representative may be made by members of the Divisional Group, but such nominations shall be valid only if presented by a petition signed by at least 25 Full Members of the Divisional Group in good standing and if received by the chair of the Membership Board on or before 1 August. Election shall be conducted by mail ballot of voting members of the Divisions constituting the Divisional Group; the ballots shall be distributed at the time of the annual election. The election terms

of Divisional Group Representatives shall be staggered so that no fewer than two are elected in each annual ballot. The Divisional Group Representatives shall serve also as members of the General Meeting Program Committee. The term of Divisional Group Representative is two years and can be renewed for one additional term.

In case of a tie vote, the decision shall be made by the President of the Society with advice from the General Meeting Program Committee, and Membership Board and Meetings Board Chairs.

Section 4. The Division Chair shall appoint a Nominating Committee of three members who shall elect a chair among them. This committee shall propose a slate of nominees to the chair of the Membership Board by 1 July for Chair-Elect of the Division for the following 1-year term; the Chair-Elect will become the Chair the second year unless additional nominations for the office of Chair are submitted to the chair of the Membership Board no later than 1 August of the year in which the election is held by a petition bearing signatures of at least 15 Division members. If such nominees are submitted, then an election shall be held for the position of Chair.

The Nominating Committee shall also propose a slate of nominees for the position of Alternate Councilor to serve a 2-year term; upon completion of the 2-year term, the Alternate Councilor will automatically succeed to office of Councilor to serve a 2-year term, unless additional nominations for the office of Councilor are submitted to the chair of the Membership Board no later than 1 August by a petition bearing signatures of not less than 15 Division members. If such nominees are submitted, then an election shall be held for the position of Councilor. Divisions signified by the alternating letters of the alphabet that correspond to odd numerals will elect Alternate Councilors in odd-numbered years to start service beginning 1 July next after the election, and Divisions signified by alternating letters corresponding to even numerals will elect Alternating Councilors in even-numbered years to start service beginning 1 July next after the election.

No nomination may be made without the consent of the nominee. If a position of Chair-Elect or Alternate Councilor becomes vacant and is filled by appointment in accord with these Bylaws, the appointed Chair-Elect or Alternate Councilor shall not automatically succeed to the next office. The Nominating Committee shall propose a slate of at least two candidates to fill the office of Chair or Councilor by vote of the membership at the expiration of the term of the Chair-Elect or Alternate Councilor. For the first election of officers for a newly established Division, the President shall appoint a Nominating Committee.

Section 5. The Division Chair shall have overall responsibility for the Division, shall cause records to be kept of actions taken, and shall make recommendations for divisional symposia, seminars, and round tables at the General Meeting. All information pertinent to the General Meeting program shall be provided by the Division Chair to the appropriate Divisional Group Representative.

The Division Chair-Elect shall be specifically charged with reviewing and making

recommendations regarding the selection of contributed scientific papers for presentation at the General Meeting. Final authority for acceptance of papers shall rest with the General Meeting Program Committee.

Section 6. Related Divisions shall be grouped in Divisional Groups to facilitate contributions and expression of opinions in scientific and programming functions. The Divisional Groups shall provide the primary mechanism of divisional representation on the General Meeting Program Committee through the Divisional Group Representatives.

Section 7. To establish a new Division, a group of at least 150 members must petition the Council through the chair of the Membership Board. The Council may then grant Division status. Upon obtaining Division status, those members petitioning to create a new Division will be transferred to membership in that new Division. Only Councilors of Divisions that maintain 150 voting members will be entitled to vote in Council.

Section 8. A member may indicate annually a secondary non-voting division on an appropriate membership form or included with the dues notice. Secondary division membership will not count towards the minimum 150 members needed to form and maintain a division in good standing. Secondary membership shall not provide privileges for selection of Division Officers, Division Councilors, and Divisional Group Representatives. Members may hold elective office only in their primary division.

Article IX. Boards (General)

As prescribed in the Constitution (ART. VII, Sec. 3), the Society shall have governing Boards which shall have certain ongoing duties and responsibilities. Currently, the Boards include the Education Board (Art. X), Meetings Board (Art. XI), Publications Board (Art. XII), Public and Scientific Affairs Board (Art. XIII), the Board of Governors of the American Academy of Microbiology (Art. XIV), and the Membership Board (Art. XV). The Board of Governors of the American Academy of Microbiology functions as a Board of the Society, but in accordance with the Constitution (ART. VII, Sec. 4), shall establish bylaws for governance of the Academy.

