



**ASQ BYLAWS
05/15/2011**

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ARTICLE 1 — NAME, OBJECTIVES, AND GOVERNANCE

Section 1.1 Name

- 1.1.1 The name of the Society shall be American Society for Quality, Inc.
- 1.1.2 The name of the Society shall be abbreviated ASQ.

Section 1.2 Objectives

The objectives of the Society shall be advancement of the theory and practice of Quality and the allied arts and sciences and maintenance of high professional standing among its members. The Society shall have the following purposes:

- (1) To create, promote, and stimulate interest in the advancement and diffusion of knowledge of the art and science of Quality and its application.
- (2) To promote unity, effectiveness of effort, and ethical professional conduct among those who are devoting themselves to the theory and practice of Quality or the allied arts and sciences.
- (3) To provide, through necessary and convenient facilities, for the holding of conferences, conventions, and other meetings of its members for the exchange of ideas and experiences in the development, application, and use of Quality principles and the allied arts and sciences.
- (4) To publish and distribute books, pamphlets, periodicals, literature, and other printed matter devoted to the theory and practice of Quality and the allied arts and sciences.
- (5) To make available to journals, newspapers, and other channels of public information reliable communications and other information concerning Quality and the allied arts and sciences.
- (6) To engage in any other activities which are not or shall not be inconsistent with, contrary to, or prohibited by law, necessary and convenient for the purpose of performing, carrying out, promoting, or accomplishing the Society objectives.

Section 1.3 Governance

- 1.3.1 The Society shall be governed by its Certificate of Incorporation, by the provisions of the laws under which it is incorporated, by the provisions of the Society Bylaws (“the Bylaws”) and by the Society’s Policies (“Policies”), which serve as guidelines for the operations and activities of the Society, and which, from time to time, may be amended.
- 1.3.2 The governance of ASQ shall be guided by these principles:
 - 1.3.2.1 Members of the Board of Directors shall represent the interests of the Society, its members, and the Quality community.
 - 1.3.2.2 Governance is designed to advance the Board-approved vision of the Society.
 - 1.3.2.3 ASQ is a member organization; as such, members through governance shall set the direction of the Society.
 - 1.3.2.4 Governance should support speed and agility in an ever-changing world.
 - 1.3.2.5 The Society should have no more governance than needed to accomplish the work of the Society.
 - 1.3.2.6 The Society encourages inclusion and diversity in decision making.
 - 1.3.2.7 Governance should work to apply the best available leadership to the needs of the Society.
 - 1.3.2.8 Governance should respect the interdependence of member and staff in accomplishing the work of the Society.

ARTICLE 2 — MEMBERSHIP

Section 2.1 Membership

- 2.1.1 ASQ is a membership organization and as such is an inclusive Society that encourages diversity in membership and participation.
- 2.1.2 ASQ has individual and organizational membership categories, as specified in the Policies.
- 2.1.3 Applicants for membership shall apply for admission to the Society as specified in the Policies.
- 2.1.4 Groups of members may apply for recognition as Member Units of the Society as specified in the Policies.

Section 2.2 Member Benefits

- 2.2.1 The Board of Directors shall approve categories of membership and the benefits thereof.
- 2.2.2 Availability of benefits shall be based on the category of membership. The Society shall not be required to provide all available benefits to all membership categories.

Section 2.3 Privileges, Rights, and Duties

- 2.3.1 Full, Senior, Fellow, Honorary, organizational member representative, and other member classes designated by the Board of Directors shall be voting members of the Society and shall have one vote per membership. Voting members collectively shall be called Regular Members.
- 2.3.2 Regular Members may hold elective office as specified in the Policies.
- 2.3.3 Any member may serve on boards, councils, and committees as specified in the Policies.
- 2.3.4 All members, voting and nonvoting, shall conduct themselves according to the ASQ Code of Ethics.
- 2.3.5 Members, voting and nonvoting, may not make any claims against, nor have any rights or interests in, Society property.
- 2.3.6 Members shall not claim to represent the Society in any unauthorized manner.

