

Bylaws of the American Gastroenterological Association

BYLAWS 501(c)(6)*

ARTICLE I: PURPOSES

The purpose of American Gastroenterological Association, Inc. (the "Association") is to promote the common business interests of its members by promoting the image of the industry as a whole; to serve as a central, unified voice for the specialty of gastroenterology; and to monitor legislative activities at both a federal and state level and report any developments to its members. The effective date of these Bylaws is September 1, 2005.

ARTICLE II: MEMBERSHIP

Section 1. Classes of Membership. The Association shall have seven (7) classes of members. The rights and conditions of membership for each class are set forth below. For purposes of these Bylaws, the Regular Members, Senior Members and International Members shall have the right to vote and may be referred to as "Voting Members." Affiliate Members, Honorary Members, Trainee Members and International Trainee Members do not have a right to vote.

Section 2. Regular Members. Regular membership shall be open to physicians, surgeons, scientists, and other persons residing in North America (the United States, Canada, and Mexico) who have: (1) a demonstrated, continued interest in gastroenterology, and (2) appropriate qualifications, certification and/or credentials in gastroenterology, gastroenterology education and/or graduate training. Regular Members shall have the right to hold Office.

Section 3. Senior Members. Senior membership shall be open to any Regular Member or International Member who has attained the age of seventy (70) and is not in arrears in dues. Regular Members and International Members who become Senior Members shall have all the privileges of their previous status.

Section 4. Affiliate Members. Affiliate membership shall be open to persons whose work and responsibilities are closely related to the purposes of the Association. The term of Affiliate membership shall be for the period during which such work and responsibilities continue, as determined by the Governing Board from time to time. Affiliate Members shall enjoy all the privileges of membership in the Association but shall not have the right to hold elected office, to vote on any matter, to propose a candidate for membership, or to attend the Annual Business Meeting of the Association.

Section 5. International Members. International membership shall be open to physicians, surgeons, scientists and other persons residing outside North America and who have: (1) a demonstrated, continued interest in gastroenterology, and (2) appropriate qualifications, certification and/or credentials in gastroenterology, gastroenterology education and/or graduate training. International Members shall enjoy all the privileges of membership in the Association, except the right to hold elected office. An International Member who changes residency to North America may convert to the category of Regular Member.

Section 6. Honorary Members. Honorary membership shall be restricted to physicians and other scientists who have attained preeminence in gastroenterology and contributory sciences. Unless otherwise stated herein Honorary Members shall enjoy all the privileges of membership in the Association, but shall not have the right to hold elected office, to vote, to propose a candidate for membership, or to attend the Annual Business Meeting of the Association.

Section 7. Trainee Members. Trainee membership shall be open to (1) any resident, fellow, or trainee who has completed at least two years of post-doctoral training in internal medicine or a closely related specialty area and who is continuing formal training in gastroenterology; (2) any scientist, researcher, or student with a postgraduate degree who is pursuing a postgraduate degree or program of study concentrating on gastroenterology as a full-time activity; or (3) a person whose qualifications are acceptable to the Finance & Operations Committee. Trainee Members shall enjoy all the privileges of membership in the Association except the rights limited in the Constitution, the right to hold elected office, the right to vote, and the right to propose a candidate for membership. Trainee membership shall extend for three years. If after three years the Trainee is still pursuing a formal training program, the Trainee may request an extension of this category of

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membership; as long as other criteria are met, extension of Trainee membership shall be automatic for one additional year and thereafter at the discretion of the Finance & Operations Committee.

Section 8. International Trainee Members. International Trainee membership shall be open to any resident, fellow, trainee (or functional equivalent), or scientist in a post-doctoral specialty training program in gastroenterology outside of North America under the supervision of a Regular Member, International Member, or other person whose qualifications are acceptable to the Finance & Operations Committee. International Trainee membership shall expire upon completion of a training program or three years, whichever occurs first. Upon expiration of this membership, International Trainee Members must reapply for election to the appropriate category of membership. International Trainees shall enjoy all the privileges of Trainee Members.