Section 1. Other Boards may be established or changed on recommendation of the Council Policy Committee and approval by the Council.

Section 2. Charges to and responsibilities of governing Boards additional to those stated in the Bylaws shall be clearly defined in writing by the President, subject to approval by the Council.

Section 3. Appointment or election of members to governing Boards shall be made for terms to provide for new membership and yet maintain continuity. No member shall serve more than 10 consecutive years on the same Board, unless he or she succeeds to the chair. Elective Officers, Executive officers, and staff directors may serve ex officio without vote on all Boards.

Section 4. Chairs of Boards, except for that of the American Academy of Microbiology,

shall be nominated by the Council Policy Committee and elected by the Council.

A Board chair shall not serve concurrently as chair, editor in chief, editor, or voting member of a constituent body under his or her jurisdiction. No person shall serve as chair for more than three terms on the same Board.

Section 5. Activities of Boards shall be reported annually in writing by the chair in advance of the General Meeting, unless specifically excused by the President.

Section 6. Budget proposals by Boards shall be reviewed by the Finance Committee prior to submission to the Council Policy Committee and Council.

Section 7. Ad hoc committees and representatives associated with a Board may be appointed by the Board chair (with information to but without approval by the President or Council) for a term of not more than 1 year and for not more than three terms.

Article X. Education Board

The objective of the Society for the improvement of education in microbiology and related subjects (ART. II, Sec. 4) shall be governed by the Education Board and its constituent committees. In addition to the general rules for Boards (Art. IX), the following apply specifically.

Section 1. Voting members of the Education Board shall consist of the Board chair and the chairs of the constituent committees. Nonvoting members shall include the Elective Officers and the Executive Director or the Staff Director of Educational Affairs and may include invited coordinating representatives from other Boards.

Section 2. The Board chair shall serve for a term of 3 years, but not more than three terms.

Section 3. Each major educational activity shall be organized with a committee consisting of a chair and members. The chairs shall be nominated by the Board, appointed by the President, and approved by the Council for a term of 3 years, but not more than three terms.

Section 4. Members of a constituent committee shall be nominated by the respective committee chair, appointed by the Board chair, and approved by the President for a term of 3 years, but not more than three terms unless succeeding to the committee chair.

Section 5. The constituent committee shall be organized to improve education and training at all educational training levels from elementary through college to the adult public.

Article XI. Meetings Board

The objective of the Society for the promotion of scientific knowledge of microbiology and related subjects through discussions and reports (ART. II, Sec. 1) shall be governed by the Meetings Board and its constituent committees. In addition to the general rules for Boards (Art. IX), the following apply specifically.

Section 1. Voting members of the Meetings Board shall consist of the Board chair

and chairs of the constituent committees. Nonvoting members shall include the Elective Officers and the Executive Director or the Staff Director of Meetings Affairs and may include invited coordinating representatives from other Boards.

Section 2. The Board chair shall serve for a term of 3 years, but not more than three terms.

Section 3. Each major meeting shall be organized with a committee consisting of a chair, other leaders as needed, and members. The committee chairs shall be nominated by the Board, appointed by the President, and approved by the Council for a term of 3 years, but not more than three terms.

Section 4. Committee members and leaders other than the chairs shall be nominated by the respective committee chairs, appointed by the Board chair, and approved by the President for a term of 3 years, but not more than three terms unless succeeding to the committee chair.

Section 5. Once each year, except in national emergency, there shall be convened a general meeting of the Society, known as the General Meeting, for reports and discussion of scientific knowledge and of Society governance. This meeting shall be organized by a General Meeting Program Committee, which may have subcommittees for particular aspects of the meeting, including local arrangements by a host Branch. Membership of the General Meeting Program Committee shall include the Divisional Group Representatives and may include representatives from other Boards.

Section 6. The place and time for a General Meeting shall be studied a sufficient number of years in advance in coordination with the host Branch, and a recommendation shall be made by the Meetings Board chair subject to approval by the Council. The meeting shall be announced in *ASM News* as soon as convenient after Council approval.