Section 2.4 Member Grievances

- 2.4.1 All members, as well as Member Units, shall have the right to bring grievances to the Society.
- 2.4.2 The Board of Directors has the responsibility to ensure that the grievance process is working effectively and judiciously. The Board of Directors shall review a summary report of grievances at least annually.

ARTICLE 3 — FINANCIAL

Section 3.1 Fiscal Year

The fiscal year shall begin on January 1 and shall end on December 31 of the calendar year.

Section 3.2 Dues

Dues and collection procedures shall be defined and approved by at least three-quarters of the entire Board of Directors.

- (1) Honorary Members and Past Chairs shall be exempt from Society dues.

Section 3.3 Dissolution

3.3.1 The Board of Directors shall not consider dissolution of the Society as long as at least 250 Regular Members desire its continued existence and intend to administer Society affairs.

3.3.2 If the Society is dissolved, its net assets after discharging all financial, legal, and moral obligations shall be disposed of exclusively to such organization or organizations as are operated exclusively for charitable, educational, or scientific purposes and shall, at the time, qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code. Such organization or organizations shall be recommended by the Board of Directors and approved by the court having jurisdiction over the dissolution.

Section 3.4 Preservation of Tax-Exempt Status

The Society and its Member Units shall govern its activities to preserve its tax-exempt status in accordance with the definition of Internal Revenue Code section 501(c)(3).

3.4.1 No substantial part of ASQ's activities, funds, property, or income will be used to carry on political activity or to attempt to influence legislation.

3.4.2 Neither ASQ, nor its officers or directors, in their capacity as officers and directors of ASQ, shall contribute to any political party or candidate for elective public office.

3.4.3 ASQ shall operate, receive, hold, use, and dispose of funds and properties in the furtherance of its tax-exempt status.

3.4.4 No part of ASQ's net earnings or assets shall accrue to the benefit of any private individual or other person having a personal and private interest in ASQ's activities, except that ASQ is authorized to pay reasonable compensation for necessary services actually rendered to it as authorized by the Board of Directors.

3.4.5 ASQ shall not pay any dividends or pecuniary profits or liquidation dividends or distributions.

Section 3.5 Financial Reporting

The Society shall be operated in a prudent manner with due diligence taken by the Board of Directors to the maintenance of its financial soundness. Specifically, the Board of Directors shall:

3.5.1 Ensure that an annual financial audit is conducted by a qualified third party under the auspices of the Financial Auditing Committee and reported to the Board of Directors for approval.

3.5.2 The financial reporting for the activities of all Member Units shall be submitted within 60 calendar days of the closure of the fiscal year and shall be rolled-up into a consolidated financial statement for the Society as a whole.

ARTICLE 4 — MEMBER UNITS

Section 4.1 Requirements

Any group that shares the objectives of the Society may apply for recognition by ASQ as a Member Unit. Member Unit communities shall encompass interested parties representing geographic locations and technical functions or business sectors as specified in the Policies.

Section 4.2 Dissolution

Any Member Unit that fails to maintain good standing may be required by the Board of Directors to surrender its privileges.

Section 4.3 Member Unit Composition

All elected officers of Member Units shall be Regular Members in good standing.

Section 4.4 Powers and Duties

- 4.4.1 Member Units shall not operate or seek to operate as a corporate body separate and distinct from the Society.
- 4.4.2 Member Units shall not enter into any visible or economic partnership or joint ventures with any non-ASQ organization without establishment of an approved formal agreement.
- 4.4.3 Each Member Unit shall have a financial auditing committee to assure fiscal responsibility.

Section 4.5 Fiscal

- 4.5.1 Member Unit fiscal years shall coincide with those of the Society.
- 4.5.2 Any Member Unit dues shall be collected with Society dues and then dispersed to the Member Unit.
- 4.5.3 All Member Unit funds, regardless of their source, may be expended only for projects that support the objectives of the Society.
- 4.5.4 No Member Unit shall incorporate or apply independently for tax-exempt certification (federal, state, or local) or be an owner in another entity without approval of the Board of Directors.
- 4.5.5 When a Member Unit is dissolved, any funds or assets remaining after discharge of all debts and obligations shall remain with the Society and be transferred within the Society as determined by the Board of Directors.