Section 9. Election to Membership. Effective upon the adoption of these Bylaws, all current Regular Members, Senior Members, Affiliate Members, International Members, Honorary Members, Trainee Members and International Trainee Members of the American Gastroenterological Association (which will be renamed American Gastroenterological Association Institute, the "Institute") in good standing shall become members of the Association in the same membership category in which he/she is a member of the AGA. Thereafter, all prospective members shall be elected to membership in the following manner:

- a) Every candidate for election to membership as a Regular Member shall be nominated in writing by at least two Voting Members. An International Member may be proposed in writing for membership by one Voting Member. At the discretion of the Finance & Operations Committee, the requirement for a written proposal may be waived. A candidate for Honorary membership shall be proposed in writing, and the proposal shall be signed by at least five (5) Voting Members. A candidate for Affiliate membership shall submit his/her application for consideration to the Finance & Operations Committee for approval in their sole discretion. A candidate for Honorary or Affiliate membership residing outside North America may be proposed in writing by an International Member, and the proposal shall be signed by at least five (5) other Voting Members, any or all of whom may be members of the Governing Board. A candidate for Trainee membership shall be proposed by the director of their training program and, if the director is not a Senior Member or Regular Member of the Association, shall be endorsed by such a Member. A candidate for International Trainee membership shall be proposed by the director of his or her training program.
- b) Each application for all categories of membership shall be submitted to the Secretary/Treasurer, or his or her designee, who shall review each proposal for appropriate classification and prepare recommendations for the Governing Board; affirmative action by the Governing Board shall constitute election. The Finance & Operations Committee may administratively reclassify applications into the membership category into which they fall; such reclassified candidates must meet all requirements of the new membership category. Applications for Trainee or International Trainee shall be submitted to the Secretary/Treasurer, or his or her designee, who shall review each proposal. Its approval shall constitute election to membership. A listing of all new Members shall be suitably published.
- c) Each candidate for Honorary membership shall be proposed to or by the Governing Board. The Governing Board, through the Chair, shall submit the name of the candidate to the membership for election at the Annual Business Meeting.
- d) Upon successful completion of the training program, Trainee Members shall automatically convert to the appropriate category of membership.

Section 10. Dues. Dues shall be required of all members as follows:

- a) The amounts of the initial membership fee and annual dues shall be determined from time to time by the Governing Board. The amounts may vary among different classes of membership. Senior and Affiliate Members may be exempt from dues. Neither dues nor initial membership fees shall be required of Honorary Members.

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- b) The Governing Board, pursuant to application of generally applicable procedures, may temporarily remit or reduce the dues of any member.
- c) The annual dues shall include the subscription price of the official publications of the Association. Members paying no dues or reduced dues may be charged for the official publications and other services at the discretion of the Governing Board.
- d) Members shall be considered in arrears in their dues for the purpose of the Constitution and these Bylaws if they have failed to pay dues within thirty (30) days of the due date for such dues. A member whose dues are in arrears shall have all rights and privileges of membership suspended.

Section 11. Resignations and Expulsions.

- a) The Governing Board may consider and may investigate any charges of unprofessional or unethical conduct made against any member. The member must be informed of the charges and shall have a right to be heard in defense and may request that the proceedings be held in an executive session of the Governing Board. Expulsion or censure requires an affirmative vote of three-fourths of the Governing Board.
- b) A member may resign at any time by filing a written resignation with the Secretary/Treasurer, but such resignation shall not exempt the member from the payment of dues for the year.
- c) Any member whose dues are one year in arrears shall be dropped from the Association, but on vote of the Governing Board may be reinstated if all arrears are made up.

Section 12. Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE III: MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Business Meeting of the membership shall be held each year at a time and place to be determined by the Governing Board. The Chair and the Chair-Elect shall preside over the Annual Business Meeting of the members.

Section 2. Special Meetings. A special meeting of the membership may be held in any year on call of the Governing Board.

Section 3. Notice. A written or printed notice stating the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be mailed not less than thirty (30) days and not more than sixty (60) days before the meeting by the Secretary/Treasurer to each Senior Member, Regular Member, and International Member of the Association. Notice of each meeting of members shall be given by the Secretary/Treasurer by delivering personally or by mail or other means prescribed by the Delaware General Corporation Law. If by mail, notice shall be addressed to each member at such member's address as it appears on the records of the Association. The notice of any meeting shall in all instances include, or be accompanied by, any additional information or documents prescribed by the Delaware General Corporation Law. Any and all notices of meetings of members may be waived by any member by written waiver or by personal attendance at the meeting.

Section 4. Voting and Quorum. Every Senior Member, Regular Member, and International Member attending any Association meeting shall be entitled to one vote on each matter submitted to a vote of the members. One hundred (100) Senior Members, Regular Members, or International Members in any combination shall constitute a quorum for the transaction of business.

