



## **ARTICLE I- Name**

The Society shall be known as the American Society of Neuroradiology.

## **ARTICLE II- Objectives**

**Section 1.** Develop and support standards for the training of neuroradiologists.

**Section 2.** Develop and support standards for the practice of neuroradiology.

**Section 3.** Foster research in neuroradiology.

**Section 4.** Promote a close fellowship and exchange of ideas among neuroradiologists.

**Section 5.** Provide meetings for the reading and discussion of papers and the dissemination of knowledge.

**Section 6.** Promote close cooperation between neuroradiology and other branches of medicine and the allied sciences.

**Section 7.** Establish channels for publication of scientific reports in the field of neuroradiology.

**Section 8.** Promote understanding of Neuroradiology among patients, other health professionals and public agencies, and to enhance communications with these groups.

## **ARTICLE III- Membership Categories**

### **Section 1.**

Senior Member

Member

Research Scientist Member

Member-in-Training

Honorary Member

Emeritus Member

## International Outreach Member

Hereinafter the words “members” or “membership” shall mean any of the foregoing classes of members to which they shall be applicable.

**Section 2.** Senior Member shall be a radiologist certified by the American Board of Radiology (ABR), Royal College of Physicians and Surgeons of Canada (RCPSC), the American Osteopathic College of Radiology, or another Board or Tribunal which, in the judgment of the Board of Directors, is of equivalent rank. Senior Members shall have completed a one-year American Council for Graduate Medical Education (ACGME)- or RCPSC-approved Neuroradiology fellowship program, with passage of the ABR Subspecialty Certification examination in Neuroradiology and shall be engaged in the active practice of Neuroradiology, devoting at least fifty percent (exclusive of administrative duties) to the professional practice of Neuroradiology.

Individuals who have completed their Neuroradiology training outside of North America may be eligible for Senior Member status, provided they meet the criteria for Senior Member status, in the judgment of the Board of Directors.

Senior Member candidates who have Subspecialty Certification in Neuroradiology and/or have completed an ACGME- or RCPSC-accredited Neuroradiology fellowship do not require sponsorship.

Select radiologists who do not meet one or more of the above criteria may be proposed for election to Senior Member status on the basis of outstanding neuroradiological experience or contribution as recommended by the Membership Committee and approved by the Board of Directors.

**Section 3.** Member shall be another neuroradiologist, scientist (master’s degree or higher PhD), radiologist, or physician including non-radiologist/clinician with an interest in Neuroradiology who do not meet the criteria for Senior Member status.

Candidates for membership must be sponsored in writing by one member of the Society holding Senior Member or Member status.

**Section 4.** Research Scientist Member shall be any physicist (PhD) or neuroscientist (MS, PhD) with an interest and/or position relevant to Neuroradiology or Radiology, and who may not fulfill the requirements for Senior Member status. Candidates for Research Scientist Member category must be sponsored by one member of the Society holding Senior Member, Member, or Research Scientist Member membership.

Research Scientist Members who actively participate in the Society may be invited by a majority vote of the Board of Directors to be elevated to Senior Member status, provided they meet the following criteria:

1. Have been an ASNR member for at least three years
2. Actively participate in the Society, as defined by at least two of the following four criteria:
  - a) Have attended a minimum of two ASNR Annual Meetings

- b) Present an invited lecture at an ASNR Annual Meeting
- c) Present an abstract or poster at an ASNR Annual Meeting
- d) Participate on an ASNR committee

**Section 5.** Member-in-Training Member shall be a physician in an ACGME- or RCPSC-accredited radiology residency Program, Neuroradiology fellowship program, post-doctoral fellow within five years of their doctoral degree, medical student, or graduate (PhD) student. Candidates for Member-in- Training membership must be sponsored by their Radiology Residency Program Director, Fellowship Program Director, Medical School Dean, or Graduate School Dean, whichever is appropriate.

**Section 6.** Honorary Member shall be an individual who has made an extraordinary contribution to Neuroradiology. Candidates for Honorary Member membership shall be submitted for approval to the Advisory Council by the Awards Committee.

**Section 7.** Emeritus Member shall be a member who has retired from active practice.

**Section 8.** International Outreach Member shall be a radiologist/neuroradiologist in a developing country with an annual per capita GDP of \$10,000 or less. International Outreach Members will not be eligible to serve as a voting member of committees but may be invited as a guest to a committee meeting.