ARTICLE 5 — MEMBERS OF THE BOARD OF DIRECTORS

Section 5.1 Composition

- 5.1.1 The Board of Directors shall be composed of no less than 11 and no more than 20 members, consisting of the following:
- (1) Chair.
 - (2) Past Chair.
 - (3) Chair-elect.
 - (4) Treasurer.
 - (5) Directors.
- 5.1.2 Directors shall comprise the following:
- (1) Four to six Directors elected by a geographic communities council.
 - (2) Four to six Directors elected by a technical communities council.
 - (3) Four Directors elected from the members-at-large.
- 5.1.3 The Executive Council shall be composed of the following:
- (1) Chair.
 - (2) Past Chair.
 - (3) Chair-elect.
 - (4) Treasurer.
 - (5) Chief Executive Officer.
- 5.1.4 Notwithstanding any other provision in the Bylaws, the Chief Executive Officer of the Society shall serve as Secretary of the Society, even though he or she is not a member of the Society's Board of Directors, and shall have signatory authority as provided for in the Policies.

Section 5.2 Qualifications

- 5.2.1 All members of the Board of Directors shall be at least Senior Members in good standing.

Section 5.3 Tenure

- 5.3.1 The term for all elected Directors shall be two years beginning with the fiscal year following election. Director terms will be staggered to assure stability in the leadership of the Society. Directors shall serve no more than three consecutive elected terms.
- 5.3.2 The Chair, Past Chair, Chair-elect, and Treasurer shall serve one-year terms.
- 5.3.3 No Chair, Past Chair, Chair-elect, or Treasurer of the Board of Directors shall serve for more than two full terms in each office.

Section 5.4 Removal From Duties

If a member of the Board of Directors ceases to meet any of the position qualifications or fails to perform the necessary duties satisfactorily, the individual may be removed by a two-thirds vote of the Board of Directors at a meeting at which a quorum is present and the position shall be considered vacant. Failure to participate in at least 50% of the scheduled Board meetings shall constitute failure to perform the duties of office as specified in the Policies.

Section 5.5 Vacancies

5.5.1 Vacancies on the Board of Directors shall be filled as follows:

- (1) Past Chair – The Chair may appoint a Past Chair of the Society to serve for the remainder of the term. If no Past Chair is available to serve, the Chair may appoint a qualified candidate to serve for the remainder of the term.
- (2) Chair – The Chair-elect shall immediately succeed and shall serve for the remainder of the term. If the succession occurs after six months from the beginning of the fiscal year, the term shall be extended to include the next fiscal year.
- (3) Chair-Elect – The Chair shall appoint a qualified candidate to serve for the remainder of the term subject to approval by the Board of Directors. The appointee for Chair-elect shall serve only for the remainder of the fiscal year, as the Chair is a member-elected position.
- (4) Treasurer – The Chair shall appoint a qualified candidate to serve for the remainder of the term subject to approval by the Board of Directors.
- (5) Director(s) – The Chair shall solicit input and consideration from appropriate bodies and then appoint a qualified candidate to serve for the remainder of the term subject to approval by the Board of Directors.

5.5.2 Appointed members shall immediately assume the full powers and duties of the position.

ARTICLE 6 — OPERATIONS OF THE BOARD OF DIRECTORS

Section 6.1 Meetings

- 6.1.1 Regular Board of Directors meetings shall be scheduled at least once annually.
- 6.1.2 Additional meetings shall be called by the Chair, or at the request of one-fifth of the Board of Directors.
- 6.1.3 Board members shall be notified at least 10 calendar days in advance of the meeting date.