Section 5. Program and Procedure. The Annual Business Meeting of the Association shall be governed by customary parliamentary procedure and rules of order. Any member wishing to bring new or old business matters before the Annual Business Meeting of the Association shall submit this business in writing to the Secretary/Treasurer at least two weeks prior to the Annual Meeting. Such business items must be reviewed by the Governing Board or an appropriate committee before

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any action is taken by the membership at a meeting of the Association. The Governing Board shall have the final decision as to which items appear on the agenda.

Any member wishing to bring new or old business before the Annual Business Meeting of the Association that has not been placed on the agenda by the Governing Board may do so under suspension of the rules. Rules of procedure may be suspended at any meeting by a vote of two-thirds of the membership present. However, rules may not be suspended for consideration of new or old business unless the Chair is notified forty-eight (48) hours prior to the beginning of the Annual Business Meeting that such a request is to be made, and the membership is notified early in the meeting of the nature of the new or old business to be discussed under suspension of the rules if voted.

All or part of the Annual Business Meeting may be closed (and held in executive session) for the purpose of conducting confidential business and shall be closed if the business involves reports or charges of unprofessional or unbecoming conduct, under Article II, Section 11 of the Bylaws, and if the member so requests.

Section 6. Adjournment of Meetings. Any annual or special meeting of Members may be adjourned to a subsequent date by vote of the majority of the Regular Members, Senior Members and International Members present, in person or by proxy regardless of whether a quorum is present thereat. Notice of an adjourned meeting, other than announcement at the meeting of the adjourned date, shall not be required.

Section 7. Written Action. Any action required by the Delaware General Corporation Law to be taken at a meeting of Members or any action which may be taken at any meeting of Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted, and such consent is recorded in the minutes of the Association. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

ARTICLE IV: GOVERNING BOARD

Section 1. General Powers. The business and affairs of the Association shall be vested in the Governing Board (the "Governing Board" or "Board"). The Board shall have all the powers and duties to manage the affairs of the Association and all such other powers and duties as shall be necessary or proper to enable it fully to conduct the business of the Association and to effectuate the purposes thereof, and shall have the power not inconsistent with the provisions hereof, from time to time, to appoint and remove, and to fix the compensation of all officers, employees and agents of the Association, including accountants, attorneys and consultants, as the Board shall deem necessary or proper for the purpose of conducting the business and affairs of the Association. The Chair of the Association shall serve as Chairperson of the Governing Board and shall preside at all meetings of the Governing Board and members.

Section 2. Composition. The Governing Board shall consist of eleven persons: six (6) of whom shall be elected by the Voting Members and five (5) of whom shall serve ex-officio with vote. The ex-officio members shall be the Chair, the Chair-Elect, the Vice Chair, the Secretary/Treasurer of the Association and the Vice President of the AGA Institute. The six (6) elected directors shall be referred to as "Councillors."

Section 3. Qualification of Councillors. The six (6) Councillors shall each serve for a term of three years or until their successors are elected and qualified or until their earlier death, resignation, disqualification or removal. The six (6) elected Councillors shall be nominated by the Nominating Committee described in Article VI of these Bylaws and elected by the Voting Members in accord with Article VI. The qualifications for the foregoing Councillors are:

- Two Councillors shall be Regular Members who are actively engaged in community private practice (as defined further by the Governing Board).
- One Councillor shall be a Regular Member who is actively engaged in clinical research (as defined further by the Governing Board) in a healthcare institution.

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- One Councillor shall be a Regular Member who is actively engaged in basic research (as defined further by the Governing Board) in a healthcare institution.
- One Councillor shall be a Regular Member who is an academic clinician-educator with knowledge and expertise in training (as defined further by the Governing Board).
- One Councillor shall be nominated by the Nominating Committee and elected by the membership as an at-large Councillor. The only qualification for this position shall be that the person shall be a Regular Member.

Section 4. Vacancies. If a Councillor is elected an Officer of the Association, or if the position of Councillor becomes vacant, the Governing Board may designate a person to fill a vacancy in any position as Councillor. The person so designated shall serve until the next Annual Business Meeting when a successor shall be elected to serve the balance of the unexpired term.