#### **ARTICLE IV- Membership Fees and Dues**

**Section 1.** The dues and assessments for each membership category shall be set by the Board of Directors.

**Section 2.** The annual dues of the Society shall be due and payable as per the ASNR Policy and Procedure Manual.

**Section 3.** Delinquent dues shall result in termination of membership in the Society, as per the ASNR Policy and Procedure Manual.

#### **ARTICLE V- Acceptance of Members**

**Section 1.** Only those in the Senior Member and Member categories may sponsor candidates for membership.

**Section 2.** Individuals applying for membership shall be accepted as members when the Staff Membership Coordinator has processed their application.

**Section 3.** Any member of the Society may be granted Senior Member membership by a super majority vote of the Board of Directors (two-thirds of the voting members present), after approval by the Membership Committee. This is reserved for extraordinary individuals, as determined by the Membership Committee).

## **ARTICLE VI- Rights and Benefits of Membership: Termination of Membership**

**Section 1.** Only Senior Members in good standing shall have the right to vote and to hold elected office.

**Section 2.** Each classification of membership may receive benefits as prescribed by the Board of Directors.

**Section 3.** Membership may be terminated by a two-thirds vote of the Board of Directors for cause, including violation of these Bylaws or Society policies, and conduct which may damage the good name or good will of the Society.

## **ARTICLE VII- Officers**

The Officers of the Society shall be the President, President-Elect, Vice President, Secretary, and Treasurer.

## **ARTICLE VIII- Election of Officers**

**Section 1.** Officers and other representatives of the Society shall be elected prior to the Annual Business Meeting as prescribed under Section 3 of this Article and will assume office at the conclusion of the Annual Business Meeting. Officers will serve according to the provisions in Article IX.

**Section 2.** One year of a term of office is defined as the interval from the end of one Annual Business Meeting through the end of the next Annual Business Meeting. A term of office shall be one year, unless specified to be a longer period: two-year term, three-year term, etc.

**Section 3.** The procedure for electing officers of the Society shall be as follows:

The Nominating Committee, chaired by the President-Elect, shall solicit nominations from the general membership. Current members of the nominating committee cannot be nominated for officer positions. The top two or more candidates for each position of Vice President and either Secretary (even years) or Treasurer (odd years) will be presented to the Advisory Council, along with a CV and statement from each describing their goals for ASNR. The Advisory Council will vote to select a slate for the Vice President and either Secretary or Treasurer positions. Nominating Committee nominees will go to Senior Membership only for voting.

The Nominating Committee will then present the slate to the voting Senior membership by post or electronic mail, with an address and deadline for return of valid ballots. Valid ballots from ten percent of the Senior membership are required for a valid election.

Those elected shall have received a majority of the valid ballots. Results will be immediately reported to the President, and then to the membership at the Annual Business Meeting.

Positions to be filled:

Vice President (annually), Secretary (even years), Treasurer (odd years), Member-at-Large (odd years) and two members of the Nominating Committee (annually).

The Member-at-Large position is intended to enhance broad representation of neuroradiological practice on the Advisory Council and the Board of Directors. Each nominee for Member-at Large shall be a Senior member of the Society and shall be a community-based neuroradiologist in private practice. The Member-at-Large shall serve a two-year term.

Offices vacated unexpectedly: Should the office of President and/or President-Elect fall vacant, the President-Elect and/or the Vice President, respectively, shall first ascend to the vacated higher office before elections are held for any remaining vacancies. When an officer completes the term of any higher office assumed unexpectedly, they shall then commence the term of office to which they would have ascended in the normal course of events. Any redundancies and other duplications resulting from such procedure will be resolved in favor of the officer who would have held the office had no unexpected vacancies occurred. Any person elected to fill a vacancy occurring unexpectedly shall serve for the remainder of the term with respect to which the vacancy occurred.

## **ARTICLE IX- Duties of Officers**

**Section 1.** President: The President shall be the presiding officer of the Society and shall perform all duties that custom and parliamentary practice commonly associate with the office of the President. The President shall chair the Board of Directors and be a member of all other committees except the Nominating Committee.

In conformity with the Constitution, the President or their delegate shall appoint members to Standing Committees (except the Nominating Committee), shall appoint Society representatives, and may appoint members to Ad Hoc Committees.

The President's term of office shall begin immediately following the Annual Business Meeting.

**Section 2.** President-Elect: The President-Elect shall chair the Nominating and Program Committees, be responsible for the development of the annual scientific meeting and have other duties as assigned by the President. The President-Elect shall be a member of the Financial Management, Education, and Health Policy Committees, the Advisory Council, and Board of Directors.