Section 6.2 Quorum

- 6.2.1 A quorum of the transaction of business shall be seven members of the Board of Directors in attendance, with at least the following composition:
 - (1) Two members of the Executive Council, one of whom must be the Chair or Chair-elect.
 - (2) Five Directors with two each elected by the geographic and technical communities councils and one representing members-at-large.
- 6.2.2 Valid attendance at the meeting shall include participation in person, by conference telephone, or by other means authorized by the laws of the State of New York.

Section 6.3 Voting

Action of the Board of Directors shall be determined by a majority of those in attendance at the time of the vote unless otherwise specified in the Certificate of Incorporation, the Bylaws, or the Policies. In addition, action of the Board of Directors may be taken without a meeting (including through electronic means) to the extent allowed by the laws of the State of New York.

Section 6.4 Indemnification of Board Members

The Society shall indemnify past and current members of the Board of Directors and staff as expressly required by the laws of the State of New York. This indemnification shall apply for civil and criminal potential or actual proceedings. The Society may provide additional indemnification when approved by the Board of Directors.

Section 6.5 Roles and Responsibilities

6.5.1 The Chair shall have the following roles and responsibilities:

- (1) Is a member of and serves as Chair of the Board of Directors.
- (2) Is a member of and serves as Chair of the Executive Council.
- (3) Is the primary volunteer decision maker.
- (4) Serves as an ambassador for ASQ and is the chief volunteer spokesperson for ASQ.
- (5) Is a partner with the CEO in achieving ASQ's mission.
- (6) Provides leadership to the Board of Directors.
- (7) Along with CEO, develops formal agenda for Board meetings.
- (8) Participates in and encourages Board's role in ASQ strategic planning.
- (9) Serves *ex-officio* as a member of committees and attends their meetings when invited.
- (10) Discusses issues confronting ASQ with the CEO.
- (11) Helps guide and mediate Board actions with respect to ASQ priorities and governance concerns.
- (12) Reviews with the CEO any issues of concern to the Board of Directors.
- (13) Monitors financial planning and financial reports along with ASQ staff.
- (14) Actively involved in fundraising activities.
- (15) Formally evaluates the performance of the CEO utilizing past ASQ models and informally evaluates the effectiveness of the Board members.
- (16) Evaluates annually the performance of ASQ in achieving its mission.
- (17) Performs, as time allows, other responsibilities, duties, or activities as assigned by the Board of Directors or requested by ASQ staff.

6.5.2 The Past Chair shall have the following roles and responsibilities:

- (1) Serves as member of the Executive Council and the Board of Directors.
- (2) Serves as a spokesperson for quality, the profession, and the concepts, tools, and technologies as needed.
- (3) Serves as an ambassador for ASQ – represents the organization, continues good-will with staff, members, and key stakeholders as needed.
- (4) Serves Chair and CEO in support of the leadership transition.
- (5) Provides support and counsel to the Chair and CEO as needed.
- (6) Provides leadership and/or support for projects as needed or requested by the Chair or CEO.
- (7) Models exemplary Board responsibilities and behavior and serves as a mentor as needed.

6.5.3 The Chair-elect shall have the following roles and responsibilities:

- (1) Serves in the Executive Council and assists the Chair in the general administration of the Society.
- (2) Serves as the Chair during absences or temporary disabilities of the Chair to exercise the full rights and privileges of the Chair during these periods.

- (3) Develops the volunteer organization manual in preparation as incoming Chair. This includes appointing for approval by the Board of Directors, the chairs of the committees, boards, and councils of the Society, with the exception of the Tellers Committee, the Chair of the Nominating Committee, the Chair of the Divisions Affairs Council, and the Chair of the Section Affairs Council.
- (4) Performs duties as authorized or directed by the Chair.
- (5) Represents the Society as a spokesperson and ambassador as needed.
- (6) Serves as a partner to the CEO.
- (7) Works to understand the requirements and responsibilities of the Chair in preparation of assuming the role.
- (8) Models exemplary Board responsibilities and behavior and serves as a mentor as needed.
- (9) Provides leadership and/or support for projects as needed or requested by Chair or CEO.
- (10) Serves in any other duty assigned by the Chair or Board of Directors.