Section 7. During each General Meeting there shall be a General Membership Meeting presided over by the President to provide members an opportunity to hear reports and to discuss governance and any other aspect of Society affairs.

Section 8. An Interscience Conference on Antimicrobial Agents and Chemotherapy shall be organized by a committee governed by the Meetings Board and the Council of the Society, but the committee membership may include representatives from the cooperating organizations who are not members of the Society. A recommendation for the place and time of the conference shall be made by the Meetings Board chair, subject to approval by the Council.

Section 9. A Conferences Committee shall be appointed whose charge is to 1) solicit and assist members or groups of members to organize a conference around a focal topic and 2) solicit Divisions or Branches to organize singly or collectively a meeting that is limited in scope geographically or scientifically or both. A subcommittee shall be appointed for the organization of each conference or meeting.

Section 10. An international congress or meeting shall be coordinated by an ad hoc committee. The place and time for each congress

or meeting shall be recommended by the Meetings Board chair subject to approval by the Council.

Section 11. Other types of meetings may be sponsored by the Society without responsibility for organization of the meeting, but with representation on the organizing committee early in planning, subject to recommendation by the Meetings Board chair and approval by the Council.

Section 12. The publication of programs, abstracts, and proceedings of meetings shall be coordinated by the Meetings Board with the Publications Board.

Section 13. Commercial exhibits may be provided at meetings if consistent with the objectives and subject to regulation by the Meetings Board of the Society.

Section 14. Workshops at the General Meeting and at the Interscience Conference on Antimicrobial Agents and Chemotherapy shall be organized by the Meetings Board.

Article XII. Publications Board

The objective of the Society for the planning, organization, and administration of publications (ART. II, Sec. 3) shall be governed by the Publications Board. In addition to the general rules for Boards (ART. IX), the following apply specifically.

Section 1. Voting members of the Publications Board shall consist of the Board Chair, the Editors in Chief of the major periodical publications, and the Chair of the Books Committee. Nonvoting members shall include the Elective Officers, the Director of Journals and the Director of ASM Press, and may include invited Editors in Chief of other publications.

Section 2. The Board Chair shall serve for a term of 3 years, but not more than 3 terms.

Section 3. Each journal shall be organized with an Editor in Chief, Editors, and an Editorial Board. The Editor in Chief shall be nominated by the Publications Board, appointed by the President, and approved by the Council for a term of 5 years, but not more than two terms.

Section 4. Editors on the Editorial Board of a publication shall be nominated by the respective editor in chief, appointed by the Publications Board Chair, and approved by the President for a term of 5 years, but not more than two terms unless succeeding to Editor in Chief of the publication.

Section 5. The Society may engage commercial publishers or may itself act as the publisher and separately undertake copyright, preparation, manufacture, and distribution of its publications.

Section 6. The undertaking of a new journal or the substantial change of an existing journal shall be proposed by the Publications Board and approved by the CPC and the Council.

Section 7. Publications of the Society shall be made available to members and nonmembers as approved by the Council.

Article XIII. Public and Scientific Affairs Board

The objective of the Society for the stimulation of scientific investigations (ART. II, Sec. 2) shall be governed by the Public and Scientific Affairs Board and its constituent committees. In addition to the general rules for Boards (ART. IX), the following apply specifically.

Section 1. Voting members of the Public and Scientific Affairs Board shall consist of the Board chair and the chairs of the constituent committees. Nonvoting members shall include the Elective Officers and the Executive Director or the Staff Director of Public and Scientific Affairs and may include invited coordinating representatives from other Boards.

Section 2. The Board Chair shall serve a term of 3 years, but not more than three terms.

Section 3. Each major public or scientific activity shall be organized with a committee consisting of a chair and members. The chairs shall be nominated by the Board, appointed by the President, and approved by the Council for a term of 3 years, but not more than three terms.

Section 4. Members of a constituent committee shall be nominated by the respective committee chair, appointed by the Board Chair, and approved by the President for a term of 3 years, but not more than three terms unless succeeding to the committee chair.

Article XIV. American Academy of Microbiology

As prescribed in the Constitution (ART. VII, Sec. 4), there shall be an American Academy of Microbiology.