Section 5. Certain Specified Duties. The Board shall review and establish long-term objectives of the Association, assess the environment in which members operate, including threats, weaknesses, future trends and opportunities thereto and based thereon establish the priority of all programs and activities. The Governing Board shall also manage the affairs of the Association and review, establish, and modify professional, scientific, business, and administrative policies within the limits of the Bylaws to further the purposes of the Association. The Governing Board shall approve an annual budget; establish financial goals for the Association; oversee the financial operations of the Association; and have discretion in the control, management, investment, and disbursement of its funds. The Governing Board and the officers shall tender reports at such times and in such a manner as are required by law. All actions by the Association regarding its membership interests in other entities, including voting, require approval by the Governing Board.

The Governing Board shall have the authority for all actions of the Association regarding the voting of its membership interests.

Section 6. Meetings. The Governing Board shall meet periodically. Meetings may be in person, by teleconference or through the Internet. The Governing Board will hold at least one in-person meeting a year. The time and place of such meetings is to be determined by the Chair. Special meetings may be called at any time by the Chair or by any five members of the Board. Written notice of any meeting of the Board shall be mailed, or otherwise transmitted in writing, to each member of the Board at least five (5) days before the meeting.

Section 7. Quorum. Seven (7) members of the Board shall constitute a quorum for the transaction of business at any Board meeting.

Section 8. Voting. The act of the majority of the Board members present at a meeting at which there is a quorum shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, except that notice shall be given to all directors if the adjournment is for more than thirty (30) days. Any action to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members of the Board.

Section 9. Executive Committee. The Governing Board shall have an Executive Committee, consisting of the Board Officers and the Vice President of the AGA Institute, that is empowered to exercise all powers of the Board, consistent with state law, between meetings of the Governing Board and specifically to:

- a) Establish and disband committees and task forces, as provided in Article VII, and designate representatives to other organizations;
- b) Receive the reports regarding proposals for membership and to consider and pass upon all candidates for

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membership;

- c) Investigate charges of unprofessional or unbecoming conduct made against any member or to bring such charges on its own initiative, and to report the results of its investigations at the following Annual Business Meeting; and
- d) Approve or disapprove all recommendations of the components of the Association and any committee or group created by or reporting to the Governing Board; to approve all nominations to all committees, councils, and commissions, except as membership is specified.

All actions of the Executive Committee shall be submitted to the Governing Board for ratification. By a vote of seven members of the Governing Board, the powers of the Executive Committee may be limited or by vote of seven (7), the Governing Board could delegate final decision making to the Executive Committee. The Executive Committee may conduct its business using such means of communication as it deems appropriate. A majority of the Executive Committee members shall constitute a quorum for purposes of conducting business. A written record of the actions of the Committee will be kept. The Executive Committee shall review and evaluate performance of existing members of all committees and task forces and develop systems, policies and procedures to assure that all membership thereon is appropriate to the relevant mission and that prospective appointments meet the needs of the organization.

Section 10. Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Governing Board through the use of a conference telephone or other method through which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting.

Section 11. Informal Action By Directors. Any action required or permitted to be taken at a meeting of the Governing Board, or a committee thereof, may be taken without a meeting if an unanimous written consent setting forth the action so taken is signed by each member of the Governing Board or committee and filed with the minutes of proceedings of the Governing Board or committee.

Section 12. Conduct of Elections for Directors. The elected directors shall be nominated and elected by vote of the Voting Members in the manner set forth in Article VI of these Bylaws.

Section 13. Compensation. Directors may receive honoraria for their services as Directors. In addition, nothing contained herein shall be construed to preclude any Director from receiving compensation from the Association for other services actually rendered or for reasonable expenses incurred in serving the Association.

Section 14. Removal. Except as may otherwise be provided by the Delaware General Corporation Law, any Director or the entire Governing Board may be removed, with or without cause by the vote of a majority of the Governing Board.

ARTICLE V: OFFICERS

Section 1. Officers. The officers shall be a Chair, Chair -Elect, Vice-Chair, Secretary-Treasurer, and, when elected, Secretary-Treasurer Elect. The officers shall be elected by the Governing Board from a slate presented by the Nominating Committee in the manner set forth in Article VI of these Bylaws. Only Regular Members may be elected to these offices. No person may hold more than one office at any given time.

Section 2. Compensation of Officers. Officers shall be compensated in such amount as is fixed by the Board.