6.5.4 The Treasurer shall have the following roles and responsibilities:

- (1) Serves on the Executive Council and assists the Chair.
- (2) Provides the independent oversight and reporting for financial matters related to the operation of the Society.
- (3) Works with the Staff Director of Finance to review the financial structure of the Society and recommends action to the Board of Directors.
- (4) May appoint one or more deputies, if desired, and delegate duties to these deputies as approved by the Board of Directors.
- (5) May recommend changes to existing financial policies or recommend new financial policies to the Board of Directors for approval.
- (6) Annually reviews the dues structure, in conjunction with the staff, and makes recommendations to the Board of Directors regarding the structure for the upcoming fiscal year.
- (7) In conjunction with the Staff Director of Finance, assures that sound financial policies, procedures, and internal controls are in place and being practiced.
- (8) Reviews the financial audit results and management recommendations of the Society's independent auditors.
- (9) Participates in the Audit Committee's annual meeting with the independent auditors.
- (10) Presents the Audit Committee's report and recommendations to the Board of Directors.

6.5.5 The Executive Council is a branch of the Board of Directors that facilitates activities such as, but not limited to:

- (1) Advising the Chair on matters related to the formation of committees, boards, and councils.
- (2) Conducting the Society's business and special projects that further the approved strategic plan of the Society and as budgeted or approved by the Board of Directors between scheduled meetings of the Board of Directors.
- (3) Overseeing the communication of the Society's plans, intentions, and actions to the Society's membership.
- (4) Recommending courses of action for the consideration of the entire Board of Directors.

- (5) Providing strategic leadership to the Society by guiding the setting and pursuit of ASQ's strategic direction as well as the organizational and cultural changes within the Society needed to support the successful realization of this strategy.
- 6.5.6 The Board of Directors shall be responsible for the supervision of the affairs of the Society. Its powers and duties are specified by the Certificate of Incorporation, applicable laws, and these Bylaws. The following specific duties cannot be delegated to any other body of the Society.
- (1) To adopt and approve revisions to a Code of Ethics.
 - (2) To elect and enroll Honorary Members, approve recipients of awards as specified in the Policies, approve Fellows and Distinguished Service Medalists, and suspend or expel members.
 - (3) To modify the dues structure.
 - (4) To adopt and approve revisions to Member Unit structure including: establishment, dissolution, bylaws, boundaries, locations, operational scope, and similar issues.
 - (5) To authorize reasonable compensation to members of the Board of Directors for services rendered the Society, whether direct or indirect and including the result of contractual activities.
 - (6) To approve appointments of Board members, professional auditors, tellers, and other positions as defined by these Bylaws.
 - (7) To adopt and approve revisions to the strategic plan and budget.
 - (8) To appoint and remove the Chief Executive Officer and to fix employee salary structures and benefits.
 - (9) To review and approve management processes and policies for long-term investments of Society's funds.
 - (10) To approve all appointments of chairs and members of the Standing Committees and other national committees, boards, and councils of the Society unless otherwise specified in the Policies.
 - (11) To ensure that Board members adhere to the Code of Ethics and the Policies.
- 6.5.7 Director(s) shall have the following responsibilities:
- (1) Participate in setting direction, providing resources, approving policies, and providing oversight to ensure progress is being made.
 - (2) Ensure that the strategic direction for the Society is implemented truly and consistently throughout the Society and the Member Units.
 - (3) Perform other duties authorized or directed by the Bylaws, Policies, Board of Directors, or Chair.
- 6.5.8 The Board of Directors shall prepare, adopt, and approve changes to a set of Policies for the Society to supplement the Bylaws and the Certificate of Incorporation. These Policies shall not conflict with the Certificate of Incorporation or applicable laws. Information regarding the subject of a Policy proposal or revision must be received by the Board of Directors at least 10 calendar days in advance of the meeting where it shall be reviewed.