Section 1. To be eligible as a Fellow, a candidate must display outstanding competence and distinction in microbiology and fulfill the qualifications specified in the bylaws of the Academy.

Section 2. Financial records of the Academy shall be subject to the same rules and audit as those of the Society, and the budget shall be reviewed each year by the Finance Committee.

Section 3. The Chair of the Board of Governors of the Academy shall serve for a term of 3 years, but not more than two terms.

Section 4. Each major activity of the Academy shall be organized with a committee, a board or registry, or representatives. The chairs of committees, boards, registries, and other certifying/credentialing components, shall be selected as set forth in the Bylaws, subject to approval by the Council, for prescribed terms, but not more than three terms.

Section 5. Members of the constituent committees, boards, registries, and other certifying/credentialing components, shall be selected as set forth in the Academy's Bylaws, subject to approval by the President.

Section 6. Appointments of the members of boards, registries, and other certifying/credentialing components shall be made according to the bylaws of these independent units.

Article XV. Membership Board

The objective of the Society for the promotion of scientific knowledge through

membership activities shall be governed as appropriate by the Membership Board and its constituent committees. In addition to the general rules for Boards (ART. IX), the following apply specifically:

Section 1. Voting Members of the Membership Board shall consist of the Board Chair and the chairs of the constituent committees. Nonvoting members shall include the Elective Officers and the Executive Director or the Director of Membership Affairs and may include invited coordinating representatives from other Boards.

Section 2. The Board Chair shall serve for a term of 3 years, but not more than three terms.

Section 3. Each major area of membership activity shall be organized with a committee consisting of a chair and members. The Chairs shall be nominated by the Board, appointed by the President, and approved by the Council for a term of 3 years, but not more than three terms.

Section 4. Members of a constituent committee shall be nominated by the respective committee chair, appointed by the President for a term of 3 years, but not more than three terms unless succeeding to the committee chair.

Section 5. A constituent committee of the Membership Board shall be a *Membership Committee* which shall aid the chair in passing on the eligibility of candidates (ART. IV), nominated for election as Full Members, Emeritus Members or Student Members. The Committee shall also aid in the recruitment of new members.

Section 6. A constituent committee of the Membership Board shall be an *Archives Committee* which shall be responsible for maintaining Archives (ART. III of the Society's Constitution), and shall collect, preserve, and display historical material relating to the Society.

Article XVI. Committees and Representatives Not Associated with a Board

In addition to committees and representatives associated with a Board, certain standing and ad hoc committees and representatives shall be organized under the direction of the Elective Officers acting as a Board. The Secretary shall serve as the continuing coordinator of such non-Board committees and representatives.

Section 1. Standing Committees. Standing committees shall be permanent committees of the Society and shall be required to make reports to the Council at least annually. A standing committee shall be established by the Council, after a recommendation for its establishment by the Council Policy Committee. In addition, the President or other Society officer may initiate the establishment of a standing committee by making such a recommendation to the Council Policy Committee for its further

recommendation to the Council for approval. Any recommendation for the establishment of a standing committee shall include a recommendation as to whether a description of the standing committee should be placed in the

Constitution or Bylaws. If such a description is to be placed in the Constitution or Bylaws, necessary procedures to amend the Constitution or Bylaws shall also be initiated. The chairs of standing committees shall be nominated by the Secretary, appointed by the President, and approved by the Council for a term of 3 years, but not more than three terms. Committee members other than the chairs of such standing committees (except the Nominating Committee and the Finance Committee) shall be nominated by the respective committee chairs, appointed by the Secretary, and approved by the President for a term of 3 years, but not more than three terms unless succeeding to the committee chair.

Section 2. Nominating Committee. A Nominating Committee shall be a standing committee and shall nominate the Elective Officers (Art. II, Sec. 1) and such others as directed by the Council. The chair of the Nominating Committee shall be the immediate Past President for a term of only 1 year and for only one term. At least six additional members (at least half of whom are voting members of the Council but not Officers) shall be nominated by the committee chair, appointed by the President, and approved by the Council for a term of only 1 year and for only one term.