Section 3. Chair. The Chair, who shall have the duties of President, shall be the chief executive of the Association and shall have general supervision of the business of the Association under the direction of the Board. The Chair shall preside at all meetings of the Association and shall serve as Chair of the Governing Board and Executive Committee. With the approval of the Governing Board, the Chair shall appoint chairs and members of the committees set forth in these Bylaws and any ad hoc committee or group that the Governing Board establishes. The Chair shall be an ex officio, non-voting

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member of all councils and committees of the Association and all ad hoc committees and task forces established by the Governing Board. The Chair shall report to the Governing Board on official activities and shall advise the Governing Board on such matters as may further the purposes of the Association. The Chair shall also carry out such other duties as may be assigned to him by the Board.

Section 4. Chair-Elect. The Chair-Elect, in the absence or inability of the Chair to act, shall preside at meetings of the Association, serve as Chair of the Governing Board, and shall also perform such other duties as may be assigned from time to time by the Governing Board or the Chair.

Section 5. Vice Chair. The Vice Chair, in the absence or inability of both the Chair and the Chair-Elect to act, shall preside at meetings of the Association and serve as Chair of the Governing Board. The Vice Chair shall perform such other duties as may be assigned by the Chair or the Governing Board.

Section 6. The Secretary/Treasurer. The Secretary/Treasurer shall have oversight responsibilities of the processes for handling corporate funds and securities and the records thereof. The Secretary/Treasurer shall keep the minutes of all meetings of the Association and of the Governing Board, shall be the custodian of the corporate records and of the corporate seal of the Association, and shall perform all duties incident to the office of Secretary/Treasurer. The Secretary/Treasurer shall give all notices required by law. The Secretary/Treasurer shall have authority to affix the corporate seal to any document requiring it and attest thereto by his or her signature. The Secretary/Treasurer may appoint an Assistant Secretary.

The Secretary/Treasurer shall serve as the Chair of the Finance & Operations Committee; be responsible for overseeing custody, conservation, and prudent investment of the assets and funds of the Association; ensure expenditure of funds is in accord with the programs, priorities, and budget established by the Governing Board; and regularly inform the Governing Board and members on the financial strength and needs of the Association. The Secretary/Treasurer shall be responsible for overseeing collection of dues and other income and for ensuring that no monies are disbursed except upon proper authority.

The Secretary/Treasurer shall be responsible for overseeing the financial records or books and accounts and financial systems; shall periodically review and approve internal controls designed to ensure proper control of funds and disbursements; and shall make sure that current and projected income and expenses meet the budget of the Association. The Governing Board may, at all times, inspect and verify the books and accounts. The Secretary/Treasurer shall review and report on the long-term financial projections and plans of the Association. The accounts shall be audited annually by a certified public accountant. The Secretary/Treasurer shall also perform all other duties incident to the office of Treasurer.

Section 7. Terms of Office. The Vice Chair shall serve for a term of one year and shall succeed automatically to the office of Chair-Elect and to the office of Chair, serving one year in each office. The Secretary/Treasurer shall be elected to a term of four years. The Secretary/Treasurer-Elect, if any, shall become Secretary/Treasurer at the close of the Annual Business Meeting following the election. Neither the Chair, the Chair-Elect, the Vice Chair, nor the Secretary/Treasurer may serve more than one full term except as provided with respect to an unexpired term in Article IV.

Section 8. Vacancies. Any vacancy occurring for any reason in any of the offices named above shall be filled by the Board.

- a) Chair. If the Chair dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, the Chair-Elect shall immediately become Chair and shall serve for the balance of the last Chair's term and the term to which the Chair-Elect would have succeeded in due course. If there is a vacancy in the office of Chair-Elect when the vacancy in the office of Chair occurs, then the Vice Chair shall immediately become Chair and shall serve for the balance of the last Chair's term and thereafter until the close of the second Annual Business Meeting following his or her election as Vice Chair.
- b) Chair-Elect. If the Chair-Elect dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, then the Vice Chair shall perform the duties of the Chair-Elect until the next Annual Business Meeting, at which time the Vice Chair shall succeed to Chair and both a Chair-Elect and a Vice Chair shall be elected.