The President-Elect shall ascend to the presidency after one term. If the President is unable to serve, the President-Elect shall assume all duties of President for the remainder of that term, prior to assuming his/her own term as President.

**Section 3.** Vice President: The Vice President shall assist in developing the non-scientific portion of the Annual Meeting under the direction of the President, and have other duties as assigned by the President. The Vice President shall chair the Advisory Council and be a member of the Program, Research, Nominating, and Financial Management Committees and the Board of Directors.

The Vice President will be elected as prescribed in Article VIII to serve one term and will ascend to the position of President-Elect. If the President-Elect is unable to serve, the Vice President shall assume all the duties of the President-Elect for the remainder of that term prior to the assuming their own term as President-Elect. If both the President and President-Elect are unable to serve, the Vice President shall assume all the duties of the President for the remainder of that term prior to assuming the duties of the President-Elect.

**Section 4.** Secretary:

**Section 5.** Treasurer: The Treasurer, under the direction of the Board of Directors, shall be responsible for collecting, receiving, disbursing, and accounting for all funds of the Society. The Treasurer shall keep a complete and permanent record of the financial transactions of the Society and shall give a full financial report to the general membership at the Annual Business Meeting, and interim reports to the Board of Directors.

The Treasurer shall be a member of the Financial Management, Education, and International Collaborations Committees, the Advisory Council, and the Board of Directors, and have other duties assigned by the President.

The Treasurer shall be elected as prescribed in Article VIII to serve a two-year term, ending in an odd numbered year.

## **ARTICLE X- Subspecialty Group Representation**

**Section 1.** A Subspecialty Group is defined as having a statement of purpose on the basis of a discrete body of knowledge and skill, and related interests that further the goals of the ASNR. The ASNR Advisory Council must approve all Subspecialty Groups.

**Section 2.** Subspecialty and Regional Society Group representation shall consist of one voting representative to the Advisory Council of the ASNR, or their alternate from each Subspecialty or Regional Group. The Subspecialty and Regional group representative shall be elected by each

Subspecialty and Regional Group and must be a Senior member of the ASNR.

**Section 3.** To be appointed to and/or maintain representation on the Advisory Council, a Subspecialty and Regional Group must, for the twelve months preceding the Annual Business Meeting of the Society, have a number of active members deemed sufficient by the Advisory Council, at least fifty-one percent of whom are members of the ASNR. A Subspecialty and Regional Group's qualifications for ASNR representation may be reviewed as needed by the Advisory Council at any time, and will be routinely reconsidered every three years.

## **ARTICLE XI- Board of Directors**

The Board of Directors shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Member-at-Large, First, Second, and Third Past Presidents, ASNR Executive Director/Chief Executive Officer (CEO) (ex-officio, non-voting) of the ASNR, chair of the Foundation of the ASNR (FASNR) Board of Trustees, and the Editor-in-Chief of the American Journal of Neuroradiology (AJNR). And up to three additional members, chosen by the Board of Directors each of whom will serve a three- year term. The Board of Directors shall consult with the Advisory Council as needed. Except for duties assigned to the Advisory Council, the Board of Directors shall be empowered to carry out the business of the Society. All substantive actions taken by the Board of Directors will be reported in full to the Advisory Council at the next scheduled Advisory Council Meeting.

## **ARTICLE XII- Committees**

**Section 1.** Ad hoc committees may be established by the President or his/her delegate, in consultation with the Board of Directors. Standing committee formation may be established by an amendment to the Constitution, as per Article XV.

**Section 2.** Committee chairs, vice chairs, and members shall be appointed by the President or their delegate with the approval of the Board of Directors, unless otherwise provided in the Constitution. Chair and Vice Chair terms will be 2 years and committee member terms will be 1 year, unless otherwise provided in the Constitution. Vice Chairs will move into the Chair position at the conclusion of their Vice Chair term, unless otherwise provided in the Constitution.

**Section 3.** The Standing Committees shall include those listed below.

**Section 4.** Advisory Council: The Advisory Council shall consist of the following voting members:

ASNR Board of Directors, one representative from each Specialty and Regional Society (ASFNR, ASPNR, ASSR, ASHNR, SNIS, ENRS, SENRS, WNRS), one Physicist/Scientist Representative, the Editor-in-Chief of Neurographics, one Chair of the Foundation of the ASNR Board of Trustees, and one Chair only of the following Committees: Research; Health Policy; Education, Fellowship Directors; Membership; Diversity and Inclusion; Young Professionals; Economics; Quality, Safety and Value; Standards and Guidelines; International Collaborations; Corporate Partnership; Website and Social Media; Evidence Based Medicine

**Voting:** Each position on the Advisory Council gets 1 vote. If an individual holds more than 1 position on the Advisory Council, they cast 1 vote for each position.