Section 3. Ad Hoc Committees. Ad hoc committee shall be established to pursue temporary or special Society objectives. Ad hoc committees may be appointed by the President (with information to but without approval by the Council) for a term of not more than 1 year, but not more than three terms.

Section 4. Society Representatives. ASM may also appoint individuals to serve as ASM's representatives to other organizations or at certain special events. These representatives, not associated with a Board, shall be nominated by the Secretary, appointed by the President, and approved by the Council for a term of 3 years, but not more than three terms.

Section 5. Responsibilities of Committee Members and of Representatives. The charges to and responsibilities of committee members or representatives shall be clearly defined in writing at the time of the appointment and in a Society Handbook.

Section 6. Appointment of Committee Members and of Representatives. Appointments of committee members and representatives shall be made for specified terms, but the terms shall be staggered to provide for new members and maintain continuity.

Section 7. Report of Activities. Activities of non-Board standing committees and representatives shall be reported annually in writing to the Secretary in advance of the General Meeting, unless specifically excused by the President.

Section 8. Ad Hoc Tellers Committee. An ad hoc Tellers Committee shall be appointed by the President to receive, rule on, count, and report on the balloting in the annual elections (Art. I, Sec. 4; Art. II, Sec. 2; Art. IV, Sec. 1; etc.) and in such other elections as the Council may direct.

Article XVII. Finances and Dues (Finance Committee)

Section 1. The Finance Committee shall be responsible for financial, accounting, budgetary, dues and similar affairs of the Society. The chair shall be the Treasurer, and the voting members shall consist of the Elective Officers, immediate Past President, and two of the two most senior members of the Council Policy Committee who are neither Officers nor Board Chairs. Whenever there are instances of equal seniority, the two will be elected by the Council Policy Committee. The Executive Director shall serve as an ex officio member without vote.

Section 2. An annual budget (including capital outlays) shall be prepared by the Treasurer and Controller within 60 to 120 days of the new fiscal year, reviewed by the Finance Committee, and submitted to the Council Policy Committee for approval and to the Council for information.

Section 3. The Finance Committee shall require adequate accounting of funds received into and dispersed from the treasury of the Society.

Section 4. There shall be an annual audit of the Society's accounts by a Certified Public Accountant. This audit shall be received and reviewed by an audit subcommittee, no member of which shall be a member of the Council Policy Committee. The audit subcommittee shall recommend approval of the audit to the Finance Committee or proposed appropriate actions to be considered by the Finance Committee and the Council Policy Committee. The audit shall be presented at least in summary to the Council Policy Committee and Council.

Section 5. Annual dues in the Society shall be recommended by the Finance Committee, subject to the approval of the Council Policy Committee and Council.

Section 6. A Member who fails to pay dues shall not receive Society journals until full payment is made. Persons suspended for nonpayment of dues shall not be eligible to submit papers intended for presentation at the General Meeting the following year.

Section 7. A written notice shall be sent to a person in arrears in dues, together with the Bylaws pertaining to the subject, at least a month before any further action on the matter is taken.

Section 8. A person in arrears in dues for 1 year shall be suspended as a member. Reinstatement shall be by the procedure for election of new members.

Section 9. An ASM Foundation, operating as a subcommittee of the Finance Committee, shall help secure gifts and bequests to be held in trust by the Committee to further the objectives of the Society.

Section 10. An ASM Investments Subcommittee shall advise the Finance Committee on policies and practices of the reserve funds of the Society.

Article XVIII. Statutes and Communications

The official statutes of the Society consist of the Constitution, Bylaws, and Articles of

Incorporation, and these shall be made readily available to members. In addition to these statutes, the following written communications are used by the Society to transmit information to members and the public.

Section 1. A Handbook(s) shall be kept current under the direction of the Secretary to describe the guidelines, procedures, practices, and traditions for operating and governing the Society and to record cumulatively the resolutions of the Council and Council Policy Committee that interpret the operation and governance of Society affairs. The appropriate Handbook(s) shall be provided to officers and to Board and committee chairs, and it may be provided or loaned to members as needed.

Section 2. A monthly magazine, *ASM News*, shall be published to communicate current news and information about the Society and science. *ASM News* shall be distributed to all members, and it shall be available to the public by subscription. Editorial policy shall be determined by the Executive Director, serving as editor in chief, and an editorial board.