ARTICLE 7 — OTHER COMMITTEES, BOARDS, AND COUNCILS

Section 7.1 Composition

- 7.1.1 The Society shall have the following standing committees:
- (1) Nominating Committee: Composed of the Past Chair; Chair; Chair-elect; four current Directors of the Board of Directors, including at least one each from the Directors representing a geographic communities council, a technical communities council, and members-at-large; and two past but not current Board members.
 - (2) Tellers Committee.
 - (3) Financial Auditing Committee.
 - (4) Bylaws Committee.
 - (5) A geographic communities council.
 - (6) A technical communities council.
 - (7) Professional Ethics and Qualifications Committee.
- 7.1.2 The Chair shall appoint a Tellers Committee composed of a Chair and four members at least 50 days in advance of the Annual Meeting. This is an ad hoc committee and is not subject to prior Board approval.
- 7.1.3 The Board of Directors may form additional boards, committees, and councils as necessary to handle Society operations.
- 7.1.4 Membership in committees shall be specified in the Policies.

Section 7.2 Prohibitions

- 7.2.1 Members of the Board of Directors, members of the Nominating Committee, candidates, and Society employees may not serve on the Tellers Committee.
- 7.2.2 With the exception of the Chair, no member of the Nominating Committee can be nominated for an upcoming term.
- 7.2.3 Only members in good standing may serve on boards, councils, and committees.

ARTICLE 8 — SOCIETY ELECTION

Section 8.1 Nominations

- 8.1.1 The Nominating Committee shall be governed as defined in the Bylaws and Policies, is responsible for preparing a slate of Board candidates for open Board positions including:
- (1) Chair-elect.
 - (2) Treasurer.
 - (3) Two Directors from the nominated members-at-large each year.
- 8.1.2 Geographic and technical communities councils shall each elect geographic and technical communities Directors, not to exceed three each in any given year, based on the number of Directors for the subsequent year as determined by the Board each year before electing new Directors.
- 8.1.3 Open board positions may also be petitioned by Regular Member in good standing with 100 petition signatures. The Secretary must receive these petitions at least 100 days before the Annual Meeting. The Nominating Committee shall then confirm the qualifications and willingness to serve of each petition candidate.

Section 8.2 Proxies and Voting

- 8.2.1 Candidates for Society office and the Board of Directors nominated by the Nominating Committee shall be presented to each Regular Member in good standing at least 135 days in advance of the date of the Annual Meeting as specified in the Policies by means of publication in the three issues of the journal of record immediately preceding the Annual Meeting.
- 8.2.2 Election shall be by proxy except when there is only one candidate for a position. Proxies shall be sent by the Secretary to each Regular Member in good standing and shall be postmarked or otherwise delivered, including via electronic means, at least 65 days in advance of the date of the Annual Meeting.
- (1) The proxy shall designate each candidate as nominated by the Nominating Committee or nominated by petition.
 - (2) Proxies returned by the Regular Members shall be postmarked or otherwise delivered, including via electronic means, at least 30 days in advance of the date of the Annual Meeting in order for these proxies to be officially counted in the voting process.
- 8.2.3 Each Regular Member in good standing is entitled to cast one vote for each position on the ballot. No Regular Member may cast more than one vote per candidate.

Section 8.3 Election Results

- 8.3.1 If there is only one candidate for a position, the candidate shall be announced at the Annual Meeting.
- 8.3.2 If there is more than one nominee or candidate for a position, nominees or eligible candidates must receive a plurality of the qualified votes to be elected. If multiple positions are specified to be filled, the nominees or eligible write-in candidates shall be ranked in order of vote tally to fill the positions. The results of the election shall be announced at the Annual Business Meeting following the compilation of the qualified votes.