**Term:** Advisory Council member terms turn over at the ASNR Annual Meeting. Term length follows the term of their position held.

**Section 5. Education:** The Education Committee shall consist of the President, President Elect, immediate Past President, Secretary, Treasurer, the Editor-in-Chief of Neurographics, a Member-in-Training, a Research Scientist Member (whenever possible), and appointed ASNR members.

The Education Committee makes recommendations to the Board of Directors with respect to the continuing medical education of ASNR members and other professionals that participate in the diverse educational activities of the Society. At the direction of the Board of Directors, the Education Committee shall plan and propose for consideration by the Board of Directors projects to further the educational mission of the Society. The Education Committee shall help to implement those educational projects given final approval and funding by the Board of Directors.

**Section 6. Program:** The Program Committee shall consist of the President, President-Elect (who shall serve as chair), Vice President, Secretary, the Editor-in-Chief of the *AJNR* (or a designated associate editor), chair of the Education Committee, representatives from Subspecialty Groups, a Member-in-Training, a Research Scientist Member (whenever possible), and other members in good standing as appointed.

The Program Committee makes recommendations to the Board of Directors with respect to the character and scope of the Scientific Program for the Annual Meeting. The Committee shall have the right to accept or reject scientific papers offered for presentation at the meeting and shall exercise proper control over the format.

**Section 7. Health Policy (HP):** The HP Committee shall consist of the President, President-Elect, First Past President, and additional members including the chair of the HPC, for a three-year term. The HPC shall be weighted towards academic and community-based members with expertise and dedication to addressing practice issues. When possible, the HPC should include a Research Scientist member and a Member-in-Training.

The HP Committee makes recommendations to the Board of Directors with respect to conveying health policy information to Society members and addressing health policy issues at the legislative and administrative levels of government. The HP will have input on the HP/Economics, HP/Standards and Guidelines, and HP/ Quality, Safety, & Value Committees, and will work to prioritize and coordinate ASNR efforts related to clinical practice and health policy. The committee will also act as liaison to the ACR Commission on Neuroradiology and coordinate other joint efforts with the ACR, either directly or through one of the three underlying committees.

**Section 8. HP/Economics:** The HP/Economics committee makes recommendations to the Board of Directors with respect to the forum for ASNR members to address coding, reimbursement, and coverage concerns. It represents the membership on issues related to coding and reimbursement that are germane to neuroradiology, as policies change or new policies are developed, including, but not limited to, reviewing and commenting on the annual Proposed and Final Rules issued by the Centers for Medicare & Medicaid Services (CMS), acting as a liaison to the appropriate



committees and commissions in organized medicine to ensure that the concerns of ASNR members are addressed by the appropriate venues: American Medical Association (AMA)/Specialty Society Relative Value Scale Update Committee (RUC), AMA Current Procedural Terminology (CPT) Editorial Panel, ACR Commission on Economics, and CMS. The HP/Economics also shall provide necessary information and education regarding coding, valuation, reimbursement, and coverage to members, as necessary, and other duties as assigned by the chair of the HP Committee.

**Section 9.** HP/Quality, Safety and Value: The HP/Quality, Safety and Value committee makes recommendations to the Board of Directors with respect to developing utilization and appropriateness review and monitoring methodologies, monitoring various quality initiatives and related incentives (such as pay-for-performance) to assure proper reporting mechanisms for Neuroradiology, developing lists of diagnosis codes that are appropriate for billing and ultimately coverage of Neuroradiology CPT codes, disseminating information and education of membership regarding the developments and work of the committee, and other duties as assigned by the chair of the HPC.

**Section 10.** HP/Standards and Guidelines: The HP/Standards and Guidelines committee makes recommendations to the Board of Directors with respect to developing new practice guidelines and technical standards, as appropriate, reviewing the ACR Guidelines in Neuroradiology, coordinating activities with the ACR Neuroradiology Commission's Committee on Practice Guidelines and Technical Standards, reviewing and revising guidelines produced by related subspecialty societies (ASPNR, ASSR, ASHNR, and ASFNR) through subspecialty representation on the committee, coordinating these efforts with the other committee chairs and the HPC chair, as appropriate, and other duties as assigned by the chair of the HPC.