Section 3. Newsletters and other forms of communication may be written and distributed within a Branch, Division, Board, or other organizational group, subject to prior approval by the respective officers and the Council.

Section 4. Position papers and testimony for a state or federal agency or legislature may be written by a proper representative of the Society with endorsement by an Elective Officer, subject to review by the Council.

Section 5. The Society shall not be responsible for statements or opinions by groups or individuals or for statements in the above communications unless specifically approved by the Council.

Article XIX. Indemnification Provision

Section 1. The Council, Council Policy Committee, or other body to which the Council has delegated this duty on behalf of the Society, shall indemnify any person against costs reasonably incurred, if such person is or was a director, officer, employee, or committee or board member or any other duly designated representative of the Society, and if such person is or was a party (or is threatened to be made a party) to any threatened, pending, or completed action or proceeding by reason of the fact that such person is or was a duly designated representative of the Society, provided such person acted in good faith and had no reasonable cause to believe that such conduct was wrongful. However, no indemnification or advance shall be made in cases of willful misconduct, gross negligence, or reckless disregard of the duties of one's office, or where such indemnification would be inconsistent with a provision of the Articles of Incorporation, Bylaws, any condition expressly imposed by a court approving a settlement, or the laws of the District of Columbia.

Section 2. The termination of any proceeding by judgement, order, settlement,

conviction, plea of nolo contendere, or otherwise shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interest of the Society, or that the person had reasonable cause to believe that such conduct was unlawful, or that such person is not entitled to indemnification pursuant to Section 1.

Section 3. No indemnification shall be made in an action brought by or in the right of the Society where the person shall have been adjudged to be liable to the Society in the performance of duties owed to the Society, or of amounts paid in settling or otherwise disposing of any proceeding brought by or in the right of the Society.

Section 4. To the extent that a person has been successful on the merits in defense of any proceeding referred to in Section 1, the person shall be indemnified against expenses actually and reasonably incurred in connection therewith.

Section 5. Expenses incurred in defending any proceeding may be advanced by the Society, if authorized by the Council, the Council Policy Committee, or the Council's delegate, prior to the final disposition of such proceeding upon receipt of an agreement, by or on behalf of the person, to repay such amounts unless it is ultimately determined that the person is entitled to be indemnified as authorized herein.

Article XX. Parliamentary Practices

Section 1. Robert's Rules of Order (Revised), except when inconsistent with the Constitution or Bylaws, shall govern parliamentary practice in the meetings of the Council, Council Policy Committee, General Membership Meeting, Boards, and committees.

Article XXI. Amendments and Interpretation

Section 1. A proposal to amend the Bylaws may be initiated by (i) a member of the Council Policy Committee at a Council Policy Committee meeting or (ii) a written petition signed by any 25 Full Members and submitted to the Secretary at least 3 months before a General Meeting so that the item can be included on the agenda of the Council Policy Committee.

In the case of initiation of an amendment by written petition of the Members, the Council Policy Committee at the General Meeting will vote to either recommend or oppose the adoption of the proposed amendment. The outcome of this vote will be submitted to the Council for review. If the Council Policy Committee recommends against adoption of the amendment, the issue will not be considered by the Council unless 10 Council members present and voting at the Council meeting request that the Council vote upon the amendment. If the Council Policy Committee recommends adoption of the amendment, the amendment must be voted upon by the Council.

If the Council adopts the amendment, it will be submitted to the membership for ratification by mail ballot.

Amendments proposed by a member of the Council Policy Committee at a meeting of the Council Policy Committee shall be voted upon by the Council Policy Committee. The results of this vote will be provided to the Council. If the Council Policy Committee votes for the amendment, the Council must consider and vote upon the amendment. If the Council Policy Committee votes against the amendment, it need be voted upon by the Council only if 10 members of the Council request such a vote. If the amendment is adopted by the Council, it will be submitted to the membership for ratification as provided herein and in accordance with Sec. 2 below.

Section 2. The proposed change in the Bylaws shall be adopted if approved by a three-fifths vote of members under either the meeting or mail procedures set forth at Article I, Section 10.

Section 3. Interpretation. Interpretation of the intent or language of the Bylaws shall be decided by the Council.