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- c) Vice Chair. If the Vice Chair dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, then the Governing Board may fill the vacancy for the balance of the unexpired term, but the person so selected shall not automatically succeed to Chair-Elect. A Vice Chair and a Chair-Elect shall be elected in the usual manner at the next Annual Business Meeting.
- d) Secretary/Treasurer. If the Secretary/Treasurer dies or resigns, is unable to perform the duties of the office, or if the office otherwise becomes vacant, then the Secretary/Treasurer-Elect, if any, shall immediately become Secretary/Treasurer and shall serve the balance of the unexpired term and thereafter for the term to which he or she would have succeeded in due course. If no Secretary/Treasurer-Elect is then in office, the vacancy in the office of Secretary/Treasurer shall be filled by the Governing Board for the balance of the unexpired term.

ARTICLE VI: NOMINATING COMMITTEE

Section 1. Composition and Selection. The Nominating Committee shall consist of nine (9) members, at least one of whom must be a current director of the Association, to serve a one year term. The Past-Chair of the Association shall serve as Chair of the Committee for a one year term. The members of the Nominating Committee shall be appointed by the Governing Board within sixty (60) days of the conclusion of the Annual Meeting.

Section 2. Functions. The Nominating Committee shall prepare three (3) slates: one for the officers of the Association (the "Officers Slate"); one for the Councillors of the Association (the "Councillors Slate") and one for the members of the following year's Nominating Committee (the "Nominating Committee Slate"), each of which are described below. The Officers Slate shall consist of a slate of nominations for election to (a) the office of Vice Chair, (b) the office of Secretary/Treasurer-Elect, and (c) the offices of Chair, Chair-Elect, and Secretary/Treasurer when necessary. With respect to the Officers Slate, which slate shall be presented to the Governing Board for election in the manner set forth below, the slate shall be as follows: (a) for the Office of Chair, the nominee shall be the Past President of the American Gastroenterological Association Institute, Inc. ("Institute"), (b) for the office of Chair-Elect, the nominee shall be the President of Institute; (c) for the office of Vice Chair, the nominee shall be the President-Elect of Institute; (d) for the office of Secretary/Treasurer, the nominee shall be a Regular Member selected by the Nominating Committee.

With respect to Councillors Slate, such slate shall be prepared consistent with Article IV, Section 3 of these Bylaws and presented to the Voting Members in the manner set forth below.

The Nominating Committee Slate shall consist of eight Senior Members or Regular Members, four of whom shall be elected by mail ballot by the Voting Members to serve as members of the Nominating Committee the following year. It is the responsibility of the Nominating Committee to propose candidates for Councillor, Secretary/Treasurer, and the Nominating Committee, to maintain a Governing Board and Nominating Committee, respectively, that reflect, in so far as possible, the scope and diversity of the Association membership and, in the case of the Governing Board, that provides expertise necessary to create, evaluate and assess the strategic objectives and directions of the Association.

The Nominating Committee shall submit the Officers Slate, the Councillors Slate, and the Nominating Committee Slate to the Governing Board at least ninety (90) days before the Annual Business Meeting. The Governing Board may receive the report or may reject it.

Additional nominations for Officers and Councillors, but not from the Nominating Committee, may be made with a petition signed by at least one hundred (100) Senior Members, Regular Members or International Members, in any combination, and submitted to the Secretary/ Treasurer at least one hundred (100) days before the Annual Business Meeting.

If after the Nominating Committee has reported and prior to the Annual Meeting, any candidate dies, becomes incapacitated, withdraws or becomes disqualified to serve, then the Nominating Committee shall promptly select a substitute candidate and immediately file the name of such candidate with the Chair. If such substituted candidate is named after ballots have been mailed pursuant this Article, the Chair promptly shall notify all Voting Members thereof by mail.

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Section 3. Process. The Secretary/Treasurer shall oversee the election process.

- a) The Nominating Committee shall meet with the Chair (and with the other officers, if feasible) to review the programs and strategic directions approved or under consideration by the Governing Board and to identify qualities and expertise needed on the Governing Board to further said strategic directions. In no case shall such discussions involve suitability of any specific member for any specific position.
- b) The Nominating Committee shall meet at least one additional time to nominate candidates for election to the Nominating Committee, to the Governing Board and as officers.
- c) The membership will be publicly solicited to propose themselves or other eligible members for the Nominating Committee to consider for all positions to be elected by the Voting Members.
- d) The Nominating Committee shall propose rules, policies and processes not inconsistent with these Bylaws for treatment, consideration, evaluation and selection of nominees, all of which must be approved by the Governing Board before they become effective.
- e) At least sixty (60) days before the Annual Business Meeting, the Secretary/Treasurer shall mail copies of the Councillors Slate and the Nominating Committee Slate to the Voting Members for their vote as well as a copy of the Officers Slate for their general information. Such slates will also include any additional nominations for Officers and elected Councillors and the ballot containing the names of the eight candidates for membership on the Nominating Committee to the Voting Members.