**Section 11.** Research: The Research Committee shall consist of the President, Vice President, third most recent Past President, and two co-chairs holding either Senior Member or Research Scientist Member status. One co-chair shall be an MD or DO, and the other a PhD (or MD, PhD). The committee shall include the previous co-chairs, a Member-in-Training, other ASNR members appointed by the President or his/her delegate, and other individuals judged to be able to provide valuable expertise. The co- chairs shall serve for a staggered three-year term. The Research Committee shall be responsible for fostering research in Neuroradiology and for overseeing researchers and research activities funded by or through the Society or FASNR.

The Research Committee shall be responsible for supervising and judging the application or competition for awards and prizes determined by and bestowed by the Society and FASNR. The Research Committee shall recommend award recipients to the Board of Trustees of the FASNR, which must approve all awards. The Research Committee shall monitor the progress of funded individuals or proposals, as appropriate.

**Section 12.** Audit: The Audit Committee shall consist of the President and three Senior Members. The Treasurer is not eligible for membership on the Audit Committee. The Audit Committee shall be responsible for retaining and working with a certified public accountant for the purpose of electing and certifying the annual report of the Treasurer.

**Section 13.** Nominating: The Nominating Committee shall consist of six elected Senior Members, each with a two-year term. Other members are the President-Elect, Vice President, two Past Presidents, and ASNR Executive Director/CEO (ex-officio, non-voting member). The Nominating

Committee places five to six candidates on the ballot distributed to the ASNR Senior membership annually for selection of three new Nominating Committee members.

The Nominating Committee shall be responsible for performing its duties according to Article VIII, Article XI, and Article XIII of this Constitution.

**Section 14. Membership:** The Membership Committee shall consist of five voting members- the President, Secretary, and three Senior Members of the ASNR. In addition, a Member-in-Training and a Research Scientist Member (whenever possible) shall be appointed.

The Membership Committee assists with the reviewing and screening of membership candidates who are without Senior Member sponsors, to assure that they fulfill the requirements for membership in the appropriate category, as called for in Article III of the Constitution.

The Membership Committee shall foster the enrollment and participation of PhDs and other trained Neuroscientists in the Society. The committee will make recommendations to the Board of Directors on how to improve the scientific content of the Society and its offerings.

**Section 15. Financial Management:** The Committee will be chaired by the Treasurer, and will include the President, President-Elect, Vice President, Secretary, most recent Past President, Chair or Fundraising Co-Chair of the FASNR, ASNR Executive Director/CEO, and ASNR Chief Financial Officer. There may be up to four additional Senior Members of the ASNR.

The activities of the Financial Management Committee shall include an annual review of the operating budget with ASNR staff to evaluate fund management, assess investment and savings options, and consider savings reinvestment to further the causes of the ASNR (e.g. with regard to membership, infrastructure, mission, and vision).

The Committee will report its findings and recommendations to the Board of Directors as requested through the Treasurer or their designee at least twice per year.

**Section 16. Fellowship Directors:** The Fellowship Directors Committee shall consist of the Vice President, ASNR members who are Directors of Neuroradiology fellowship programs, and ASNR members who are members of the Radiology Review Committee and Board of Trustees of the American Board of Radiology, to ensure appropriate communication.

The Fellowship Directors Committee shall be responsible for the Neuroradiology Fellowship Core Curriculum, Training Standards, Core Competencies, Procedural Competencies, and ACGME Accreditation Issues, and oversee a Trainee Section.

**Section 17. Computer Science and Informatics:** The Computer Science and Informatics Committee makes recommendations to the Board of Directors with respect to planning relevant sessions at the ASNR Annual Meeting.

**Section 18. Young Professionals:** The Young Professionals Committee shall consist of representatives who are fellows in neuroradiology fellowship programs, who are current ASNR Members in Training, as well as former fellows who graduated in the prior 5 years and are active members of ASNR. Program Directors will be asked to submit their recommendations for

appointment to the committee.

The Young Professionals Committee makes recommendations to the Board of Directors with respect to identifying the interests of young professionals within the Society at the Annual Meeting, improving communication between the Society's leadership and young professionals, planning focused educational sessions for current fellows and recently graduated fellows, improving dissemination of information to young professionals in the Society, and facilitating social networking opportunities for young professionals, radiology residents, and medical students interested in Neuroradiology.

**Section 19. International Collaborations:** The International Collaborations Committee shall consist of the President, President-Elect, Vice President, Treasurer, chair of the Education Committee (to serve as vice chair), Presidents of the ASFNR, ASHNR, ASPNR, ASSR, and WFNRS, as well as the ASNR Executive Director/CEO or their delegate, and additional committee members as needed.