ARTICLE 9 — AMENDMENTS

Section 9.1 Proposal and Submission

- 9.1.1 Amendments to the bylaws may be proposed as follows:
- (1) By the resolution of the Board of Directors.
 - (2) By petition of at least 100 Regular Members in good standing. The Secretary must receive these petitions at least 180 days before the Annual Meeting.
 - (3) The Board of Directors shall then confirm that the proposed amendment does not conflict with the Certificate of Incorporation or the provisions of the laws under which the Society is incorporated.
- 9.1.2 Bylaws may be amended in the following manner:
- (1) Board of Directors – Except as otherwise provided by law, in the Certificate of Incorporation or in these Bylaws, the following Articles may be amended at a duly constituted meeting of the Board of Directors by a vote of at least three-quarters of the members present:

Article 2	Article 6
Article 3	Article 7
Article 4	

- (2) Regular Members – Except as otherwise provided by law, in the Certificate of Incorporation or in these Bylaws, all other provisions of these Bylaws may be amended when approved by a two-thirds majority of at least 2,500 Regular Members (which constitutes a quorum for the transaction of business) present in person or by proxy.

Section 9.2 Proxies and Voting

- 9.2.1 For those amendments submitted to the membership, official proxies shall be sent to each Regular Member in good standing. The proxy process shall be described in the Policies.
- 9.2.2 Each Regular Member in good standing is entitled to one vote.
- 9.2.3 The voting process, mechanics, and timing shall be described in the Policies.

Section 9.3 Amendment Results and Effectivity

- 9.3.1 For those amendments submitted to the membership, qualified votes shall be tallied as in favor of or against the proposed amendment.
- 9.3.2 Proposed amendments shall be adopted if at least two-thirds of the Regular Members voting are in favor of the proposed amendment.
- 9.3.3 Adoption of proposed amendments voted by the membership shall be declared at the Annual Meeting. Amendments approved by the Board of Directors shall be effective as determined by the Board of Directors. New amendments shall be included in subsequent publications of the Bylaws.
 - (1) If the adopted amendment changes the composition of the Board of Directors, the members of the Board of Directors shall complete their elected terms.
 - (2) If the adopted amendment conflicts with the Certificate of Incorporation of the Society, the Certificate of Incorporation must be similarly amended and approved and filed by the proper state authority before the amendment becomes effective.
- 9.3.4 Changes to the reference numbers of the Bylaws to improve its organization are not considered to be amendments and may be approved at any time by the Board of Directors by three-fourths of those present.

ARTICLE 10— SOCIETY MEETINGS

Section 10.1 Meetings

- 10.1.1 An Annual Meeting shall be held with the date, time, and place for this meeting set by the Board of Directors. Scheduled business for the Annual Meeting shall be established as follows:
 - (1) By the Board of Directors as specified in the Policies.
 - (2) By petition, on a specific subject(s), of at least 100 Regular Members in good standing. The Secretary must receive petitions for scheduling business at the Annual Meeting at least 60 days in advance of the date of the Annual Meeting.

- 10.1.2 Special meetings of the Society shall be scheduled as follows:
- (1) Called by the Chair of the Board, or Board of Directors as specified in the Policies.
 - (2) Called by the Chair of the Board on a specific subject(s) by petition of at least 100 Regular Members in good standing. Such a meeting shall be held within 90 days of receipt of valid petition.
- 10.1.3 Meeting announcements shall be issued to all Regular Members, shall include the specific purpose of the meeting, and shall be announced at least 30 days in advance of the meeting date.

Section 10.2 Quorum

- 10.2.1 A quorum of 30 Regular Members in good standing in attendance in person, with no more than 10 members of the Board of Directors included in the count, shall be required to conduct the following business at the Annual Meeting:
- (1) Accept reports.
 - (2) Declare election of Officers and Directors, amendments to the Bylaws, and results of other proxies.
 - (3) Authorize destruction of the official election proxies.
- 10.2.2 A quorum of 300 Regular Members in good standing in attendance in person shall be required to conduct other scheduled business at the Annual Meeting or to conduct new business at an Annual Meeting or a Special Meeting. Decisions reached on new business at either of these meetings shall serve only as advice to the Board of Directors.

Section 10.3 Voting

- 10.3.1 Each Regular Member is entitled to one vote at Society meetings.
- 10.3.2 Action of the Society shall be determined by a majority of voting members in attendance at the time of the vote unless otherwise specified in the Bylaws.