Section 4. Election.

- a) The ballot of candidates mailed by the Secretary/Treasurer sixty (60) days before the Annual Meeting must be returned to the Secretary/Treasurer at least thirty (30) days before the meeting. The Secretary/Treasurer shall count the ballots and report the results of the election at the Annual Meeting.
- b) Process: The election process shall be by mail, facsimile or electronic ballot under the supervision of and pursuant to written rules issued in advance by the Secretary/Treasurer.
- c) Nominations from the floor of the meeting will not be accepted.

Section 5. Election Standard. A plurality of the votes cast shall be necessary to elect.

Section 6. Installation. The Councillors and Officers shall take office at the close of the Annual Meeting at which they are elected.

ARTICLE VII: OTHER COMMITTEES

Section 1. Other Committees. In addition to the Nominating Committee (described in Article VI of these Bylaws) and the Executive Committee (described in Article IV, Section 9 of these Bylaws), the Association shall have a Finance & Operations Committee and may have such other committees as determined by the Governing Board. No such committee, other than the Executive Committee, shall have or exercise any authority regarding the management of the Association or have or exercise any of the powers reserved by law or these Bylaws to the Governing Board.

Section 2. Function of Committees. Committees and all other entities created under or pursuant to this Article VII (hereinafter committee) have the responsibility and obligation to develop programs to implement organizational strategies and directions (e.g., the Strategic Plan) as approved by the Governing Board. Each such committee, within its scope of operation and mission, shall develop recommendations on how best to implement said strategies and directives for consideration by the Governing Board. Last, committees shall oversee implementation of those policies and programs approved by the Governing Board. Committees shall have only those powers granted herein and shall not have authority or

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power to contract with any outside party. The Governing Board may establish administrative rules for committees at its discretion.

Section 3. Finance & Operations Committee. The Governing Board shall have a Finance & Operations Committee consisting of the Executive Committee, the Secretary/Treasurer-elect (if any), the past Secretary/Treasurer, plus three at large members (not on the Governing Board) appointed by the Secretary/Treasurer with the approval of the Governing Board. The Finance & Operations Committee shall be concerned with (1) recommending strategies and policies to the Governing Board, relating to the prudent management of the assets of the Association and the efficiency of its operations, (2) implementing Governing Board fiscal and operational policies and ensuring adherence thereto, (3) developing and overseeing current and future budgets, (4) recommending investment philosophy and policy to the Governing Board and monitoring the investment manager's performance, (5) developing financial projections for the Association, (6) recommending amendments and changes to the Governing documents and governance process and (7) developing and implementing policies and procedures for membership in the Association. The Secretary/Treasurer shall be the Chair of this Committee.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the Association shall begin April 1 and end March 31 in each year unless otherwise provided by the Board.

ARTICLE IX: INDEMNITY

The Association shall have the power to indemnify any person to the fullest extent permitted under Section 145 of the General Delaware Corporation Law or any successor provision or statute, as may from time to time be amended, including the advancement of any expenses (including attorneys' fees) incurred or to be incurred by any officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding prior to the final disposition of such action, suit or proceeding.

ARTICLE X: MISCELLANEOUS

Section 1. Books and Records. The Association shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of the Governing Board, Committees and Annual Business Meetings. It shall keep at its registered office, or principal office, a record of the name and address of the members and the names and addresses of the members of the Governing Board.

Section 2. Checks, Drafts, Notes, Etc. All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Association shall be signed by the Chair or by the Treasurer and the Chair or as shall otherwise be provided by resolution of the Governing Board.

Section 3. Delivery of Notice. Any notices required to be delivered pursuant to these Bylaws, unless otherwise provided herein, shall be deemed to have been received (i) when actually delivered; (ii) the next business day after being sent to the address shown in the Association's records, by means of a reputable overnight courier service; or (iii) three business days after being deposited in the United States mail, to an address shown in the Association's records, first class postage prepaid; whichever comes first.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Governing Board of the Association by a vote of a majority of the directors present at any meeting of the Board at which a quorum is present, and not otherwise, provided that notice of the proposed amendment, alteration, or repeal shall have been delivered to each director of the Association with the notice of the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for action.