The International Collaborations Committee makes recommendations to the Board of Directors with respect to reviewing, coordinating, and developing international collaborative initiatives designed to raise the awareness and stature of the ASNR throughout the world, building long-standing relationships with key leaders in Neuroradiology-related societies, advising the Board of Directors on matters related to international imaging, and establishing priorities and related budgets for international efforts.

**Section 20. Evidence-Based Medicine:** The Evidence-Based Medicine Committee makes recommendations to the Board of Directors with respect to overseeing and encouraging the development of outcomes research in Neuroradiology.

**Section 21. Diversity and Inclusion:** The Diversity and Inclusion Committee shall consist of the President, chair of the FASNR, Member-at-Large, ASNR Executive Director/CEO, representatives from the Membership and Young Professionals Committees, and other ASNR members to be of value to the mission of this committee in promoting diversity, equity, and inclusion throughout the ASNR and its activities.

**Section 22. Website and Social Media:** The Website and Social Media Committee shall help to augment website and social media communications.

**Section 23. Awards:** The Awards Committee shall be responsible for selecting and proposing, for consideration by the Advisory Council, candidates for Honorary Membership in the Society, in accordance with Article III of the Constitution.

The Awards Committee shall be responsible for recommending to the Advisory Council, on a yearly basis, recipients of the highest award of the ASNR - the Gold Medal. The Awards Committee shall also recommend a recipient for the FASNR Outstanding Contributions in Research and Outstanding Contributions in Neuroradiology Education Award.

The Committee will consist of the chair (First Past President), current ASNR President, two Past Presidents, two previous Gold Medal recipients, one at-large Senior member, and the chair(s) of the FASNR Board of Trustees.

## **ARTICLE XIII- Meetings**

**Section 1.** The Society shall sponsor a scientific meeting each year at a time and place designated by the Board of Directors to promote the objectives as stated in Article II.

**Section 2.** The Annual Business Meeting of the Society shall be held in conjunction with the annual scientific meeting.

**Section 3.** Special business meetings may be called by the President, or upon written petition of one third of the Senior Members of the Society. The agenda for the special meeting shall be included in the call for the meeting, and no other business shall be conducted other than that stated in the call.

**Section 4.** Three percent of the Senior Members of the Society shall constitute a quorum.

**Section 5.** The Secretary shall send the notice of the Annual Business Meeting to all members at least thirty days prior to the meeting. Notices for special business meetings shall be sent at least thirty days prior to the special meeting.

**Section 6.** Attendance at business meetings shall be limited to members. Scientific sessions are open to all meeting registrants.

**Section 7.** Only Senior Members in good standing who are present during the Annual Business Meetings shall be entitled to vote.

No proxy or absentee ballots shall be permitted.

**Section 8.** Parliamentary Procedure: Except as otherwise specified in this Constitution, Robert's Rules of Order shall govern the parliamentary procedure for all meetings of members of the Society.

## **ARTICLE XIV-Indemnification**

The Society shall indemnify any current or former officer or member of the Advisory Council and Board of Directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding made or threatened to be made against them by reason of being or having been an officer or member of the Advisory Council and Board of Directors, if such person acted in good faith, for a purpose they reasonably believed to be in the best interests of the Society, and had no reasonable cause to believe his/her conduct was unlawful.

In the event that an officer, Advisory Council member, or Board of Directors member is made or threatened to be made a party to a proceeding by the Society to procure a judgment in its favor, entitlement to and the extent of indemnification shall be determined by the Board of Directors.

## **ARTICLE XV- Amendments**

Upon request from the Board of Directors, the Ad Hoc Rules Committee shall review and edit as needed proposed amendments to the Constitution before sending them to Senior members for a vote.

The Constitution of the Society may be amended at any Annual Business Meeting of the Society by a majority of the Senior Members present and voting, provided there is a quorum. Written notice of the proposed amendment shall have been transmitted to the members at least 30 days prior to the meeting at which the vote is to be taken.

Alternatively, the Board of Directors may request that the Ad Hoc Rules Committee prepare proposed amendments to the Constitution via electronic presentation and require response from voting Senior Members via electronic vote, with satisfaction of the Society's quorum requirement necessary for a valid vote outcome.

In all cases, the voting members must be allowed 14 days from the date the notification of the amendments is sent to the date of the vote. Amendments may be proposed and voted upon throughout the year.

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